



Articles of Incorporation of ASPEED Technology

Date : 2015.06.03 (Amended)

Chapter 1: General Provisions

Article 1

The Company shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 信驊科技股份有限公司 in the Chinese language, and ASPEED Technology in the English language.

Article 2

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

1. F401010 International Trade
2. F601010 Intellectual Property
3. I301010 Software Design Services
4. I501010 Product Designing

Researching, developing, designing, manufacturing and selling the following products, including:

1. Remote Server Management SoC
2. PC/AV Extension SoC
3. Desktop Virtualization Infrastructure SoC

Article 3

The Company shall have its head office in Science Based Industrial Park, Hsin Chu, Taiwan, Republic of China, and shall be free, upon approval of government authorities in charge, to set up representative and branch offices at various locations.

Article 4

Public announcements of the Company shall be made in accordance with the Company Act, Article 28 and other relevant rules and regulations of the Republic of China.

Article 4-1

The total amount of the Corporation's reinvestment shall not be subject to the restriction of not more than forty percent of the Company's paid-up capital as provided in Article 13 of the Company Act. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board of Directors.

Article 5

Under Article 15 of the Company Act, a public company shall not loan funds to any of its shareholders or any other person.

Article 6

The Company may provide endorsement and/or guarantee to accommodate business needs. The Procedures of Endorsement and/or guarantee are the guidelines for the Company to provide endorsement and/or guarantee to outside parties.

Chapter 2: Capital Stock**Article 7**

The total capital stock of the Company shall be in the amount of 500,000,000 New Taiwan Dollars, divided into 50,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments.

Article 8

When the Company at below market value (NAV) of the subscription price of issuance of employee stock options , there should be representatives of a majority of the total issued shares of the shareholders attending the shareholders' voting rights of more than two-thirds consent to attend , may only issued. When the company bought back at an average price lower than the actual transfer of shares to employees, shall, prior to the transfer , drew representatives issued a recent shareholders' meeting attended by a majority of the total number of shares of the shareholders attending the shareholders voting rights for more than two-thirds consent.

Article 9

The share certificates, after due registration with the competent authority, shall be signed or sealed by at least three directors and shall be legally authenticated prior to issue. The Company may deliver shares or other securities in other form, instead of delivering physical certificates evidencing shares or other securities.

Article 10

Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special 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. Unless otherwise provided by applicable law and regulations, the shareholders services shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

Chapter 3: Shareholder's Meetings**Article 11**

Shareholders' meetings shall be of two types, ordinary meetings and extraordinary meetings. Ordinary meetings shall be convened annually by the Board within six months of the end of each fiscal year. Extraordinary meetings shall be convened in accordance with the relevant laws, whenever necessary.

Article 12

Written notices shall be sent to all shareholders at their latest places of residence as registered with the Company for the convening of shareholders' meetings, at least thirty (30) days in advance, in case of regular meetings; and at least fifteen (15) days in advance, in case of special meetings.

Article 13

In case a shareholder is unable to attend a shareholders' meeting, such shareholder may issue a proxy in the form issued by the Company, setting forth the scope of authorization by signing and affixing such shareholder's seal on the proxy form for the representative to be present on such shareholder's behalf; in accordance with Article 177 of the Company Act of the Republic of China.

Article 14

The shareholders' meeting shall be presided over by the Chairman of the Company. When the Chairman of the Company is unable to attend a shareholders' meeting, he may appoint another director to represent him by proxy. In the absence of such a designation, the directors shall elect a designee from among themselves. Whereas 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 having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 15

Each share of stock shall be entitled to one vote except in the circumstances set forth in Article 179 and Article 197-1 of Company Act.

Article 16

Unless otherwise provided in applicable law and regulations, a resolution shall be adopted at a meeting attended by the shareholders holding and representing a majority of the total issued and outstanding shares and at which meeting a majority of the attending shareholders shall vote in favor of the resolution.

Article 16-1

The Company may apply for an approval of ceasing its status as a public company by a resolution adopted, at a shareholders' meeting, and should not be changed during the period of emerging stock market or over-the-counter market or stock exchange market.

Article 17

The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairman of 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 distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The minutes shall be kept persistently throughout the life of the company. For a company whose shares are issued to the public, the distribution of the ratified financial statements and the resolutions on the surplus earning distribution and/or the loss offsetting to its shareholders holding the registered share certificates may be effected by way of a public notice.

Chapter 4: Board of Directors and Supervisors**Article 18**

The Company shall have seven to nine directors and two to three supervisors. Directors and supervisors are nominated under the Candidate Nomination System, at shareholders' meetings. The term of office for Directors and supervisors shall be three (3) years, and shall be eligible for re-election. The cumulative voting method shall be used for election of the directors and supervisors at this Corporation. Each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates.

The amended shall be handled in accordance with Article 172 of the Company Act; also shall explain its main content. The Company may take out liability insurance for the directors with respect to the liabilities resulting from exercising their duties during their terms of office. The total shares of the registered stocks held by all directors and supervisors of the Company shall be handled in accordance with the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies

Article 18-1

A Company that has issued stock in accordance with Article 14-2 of Securities and Exchange Act may appoint independent directors in accordance with its articles of incorporation. The independent directors shall not less than two in number and not less than one-fifth of the total number of directors.

In case a candidate's nomination system is adopted by a company offering its shares to the public for election of the directors of the company, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates in accordance with Article 192-1 of the Company Act. The professional qualifications, restrictions on the shareholdings and concurrent positions held, method of nomination and election, and other matters with respect to independent directors shall be in compliance with applicable laws and regulations.

Article 19

When the number of vacancies in the Board of Directors of a company equals to one third of the total number of directors, or all supervisors of a company are discharged, then the Board of Directors shall convene a shareholders' meeting to elect new directors to fill such vacancies in accordance with relevant laws, rules and regulations. The new directors and supervisors shall serve the remaining term of the predecessors. When an independent director is dismissed for any reason, resulting in a number of directors lower than that required under paragraph 1 or the company's articles of incorporation, a by-election for independent director shall be held at the next following shareholders meeting. When all independent directors have been dismissed, the company shall convene a special shareholders meeting to hold a by-election within 60 days from the date on which the situation arose.

Article 20

The Company shall have a chair of the Board. The chair of the Board shall be elected by and among the directors by a majority of directors present at a meeting attended by more than two thirds of directors. The Chairman of the Board of Directors shall have the authority to represent the Company.

Article 20-1

Regardless of company profits and losses, the Board is authorized to determine the compensation for the directors, taking into account the extent and value of the services provided for the Company's operation and with reference to the standards of local and overseas industry.

Article 21

The Chairman of the Board of Directors shall preside over all meetings of the Board of Directors. Where the Chairman is unable to attend a meeting of the Board, he may appoint another director to represent him by proxy in accordance with Article 208 of the Company Act. Where a director is unable to attend a meeting of the Board, a Director may, by written authorization, appoint another Director to attend on his behalf any meeting of the Board of Directors, and to vote for him on all matters presented at such meeting, but no Director may act as proxy for more than one other Director. Where an independent director is unable to attend a meeting of the Board, he may only appoint another independent Director to attend on his behalf. Any Director attending the meeting via video conference shall be deemed attending the meeting in person.

Article 21-1

In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director and supervisor no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time.

The notice set forth in the preceding Paragraph may be effected by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof.

Article 22

Meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. Unless otherwise provided for in this Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 23

The resolutions of the Board of Director's meeting shall be recorded in the minutes, and shall be distributed to all directors and supervisors of the Company within twenty (20) days after the close of the meeting. Such minutes shall be signed by or sealed with the chop of the chairman of the meeting. Such minutes, together with the attendance list and proxies, shall be filed and kept at the head office of the Company. The preparation and distribution of the minutes of Board of Director's meeting as required in the preceding Paragraph may be effected by means of electronic transmission.

Chapter 5: President & Vice Presidents

Article 24

The Company shall have one or more managerial personnel. Appointment, dismissal, and remuneration of the president and vice presidents shall be subject to the provisions of the Company Act.

Chapter 6: Accounting

Article 25

The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year.

Article 26

After the close of each fiscal year, the following reports shall be prepared by the Board of Directors thirty (30) days before the shareholders' meeting, and submitted to the regular shareholders' meeting for acceptance:

1. Business Report
2. Financial Statement
3. Proposal Concerning Appropriation of Net Profits or Covering of Losses

Article 27

Where the Company has a profit at the end of each fiscal year, this Corporation shall set aside not less than 8% of its annual profits as compensation to its employees who meet the conditions set by the Company; this Corporation shall set aside not more than 3% of its annual profits as compensation to its directors. However, this Corporation shall have reserved a sufficient amount to offset its accumulated losses. Directors' and employees' compensation is governed by the rules set by the shareholders' meeting.

Article 27-1

Where the Company has a profit at the end of each fiscal year, the Company shall first allocate the profit to pay taxes and cover accumulated losses, and then 10% of the remaining net earnings shall be allocated as the Company's legal reserve unless and until the accumulated legal reserve reaches the paid in capital. Certain amount shall be further allocated as special reserve or the special reserve shall be reversed in accordance with applicable laws and regulations or as requested by the competent authority. The balance (if any) together with accumulated inappropriate retained earnings can be distributed after the distribution plan proposed by the Board and approved by the shareholders' meeting. The Company's dividend policy is to pay dividends from surplus

no less than 10% considering factors such as the Company's current and future investment environment, cash requirements, domestic and overseas competitive conditions and capital budget requirements, and taking into account the shareholders' interest, maintenance of a balanced dividend and the Company's long term financial plan. The cash portion of the dividend shall not be less than 10% of the total dividend in the form of cash and stock. However it is not applicable when the accumulated surplus available for distribution is less than 50% of the paid-up share capital.

Chapter 7: Supplementary Provisions

Article 28

In regard to all matters not provided for in these Articles of Incorporation, the Company Law of the Republic of China shall In regard to all matters not provided for in these Articles of Incorporation; the Company Act of the Republic of China shall govern.

Article 29

These Articles of Incorporation were and signed on November 1st, 2004.

The first amendment was made on December 8, 2004.

The second amendment was made on March 15, 2005.

The third amendment was made on June 29, 2006.

The fourth amendment was made on October 31, 2007.

The fifth amendment was made on December 7, 2007.

The sixth amendment was made on June 20, 2008.

The seventh amendment was made on June 25, 2010.

The eighth amendment was made on June 9, 2011.

The ninth amendment was made on June 14, 2012.

The tenth amendment was made on June 7, 2013.

The eleventh amendment was made on June 3, 2015.

The twelfth amendment was made on June 29, 2016.

ASPEED Technology Inc.

Chairman: Chris Lin