

**ARTICLES OF INCORPORATION OF FAREASTONE
TELECOMMUNICATIONS CO., LTD.**

Approved by Annual Shareholder's Meeting on 2021/7/22

Chapter I. General Provisions	
Article 1	The Corporation shall be named Far EasTone Telecommunication Co., Ltd. and be incorporated as a company limited by shares in accordance with the Company Law of the Republic of China.
Article 2	<p>The scope of business of the Company shall be as follows:</p> <ol style="list-style-type: none"> (1) G903010 Telecommunications Enterprises; (2) F213060 Retail Sale of Telecom Instruments; (3) F113070 Wholesale of Telecom Instruments; (4) JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops; (5) E701030 Restrained Telecom Radio Frequency Equipments and Materials Construction; (6) F401010 International Trade; (7) F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products; (8) CC01070 Telecommunication Equipment and Apparatus Manufacturing; (9) I301020 Data Processing Services; (10) IZ11010 overdue receivables management service business; (11) F201070 Retail sale of Flowers; (12) F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles; (13) F213030 Retail sale of Computing and Business Machinery Equipment; (14) F218010 Retail sale of Computer Software; (15) IZ12010 Manpower Services; (16) JZ99050 Agency Services; (17) I301030 Digital Information Supply Services; (18) I401010 General Advertising Services; (19) IZ99990 Other Industry and Commerce Services Not Elsewhere Classified; (20) JE01010 Rental and Leasing Business; (21) I199990 Other Consultancy; (22) IE01010 Telecommunications Number Agencies; (23) JA02990 Other Repair Shops; (24) F401021 Restrained Telecom Radio Frequency Equipments and Materials Import; (25) CC01060 Wired Communication Equipment and Apparatus Manufacturing; (26) CC01080 Electronic Parts and Components Manufacturing; (27) CC01110 Computers and Computing Peripheral Equipments Manufacturing; (28) CC01120 Data Storage Media Manufacturing and Duplicating; (29) CC01990 Electrical Machinery, Supplies Manufacturing; (30) CD01020 Tramway Cars Manufacturing; (31) E601010 Electric Appliance Construction; (32) E601020 Electric Appliance Installation; (33) E603010 Cables Construction; (34) E603050 Cybernation Equipments Construction; (35) E603080 Traffic Signals Construction; (36) E603090 Illumination Equipments Construction; (37) E605010 Computing Equipments Installation Construction; (38) E701010 Telecommunications Construction; (39) E701020 Channel KU and C of Satellite TV Equipments and Materials Construction; (40) EZ05010 Apparatus Installation Construction; (41) F113050 Wholesale of Computing and Business Machinery Equipment;

	<p>(42) F114080 Wholesale of Tramway Cars and Parts; (43) F118010 Wholesale of Computer Software; (44) F119010 Wholesale of Electronic Materials; (45) F214080 Retail Sale of Tramway Cars and Parts; (46) F214990 Retail Sale of Other Transport Equipment and Parts; (47) G202010 Parking Garage Business; (48) I103060 Management Consulting Services; (49) I301010 Software Design Services; (50) IG03010 Energy Technical Services; (51) IZ13010 Internet Identify Services; (52) J101050 Sanitary and Pollution Controlling Services; (53) F108031 Wholesale of Drugs, Medical Goods; (54) F208031 Retail sale of Medical Equipments; (55) I301040 Third Party Payment Platform; (56) F399040 Non-Store Retailing (57) F401181 Metrological Instruments Importing (58) E602011 Frozen and Air-conditioning Engineering (59) ZZ99999 Other business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>
Article 3	The Corporation may provide guarantees for third parties by the regulation of Procedure for Making Endorsements and Guarantees. The Corporation may also act as a shareholder with limited liability of another company. Upon approval of the Board Directors, its investment may exceed forty percent (40%) of the paid-in capital of the Corporation, notwithstanding Article 13 of the Company Law, but the Company shall follow the Company's "Procedures for Handling Acquisition or Disposal of Assets" for acquiring assets.
Article 4	The head office of the Corporation shall be located in Taipei, Taiwan, ROC. The Board of Directors may decide to establish branch offices within or outside the territory of the Republic of China.
Chapter II. Shares	
Article 5	The registered capital of the Company is NT\$42,000,000,000 and is divided into 4,200,000,000 common shares with a par value of NT\$10 each share. The Board is authorized, at different stage, to issue the shares that are not outstanding.
Article 6	Prior to issuance, the share certificates of the Corporation shall bear the shareholders' names, shall be numbered serially, shall be signed or sealed by three or more Directors of the Board, and certified by the competent government agent. The share certificates may not be printed to represent the Company's shares. Registration with the Taiwan Securities Central Depository Co., Ltd. is necessary. On the total number of shares, the Company may, as well, consolidate share certificates for printing, provided that the share certificates shall be put into the Taiwan Securities Central Depository Co., Ltd. for deposit. The Company may, while requested by the Taiwan Securities Central Depository Co., Ltd., consolidate shares to issue share certificates of large denomination. The Company may issue preferred stocks. Where the Company is merged with another company, the Company is not required to come to resolution through a preferred stocks shareholders' extraordinary meeting.
Article 7	The Company shall handle equity affairs in compliance with "Regulations Governing Equity Affairs of Public Offering Companies" and other laws concerned.
Article 8	No transfer of share certificates shall be permitted within sixty days prior to a regular meeting of shareholders, thirty days prior to a special meeting of shareholders, or within five days prior to the date fixed for distributing dividends, bonuses, or other benefits.
Chapter III. Shareholders' Meetings	
Article 9	Shareholders' meetings shall be convened as follows:

	<p>(1) Regular meeting –to be convened by the Board of Directors within six months from closing of every fiscal year; and</p> <p>(2) Special meeting – shall be convened in accordance with relevant laws and regulations.</p>
Article 10	Unless otherwise provided for in the Company Law and these Articles of Incorporation, the shareholders’ meeting shall be duly called pursuant to the Company’s Regulations Governing Shareholders’ Meetings.
Article 11	A notice to convene a regular meeting of shareholders shall be given to each shareholder thirty days in advance. A notice to convene a special meeting of shareholders shall be given to each shareholder fifteen days in advance. The notice shall state the time, place and purpose of the meeting to be convened.
Article 12	Resolutions at a Shareholders’ meeting shall, unless otherwise provided for in the Company Law, be adopted by a majority vote of shareholders present in person or by proxy, who represent a majority of the total number of outstanding shares.
Article 13	In case a shareholder is unable to attend the Shareholders’ meeting, he/she may make another person his/her proxy to attend the meeting. They proxy document for this purpose must be provided, however, in the event the same proxy acts for two or more shareholders, his delegated voting power shall not exceed three percent (3%) of the total voting power of the Company’s total issued shares and such portion of shares exceeding three percent (3%) shall not be counted for vote purposes. This limitation shall not apply to holders of proxies engaged in the trust business or the shares transfer agency.
Article 14	Resolutions adopted at a meeting of the shareholders shall be recorded in the minutes of the proceedings which shall be prepared in English and in Chinese and shall be signed and sealed by the chairman of the meeting. The minutes of proceedings shall also include the time and place of the meeting, name of the chairman, number of shares represented by attending shareholders (or proxies) and the manner in which resolutions had been adopted, as well as other essentials of the proceedings. The minutes shall be given to each shareholder within twenty (20) days after the meeting and may be effected by means of a public notice and shall be duly filed according to law along with a list of shareholders present at the meeting and the proxies.
Chapter IV. Directors and Officers	
Article 15	<p>The Company shall have nine (9) to eleven (11) Directors, to be elected who are competent persons at Shareholders’ meeting. The tenure of office of Directors will be three (3) years and they will be eligible for re-election.</p> <p>Among the aforesaid number of members of the Board of Directors shall have three (3) Independent Directors.</p> <p>Election of Directors shall adopt candidate nomination system according to Article 192-1 of the Company Act.</p> <p>Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of being independent, method of nomination, and other matters for compliance with respect to Independent Directors shall follow relevant regulations prescribed by the Competent Authority.</p> <p>The remuneration for Directors shall be determined by the Remuneration Committee and the Board of Directors.</p> <p>The total number of registered shares owned by all Directors shall be determined pursuant to “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, as amended May 20, 2008.</p>
Article 15-1	<p>Pursuant to Article 14-4 of the Securities and Exchange Act, as amended June 5, 2013, the Company will establish an Audit Committee when as the 7th Term Board of Directors is elected into the office in 2015. The Audit Committee shall make up of the entire number of Independent Directors, is responsible for executing powers relegated to Supervisors by the Company Act, Securities and Exchange Act and other laws and regulations.</p> <p>The organizing members, exercise of powers and other matters to be abided by the Audit</p>

	Committee shall follow related laws, regulations or rules or regulations of the Company. The organization regulations of the Audit Committee shall be stipulated by the Board of Director.
Article 16	A corporate shareholder of this Company shall have the right to designate a number of representatives to be elected as Director(s) of the Company and the right to designate representatives as substitutes or successors of such Director(s).
Article 17	The board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the board.
Article 18	<p>A meeting of the Board of Directors shall be convened by its Chairman, provided that the initial meeting of each term of the Board of Directors shall be called by the Director who receives the number of ballots representing the largest of votes.</p> <p>Directors may attend the meeting in person or by proxy. A Director cannot represent more than one absentee Director for a meeting of the Board of Directors. A Director residing in a foreign country may appoint, in writing, a Director residing within the Republic of China as his alternate to attend the meetings of the Board of Directors regularly, provided, the appointment shall be registered with competent government authority.</p> <p>In case a meeting of the Board of Directors is held via visual communication network, then the Directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.</p> <p>The notice for the Board meeting shall state the reasons and agenda of the meeting, and shall be sent to each Directors seven (7) days prior to the meeting, provided, however, that in case of emergency the meeting may be convened at any time.</p> <p>The meeting notice provided in preceding paragraph could be issued by email or fax.</p>
Article 19	The Chairman of the Board of Directors shall preside at meetings of the Board of Directors. 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 of absent of or unavailability of the Vice Chairman as well, 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 20	<p>The powers of the Board of Directors shall be as follows:</p> <ol style="list-style-type: none"> (1) make business plans; (2) review and examine important rules; (3) appoint and dismiss officers; (4) determine the establishment, change or revocation of any domestic or foreign branch offices; (5) review and examine budget and financial reports; (6) establish audit committee or any other functional committees; review and approve regulations governing the exercise of power and duty of these functional committees. (7) implement any other matters designated by resolution of the shareholders or in accordance with the Company Law, and determine any other important matters.
Article 21	(Omitted)
Article 22	The Company has one President, one General Auditor and several Executives Vice Presidents and Vice Presidents. All managerial officers shall be duly appointed, discharged by the Board of Directors through a majority vote of the attending Directors who represent a majority of the total Directors.
Article 23	The President shall take charge of all affairs of the Corporation in accordance with the order of the Chairman of the Board. The Executive Vice Presidents shall assist the President.
Article 23-1	The Company shall take out liability insurance for Directors and officers with respect to their liabilities resulting from exercising their duties during their terms of occupancy.
Chapter V. Accounting	

Article 24	The business year of the Corporation shall begin on January 1 st and end on December 31 st of each year. Annual closing of books shall be made at the closing date / end of each business year.
Article 25	At the end of each fiscal year, the Board of Directors shall, on thirty days prior to the regular Shareholders' Meeting, prepare the following reports, and forward them to the Audit Committee for examination and for the latter's preparing examination report: (1) Report on operations; (2) Financial reports; and (3) Proposal concerning distribution of net profits or action to deal with losses. The appointment, dismissal and compensation of the certified accountant responsible for auditing the above books and reports shall be determined by the Board of Directors by a majority vote of the attending Directors representing a majority of the Board members.
Article 26	IF there is profit for the current year, the Company shall set aside 1%~2% of it as compensation for employees and, shall set aside not more than 1% of it as compensation for Directors. If there is accumulated loss on the books of the Company, portion of the profit equaling the loss shall first be set aside to cover the latter. The employees' compensation may be distributed by shares or by cash. The company shall, 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, determine the actual profit ratio of distribution, amount, methods, and number of shares, and shall report to the shareholders' meeting. The board of directors shall also determine the ratio of distribution of directors' compensation and amount and shall report to the shareholders' meeting. If the account closing at the end of the fiscal year of the company discloses profit, the company, when allocating its profit, after paying all taxes, making good losses of previous year(s), then set aside ten (10) percent of the sum of said profit in balance and the amount of profit (or loss) items adjusted to the current year's undistributed earnings other than the said profit as statutory surplus reserve, and then set aside special surplus reserve as required by the Articles of Incorporation or by resolution of the shareholders' meeting. The rest of surplus, if any, shall be consolidated with the unallocated earning accumulated in the preceding year(s) as distributable earning, as determined by the shareholders' meeting to be allocated equally according to all shares to every shareholder as shareholders' dividend or to be retained.
Article 27	The dividend payout ratio each fiscal year shall be no less than fifty percent (50%) of the final surplus which is the sum of after-tax profit of the fiscal year to withhold previous loss, if any, legal reserve and special reserve as required by law; while cash dividend declared by the Corporation shall be no less than fifty percent (50%) of the total dividends distributed that year; provided, however, depending on whether the Corporation has any financial structure improvement or major capital expenditure plans in the year, the earning unallocated and accumulated in the preceding year may be distributed, and the payout ratio and percentage of cash dividend may be raised or lowered by a resolution adopted at the shareholders' meeting.
Article 28	Dividends will be paid only to those shareholders whose names are recorded on the shareholders' register on the date fixed for distributing dividends.
Chapter VI. Appendix	
Article 29	Other rules of the Corporation shall be set up separately by the Board of Directors.
Article 30	Provisions of the Company law shall be referred to for matters not provided for in these Articles of Incorporation.
Article 31	These Articles of Incorporation were agreed upon and signed on Mar. 7, 1997. First amended on Jun. 6, 1997; Second amended on Aug. 20, 1998; Third amended on Apr. 28, 1999; Fourth amended on Apr. 21, 2000; Fifth amended on Dec. 28, 2000;

<p>Sixth amended on May. 15, 2001; Seventh amended on Jun. 25, 2002; Eighth amended on May 23, 2003; Ninth amended on Feb. 18, 2004; Tenth amended on Jun. 30,2004; Eleventh amended on May 20, 2005; Twelfth amended on May 26, 2006; Thirteenth amended on June 12, 2007; Fourteenth amended on June 15, 2010; Fifteenth amended on June 9, 2011; Sixteenth amended on June 13, 2012; Seventeenth amended on June 13, 2013; Eighteenth amendment on June 11, 2014; Nineteenth amendment on June 18, 2015; Twentieth amendment on June 16, 2016; Twenty-first amendment on June 19, 2020. Twenty-second amendment on July 22, 2021.</p>
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