

**ARTICLES OF INCORPORATION
OF
QUANTA COMPUTER INC.**

The twenty ninth amendment was made on June 24, 2016.

SECTION I. GENERAL PROVISIONS

Article 1

This Corporation shall be incorporated in accordance with the Company Law and shall be named Quanta Computer Inc.

Article 2

The scope of business of this Corporation shall be as follows:

- (1) CC01101 manufacturing of radio frequency equipment (regulated by the telecommunication authorities);
- (2) F401021 import business for radio frequency equipment (regulated by telecommunication authorities);
- (3) CF01011 medical equipment manufacturing;
- (4) F108031 medical equipment wholesaling
- (5) CC01010 manufacturing of machinery for generating, transmitting, and distributing electricity
- (6) CC01030 manufacturing of electronic appliances and video-audio electronic products
- (7) CC01060 manufacturing of wire communication machinery and apparatuses
- (8) CC01070 manufacturing of wireless communication machinery and apparatuses
- (9) CC01080 manufacturing of electronic components
- (10) CE01010 manufacturing of general equipment
- (11) E701030 engineering of radio frequency equipment installation
- (12) EZ05010 engineering of meter and instrument installation
- (13) F113030 wholesaling of precision instrument
- (14) F113050 wholesaling of office machinery and equipment
- (15) F113070 wholesaling of telecommunication apparatuses
- (16) F213060 retailing of telecommunication equipment
- (17) I103060 management consulting
- (18) I501010 product designing
- (19) IE01010 agency services of account registration with telecommunication carriers
- (20) IZ99990 other commercial services
- (21) CC01110 manufacturing of computer and peripheral equipment
- (22) CC01120 data storage manufacturing and reproduction
- (23) JA02010 repairing of electrical and electronic products
- (24) I301010 information software services
- (25) I301020 data processing services
- (26) I301030 electronic information supply services
- (27) JE01010 leasing
- (28) F118010 wholesaling of information software
- (29) ZZ99999 Other than the business which requires special approval, this Corporation may conduct any business that is not prohibited or restricted by any law or regulations.

Article 3

This Corporation may provide guarantees on behalf of third parties due to business relationship with such third parties.

Article 4

When this Corporation invests in other companies as a shareholder, it shall not be subject to the restriction of Article 13 of the Company Law which provides that the total amount of such investment shall not exceed forty percent (40%) of the amount of this Corporation's paid-in capital. Any such investment by this Corporation shall be made in accordance with a resolution adopted by the Board of Directors.

Article 5

The head office of this Corporation shall be in Tao Yuan City. Pursuant to the resolutions adopted by the Board of Directors, this Corporation may, if necessary, set up branches or factories within and outside the R.O.C.

Article 6

Any public announcement by this Corporation shall be made in accordance with Article 28 of the Company Law.

SECTION II. CAPITAL STOCK

Article 7

The total authorized capital stock of the Corporation is Forty Six Billion New Taiwan Dolloars (NT\$46,000,000,000), divided into Four Billion and Six Hundred Million (4,600,000,000) shares with a par value of Ten New Taiwan Dollars (NT\$10). The Board of Directors is authorized to issue the un-issued shares in installments, of which One Hundred Million (100,000,000) shares are reserved for issuance of employee stock options.

Article 7-1:

Where the exercise price of the employee stock options is set to be lower than the closing price of the Company's common shares on the date that the options are issued, the Company may grant the options, by over two-thirds of the votes in the shareholders' meeting attended by a majority of shares represented by the shareholders present at the meeting. Where the exercise price of the employee stock options is set to be lower than the average buyback price of common shares, the Company may transfer the buy-back common shares to the employees, by over two-thirds of the votes in the shareholders' meeting attended by a majority of shares represented by the shareholders present at the meeting.

Article 8

All share certificates of this Corporation shall be issued in registered form after being signed by and affixed with the seals of at least three directors, sequentially numbered and authenticated by the competent authority or an institution approved by the competent authority.

This Corporation may issue registered stock without printing share certificates or may combine and print multiple shares in one share certificate, provided, that, any shares shall be recorded by a centralized securities custodian or placed under the custody of such custodian.

Article 9

All transfer of shares , pledge of rights, amendment of seal, loss of seal or similar stock transaction conducted by shareholders of the Corporation shall follow the "Guidelines for Stock Operations for Public Companies" unless specified otherwise by law and securities regulations.

Article 10

All matters regarding this Corporation's shares shall be conducted in accordance with the Company Law and relevant laws and regulations.

Article 11

Registration of share transfers on our share register shall be suspended for sixty (60) days prior to any ordinary meeting of shareholders, thirty (30) days prior to any extraordinary meeting of shareholders, and five (5) days prior to any date on which dividends, bonuses or any other benefits are scheduled to be distributed by this Corporation.

SECTION III. SHAREHOLDERS MEETINGS

Article 12

Shareholders meetings may be ordinary meetings or extraordinary meetings. Ordinary meetings shall be convened annually by the Board of Directors within six months after the end of each fiscal year, and extraordinary meetings may be convened when necessary in accordance with applicable laws.

A notice to convene an ordinary meeting shall be given to the shareholders no later than thirty (30) days prior to the scheduled meeting date; while a notice to convene an extraordinary meeting shall be given to the shareholders no later than fifteen (15) days prior to the scheduled meeting date. Such notice shall specify the meeting date, place and proposals to be discussed during such meeting. Such notice may be made by a public announcement to shareholders holding less than one thousand (1,000) registered shares.

Article 13

Shareholders may appoint a proxy to attend any shareholders meeting by delivering to this Corporation a proxy form printed by this Corporation specifying the scope of proxy, in accordance with the Company Law and the Regulations Governing Use of Proxies by Public Companies for Attendance at Shareholders Meetings.

Article 14

Unless otherwise provided by applicable laws, the Chairman of the Board of Directors shall preside at each meeting of shareholders. In the event the Chairman of the Board of Directors is absent, he shall designate one director to act on his behalf. In the absence of such a designation, the directors shall elect a director from among themselves to preside at the meeting.

Article 15

Unless otherwise specified in laws or regulations, each shareholder shall be entitled to one vote for each share owned.

Article 16

Unless otherwise provided by the Company Law, a resolution of shareholders shall be adopted, if passed, by a majority of the votes held by shareholders present at the meeting attended by shareholders representing a majority of the total issued and outstanding shares.

SECTION IV. DIRECTORS

Article 17

This Corporation will have five to nine (5-9) directors. The election of directors shall adopt candidates nomination system, and the shareholders shall elect among the nominees listed in the roster of directors candidates. The total number of shares of this Corporation held by directors shall be subject to the regulations set by the competent authority in charge of securities.

Article 17-1

The independent directors of the Company shall not be less than two in number and not less than one-fifth of the total number of directors. The election of independent directors and directors shall be carried simultaneously and be counted separately.

The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and appointment, exercising duties and rights and other matters for compliance with respect to independent directors shall be handled in accordance with Securities and Exchange Act and relevant regulations.

Article 18

The term of office of each director shall be three (3) years. The directors are eligible for re-election after the expiry of their term of office. In the event that no new directors can be elected immediately after the expiration of a term of office, the current directors shall continue to perform their duties until the new directors are elected and assume their office.

Article 19

When the posts of one-third or more of the directors have been vacated, a special meeting of shareholders shall be convened to elect directors to fill the vacancies within sixty (60) days. The term of office of the new directors shall be the same as the original director(s)' term(s).

Article 20

The Board of Directors shall be organized by the directors. The Chairman and Vice Chairman of the Board of Directors shall be elected by a majority of the directors present at a meeting attended by two-thirds of the directors. The Chairman of the Board of Directors shall be the authorized representative of this Corporation. In the event that the Chairman is on leave or is unable to exercise his powers and authority for any reason, the appointment of a proxy (on behalf of the Chairman) shall be done in accordance with the Company Law.

Article 21

Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors.

Unless otherwise provided by applicable laws, a resolution of the Board of Directors shall be adopted if approved by a majority of directors at a meeting of the Board of Directors attended by a majority of the directors.

Notifications for the meetings of the Board of Directors may be communicated through electronic mails or fax.

If a video conference is held, a director who attends such conference through visual means shall be deemed present at the conference as if the Director were there in person. Where a director is unable to attend the Board of Directors meeting, he may appoint another director to attend the Board of Directors meeting by proxy, provided, each director may act as a proxy for one other director only.

Article 22

In compliance with Securities and Exchange Act Article 14-4, the Company shall establish the Audit Committee, which shall be composed of the entire number of independent directors. The

Committee shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

Scope of responsibilities and regulations for the Company's Audit Committee shall be governed by Company Law and relevant regulations.

Article 23

The remuneration payable to directors will be decided at the Board meeting according to their contributions to the Company and also with reference to the industry payout standard.

Article 24

This Corporation may appoint and retain consultants or key employees if such appointment and/or retention is approved by a resolution of the Board of Directors.

Article 24-1:

The Company could purchase liability insurance for Directors and management in accordance with business requirements.

SECTION V. MANAGER & STAFF

Article 25

This Corporation shall have one general manager whose appointment, discharge and remuneration shall be made in accordance with the Article 29 of the Company Law.

SECTION VI. EARNINGS DISTRIBUTION

Article 26

After the end of each fiscal year, the Board of Directors shall follow procedures governed by relevant regulations to submit the following reports and statements to the shareholders at the ordinary meeting of shareholders for their recognition:

- (1) report of operations;
- (2) financial statement; and
- (3) proposal for distributing earnings or covering losses.

Article 27

When allocating profits for each fiscal year, this Corporation shall set aside no less than two percent (2%) of the profit as employees' bonus and the remuneration of directors shall be no more than 2%. However, the Company should set aside a portion of the profit to offset its accumulated losses first.

Employee bonus as prescribed in the preceding paragraph is distributed in the form of stocks or cash, the employees qualifying for such distribution may include the employees of subsidiaries of this Corporation specified by the Board of Directors. The remuneration of directors as prescribed in the preceding paragraph shall be distributed in cash.

Article 27-1

When allocating net income after tax for each fiscal year, this Corporation shall first offset its accumulated losses and set aside 10% as legal reserve, until the accumulated legal capital reserve has equaled the total capital of the Corporation; Then set aside special capital reserve which could be

appropriated in accordance with relevant laws and regulations or business operation needs, if necessary. Distribution plan of the remainder surplus, together with the undistributed surplus in the beginning of the year, shall be proposed by the Board of Directors and submitted to the shareholders meeting for their recognition.

The allocation of net profits will be decided by the Corporation in the aspects of its financial, business and operation status. Distribution amount shall not be lower than 10% of the distributable surplus. Such distribution may be made in ways of cash dividend and/or stock dividend, and preferably by way of cash dividend. Distribution of profits may also be made by way of stock dividend; provided that the ratio of stock dividend may not exceed 50% of the total distribution.

SECTION VII. SUPPLEMENTARY ARTICLES

Article 28

Any matters not provided for in these Articles of Incorporation shall be governed by the Company Law.

Article 29

The organizational rules and by-laws of this Corporation shall be prescribed by the Board of Directors.

Article 30

These Articles of Incorporation were made on May 5, 1988.

The first amendment was made on December 10, 1988.

The second amendment was made on December 1, 1989.

The third amendment was made on September 8, 1990.

The fourth amendment was made on September 26, 1990.

The fifth amendment was made on June 1, 1991.

The sixth amendment was made on May 30, 1992.

The seventh amendment was made on May 22, 1993.

The eighth amendment was made on May 21, 1994.

The ninth amendment was made on November 26, 1994.

The tenth amendment was made on May 27, 1995.

The eleventh amendment was made on June 8, 1996.

The twelfth amendment was made on June 14, 1997.

The thirteenth amendment was made on April 18, 1998.

The fourteenth amendment was made on April 28, 1999.

The fifteenth amendment was made on May 3, 2000.

The sixteenth amendment was made on June 20, 2001.

The seventeenth amendment was made on June 3, 2002.

The eighteenth amendment was made on June 9, 2003.

The nineteenth amendment was made on June 15, 2004.

The twentieth amendment was made on June 13, 2005.

The twenty-first amendment was made on June 14, 2006.

The twenty second amendment was made on June 15, 2007.

The twenty third amendment was made on June 13, 2008.

The twenty fourth amendment was made on June 19, 2009.

The twenty fifth amendment was made on June 18, 2010.

The twenty sixth amendment was made on June 22, 2012.

The twenty seventh amendment was made on June 24, 2013.

The twenty eighth amendment was made on June 18, 2015.

The twenty ninth amendment was made on June 24, 2016.