

BAOTEK INDUSTRIAL MATERIALS LTD.

Articles of the company

Chapter 1 General Provisions

Article 1 : The Company is incorporated in accordance with the Company Act and registered under the business name of BAOTEK INDUSTRIAL MATERIALS LTD.

Article 2 : The Company's scope of services is set out hereunder:

1.C901020 Glass and glass made products manufacturing

2.CC01080 Electronic Parts and Components Manufacturing

3.F401010 International Trade

4.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 : The Company may provide external guarantees for related businesses in respect of business.

Article 3 : The Company has its head office in Taoyuan City, and the Company may establish branches in and out of this country.

Article 4 : Public announcements of the Corporation shall be made in accordance with the article 28 of the Company Act.

Chapter 2 Shares

Article 5 : The total amount of the Company's capital is NT\$2.5 billion, which is further divided into 250 million Shares, with the value per share NT\$10, and issue shares in installments. A total of 15 million shares with the value of NT\$150 million is preserved and with the value per share NT\$10, which will be used for reserved for issuing employee stock options, and the Board is further authorized to issue them in installments thereof. When the company's shares are bought back by the company according to law, the board of directors is authorized to do so in accordance with the law.

Article 6 : The company's stocks are issued in a registered form, signed or stamped by the directors representing the company, and issued after obtaining a bank visa as a stock issuing visa holder according to law.

Article 6-1 : When the Company issues shares, those shares shall be printed together with other shares or otherwise not be printed. The shares not printed shall be kept and recorded by the centralized securities depository enterprise

Article 7 : The company's stock may be merged and reissued in large denomination stocks at the request of Taiwan Securities Central Depository Co., Ltd.

Article 8 : The company's registered stocks are transferred by the endorsement of the stockholders, and the transfer does not record the name of the transferee in the stock, and the transferee's name and address are recorded in the company's shareholder register, it cannot be transferred against the company.

Article 9 : The handling of the company's stock affairs is handled in accordance with the regulations of "Regulations Governing the Administration of Shareholder Services of Public Companies".

Article 10 : The total foreign investment of the company can exceed 40% of the paid-up share capital.

Article 11 : Within 60 days before each regular shareholders' meeting, within 30 days before the shareholders' special meeting, or within 5 days before the company's decision to distribute dividends and bonus or other benefits, the transfer of shares shall be suspended.

Chapter 3 Shareholders' Meeting

Article 12 : There are two types of shareholders' meeting, namely, regular meeting and special meeting. The regular meeting shall be convened within six months after the close of each fiscal year, and the board of directors notifies shareholders 30 days before convening. Whereas, special meetings are held in accordance with the law, when necessary.

Article 13 : When a shareholder is unable to attend the shareholders' meeting for whatever reason, that shareholder shall appoint a proxy to attend by offering solicitation document in accordance with the provisions of Article 177 of the Company Act.

Article 14 : When the shareholders' meeting is held, the director shall be the chairman. When the director is absent, the director shall appoint one person to act as the proxy.

Article 15 : A shareholder, unless otherwise stipulated in Article 179 of the Company Act relating to the circumstances of certain shares as having no voting right, shall have one voting right in respect of each share in his/her/its possession.

Article 16 : A resolution is passed at the shareholders' meeting by a majority of the shareholders present who represent more than half of the total number of its outstanding shares.

Article 17 : Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, signed or sealed by the Chairman of the shareholders' meeting and distributed to the shareholders within 20 days after the meeting. The distribution of the proceedings in the preceding paragraph shall be handled in accordance with the provisions of the Company Act. The proceedings shall record the essentials of the proceedings and their results. The proceedings shall be kept with the company's signature book and the solicitation document of proxy.

Chapter 4 Director

Article 18 : The Company shall appoint 7 to 12 directors for a three-year term and may be re-elected after the term. The election of the directors is done using the candidates nomination system, and the shareholders shall elect the directors from among the nominees for director. The relevant matters of acceptance and announcement of candidates shall be operated according to the Company Act, Securities and Exchange Act and related laws and regulations. The number of appointed directors earlier mentioned shall have no less than 3 independent directors and the same shall not be less than one fifth of the total number of directors of the Company.

Article 19 : When the director's shortfall reaches one third, the board of directors shall convene a special shareholders' by-election within sixty days, and the term of office shall be limited to the period for making up the original office.

Article 20 : In case no election of new director is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

Article 21 : The Board of Directors is composed of all directors. The Management Director is elected by two-thirds of the directors present at the meeting and representing one-half

or more of the number of directors present at the meeting. And carry out all affairs of the company in accordance with laws, regulations, resolutions of the shareholders' meeting and the board of directors.

Article 22 : The company's management policy and other important matters are decided by the board of directors. The board of directors shall be convened by the chairman and appointed as the chairman except the first meeting of the board of directors in accordance with the provisions of Article 203 of the Company Act. When the Chairperson of the Board is unable to exercise the powers of the Chairperson, the Chairperson shall appoint one of the directors to act as Chair. Where the Chairperson does not make such a designation, the directors shall select from among themselves one person to serve as Chair.

Article 23 : Unless otherwise stipulated by the Company Act, the board of directors must have more than half of the directors present, with the consent of more than half of the directors. When the director can't attend the BOD meeting, he/she shall present the solicitation document, list the scope of authorization relevant to the subject of the meeting and assign another director to attend the BOD meeting in his/her behalf. The director that is assigned to represent another director can only accept one such assignment.

The participants are deemed present by taking part in the meeting of the Board of Directors using video conference facility when the meeting is conducted by way of video conference.

The reason for convening of the Board of Directors shall be stated and the directors are notified of such seven days in advance, but may be convened at any time when there is an emergency. The above notice in respect of convening the meeting shall be done in writing, by electronic email, or by facsimile.

Article 24 : The proceedings of the Board of Directors meeting shall be summarized, signed or sealed by the Chairman, and shall be circulated to the directors within 20 days after the meeting. The minutes should record the essentials of the proceedings and their results. The minutes should be kept in the company together with the signature book of the directors present and the solicitation document of proxy.

Article 25 : In accordance with Article 14.4 of the Securities and Exchange Act, the Company sets up the Audit Committee, which is responsible for the execution of the Company Act, the Securities and Exchange Act and other ordinances of the Audit Committee.

Article 25-1 : During the term of office of the Directors, the company may purchase liability insurance for the scope of the business involved and the liability in accordance with the law for the directors.

Article 25-2 : The remuneration of the directors of the company may be determined by the Remuneration/Compensation committee of the company reported to the board of directors according to the level of participation in the company's operations, the value of the contribution, and the industry standard.

Chapter 5 Manager and Staff

Article 26 : The company may have several managers whose appointment and removal and remuneration shall be determined by the board of directors with the consent of more than half of the directors present and more than half of the directors present.

Article 27 : (Deleted)

Article 28 : (Deleted)

Chapter 6 Final Account

Article 29 : The Company shall, at the end of each fiscal year, submit to its shareholders for their ratification (i) the annual business report, (ii) the financial statements, and (iii) the appropriation of profit and remedy in the event of loss proposal.

Article 30 : If the company makes a profit in the year, no less than 5% should be allocated for employees' compensation and no more than 3% for directors' reward. However, when the company still has accumulated losses, it should reserve the compensation amount in advance.

The current year's profit status referred to in the preceding paragraph refers to the current year's pre-tax benefits after deducting the distribution of employees' compensation and directors' compensation.

Article 30-1 : If there is a surplus in the final accounts of the Company of the year, the tax shall be paid to make up for the losses first, and second, 10 percent shall be reserved as statutory surplus reserve, but this is no longer necessary when the statutory surplus reserve has reached the total paid-in capital of the Company. The remaining amount shall be added to the undistributed surplus of the previous year after making or turning over the special surplus reserve according to actual needs or the regulations of the competent authority. The BOD shall prepare the Surplus distribution case to present in the shareholders' meeting for resolution of distribution by issuing new shares.

The company authorizes the board of directors to attend with more than two-thirds of the directors in accordance with Article 240 of the Company Act, and attended the resolution of more than half of the directors. Dividends and bonus or all or part of the statutory surplus reserve and capital reserve required by Article 241 of the Company Act shall be paid in cash and shall be reported to the shareholders' meeting.

The company is currently at a growth stage, the surplus allocation should take into account the future funding needs of the Company and meeting shareholders' needs for cash inflows. If the company distributes its surplus after the annual final accounts, the annual cash dividends paid shall not be less than 20% of the total cash and stock dividends issued in the current year. The shareholders' dividends shall be allocated from the cumulative distributable surplus, and shall not be lower than 10 percent of the annual distributable surplus. However, when the Company has more surplus or sufficient funds, it can increase the cash dividend payment ratio.

Chapter 7 Supplementary Provisions

Article 31 : The company's organizational rules and working rules shall be determined by the board of directors.

Article 32 : Any unspecified matters in this Articles of Incorporation shall be dealt in accordance with the Company Act.

Article 33 : This Article of company was established on July 25, 1992.

The 1st amendment was made on June 23, 1994.

The 2nd amendment was made on May 29, 1995.

The 3rd amendment was made on April 25, 1997.
The 4th amendment was made on June 29, 1997.
The 5th amendment was made on May 27, 1998.
The 6th amendment was made on May 28, 1999.
The 7th amendment was made on June 13, 2000.
The 8th amendment was made on April 6, 2001.
The 9th amendment was made on June 26, 2002.
The 10th amendment was made on April 30, 2003.
The 11th amendment was made on March 29, 2004.
The 12th amendment was made on May 23, 2005.
The 13th amendment was made on June 14, 2006.
The 14th amendment was made on June 13, 2007.
The 15th amendment was made on June 17, 2011.
The 16th amendment was made on June 13, 2012.
The 17th amendment was made on June 10, 2015.
The 18th amendment was made on June 8, 2016.
The 19th amendment was made on June 20, 2017.
The 20th amendment was made on June 21, 2019.
The 21th amendment was made on June 9, 2020.
The 22th amendment was made on August 27, 2021.