

Skytech Inc.

Articles of Incorporation

The establishment was approved by the shareholders' meeting on July 16, 2002
The latest amendment was approved by the shareholders' meeting on June 29, 2023

Chapter One General Principles

Article 1: The Company is incorporated pursuant to the Company Act, under the name “天虹科技股份有限公司” or “Skytech Inc.,” in English.

Article 2: The Company operates the following businesses:

01	F119010	Wholesale of Electronic Materials
02	E603050	Automatic Control Equipment Engineering
03	F113030	Wholesale of Precision Instruments
04	E604010	Machinery Installation
05	CB01010	Mechanical Equipment Manufacturing
06	CC01080	Electronics Components Manufacturing
07	EZ05010	Instrument and Meters Installation Engineering
08	F113010	Wholesale of Machinery
09	F213080	Retail Sale of Machinery and Tools
10	F219010	Retail Sale of Electronic Materials
11	F401010	International Trade
12	I103060	Management Consulting
13	I301010	Information Software Services
14	F107200	Wholesale of Chemical Feedstock
15	F107990	Wholesale of Other Chemical Products
16	F207200	Retail Sale of Chemical Feedstock
17	F207990	Retail Sale of Other Chemical Products
18	ZZ99999	All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: Company headquarters is in Hsinchu County, and if necessary, branches may be established both domestically or internationally upon resolution by the board of directors. **Article 4:** The Company makes announcements in the manner specified in Article 28 of the Company Act..

Article 4-1: The Company may make guarantees to external parties, in compliance with Company “Regulations Making of Endorsements/Guarantees.”

Article 4-2: The upper limit of Company reinvestment is not subject to 40 percent of the paid-in capital, the normal limit specified in Article 13 of the Company Act.

Chapter Two Shares

Article 5: The Company’s capital is NTS1,000,000,000, divided into 100,000,000 shares, for NTS10 per share; the board of directors is authorized to issue shares in batches.

Where the Company execute the employee treasury shares, employee warrants, or new shares to be subscribed by employees, restricted new employee shares, and employee remuneration, the eligible receivers may include the employees of the companies controlled or subordinated to the Company meeting certain qualifications which are determined by the board of directors.

Article 6: Deleted

Article 7: All the shares of the Company are registered, and signed or sealed by the directors representing the Company, and attested by the banks qualified as attestors for share issuance pursuant to laws before the issuance. The shares issued by the Company may be exempted from printing, but shall be registered with the centralized securities depository enterprise.

Article 8: Changes to the records in the shareholder roster are suspended since 60 days prior to the regular shareholders' meeting, 30 days prior to the special shareholders' meeting, or five days prior to base dates when the Company decides to distribute dividends, bonuses, or other interests.

Article 8-1: Unless the laws and the competent authority of securities stipulates otherwise, the Company handle its shareholder services pursuant to the "Regulations Governing the Administration of Shareholder Services of Public Companies."

Chapter Three Shareholders' Meetings

Article 9: Shareholders' meeting shall be of two kinds. The regular meetings are held by the board of directors within six months after close of each fiscal year. The special meeting of shareholders are held when necessary.

Unless the Company Act provided otherwise, the shareholders shall be convened by the board of directors. The notice of shareholders' meeting shall specify the meeting date, location, and reason of convening; by obtaining a prior consent from the recipient(s) thereof, the notice may, be given by means of electronic transmission.

The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority. In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

The chairperson of the board of directors chairs shareholders' meetings. In case the chairperson is on leave or absent or can not exercise his power and authority for any cause, 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 on his/her behalf.

Article 10: A shareholder, if unable to attend a shareholders' meeting, may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy, with his/her/its signature or seal.

To appoint proxies and use power of attorney, other than Article 177 of the Company Act, the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" shall also be complied with.

Article 11: Unless the laws provided otherwise, each shareholder owns one voting right for each share held; however, this is not applicable if the voting right is restricted, or these who have no voting right, as specified in Article 179 of the Company Act. After the Company applies to registered in the emerging stock market, or becomes listed in TWSE or TPEX, the electronic means shall be listed as one of the way to exercise voting rights by shareholders.

Article 12: The resolutions of the shareholders' meeting, unless provided otherwise, shall be approved by the shareholders representing the majority of the attending voting rights in a shareholders' meeting attended by shareholders representing majority of the issued shares. A shareholder who exercises his/her/its voting power at a shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person, but shall be deemed to have waived his/her/its voting power in respective of any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders' meeting. The related matters shall comply with the laws.

Article 13: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chair of the meeting and shall be distributed to all shareholders within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting may be effected by means of electronic transmission.

Article 13-1: In case the Company to withdraw its public offering, the related provisions of the Company Act shall be complied with.

Chapter Four Board of Directors and Audit Committee

Article 14: The Company established seven to nine directors, with three-year term of office, and elected from these competent persons by a shareholders' meeting. The directors may be re-elected and re-appointed. In case no election of new directors 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.

The elections of the Company's directors shall adopt the candidate nomination system. At least three independent directors, and no fewer than one-fifth of all director seats, shall be elected. For the professional qualifications, shareholdings, restrictions of concurrent positions, nomination and election method, as well as other matters to be complied with, the regulations of the securities competent authority shall be observed.

Article 14-1: The Company establishes the Audit Committee pursuant to Article 14-4 of the Securities and Exchange Act, and the Audit Committee execute the powers of supervisors specified in the Company Act, the Securities and Exchange Act, and other related laws.

The Audit Committee shall be composed by all independent directors who are no fewer than three. One of them serves as the convener, and at least one of them shall have the expertise of accounting or finance. The resolutions of the Audit Committee shall be approved by the majority of all members.

Article 14-2: The Company may establish functional committees under the board of directors; their establishment and powers shall comply with the regulations promulgated by the competent authorities.

Article 15: The board of directors is organized by directors; the chairperson is elected by the majority of attending directors in the meeting attending by two-third or more directors. The chairperson represents the Company externally. The Company may elect the vice chairman in the same manner.

Article 16: In case the chairperson is on leave or absent or can not exercise his power and authority for any cause, his/her deputy shall comply with Article 208 of the Company Act.

Unless the Company Act provided otherwise, the resolutions of the board of directors shall be approved by the majority of the attending directors in a board meeting by the majority of the directors. In case a director is absent from a board meeting for any cause, he/she may appoint a director as his/her proxy to attend a shareholders' meeting on his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. One proxy may only be appointed by one director. In case a board meeting is proceeded via visual communication network, the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person. Board meetings may be convened in the manners of writing, e-mail, or fax.

Article 17: Regardless operating profit or loss, the remunerations of all directors will be paid. The board of directors is authorized to determine such remunerations, based on their involvement in the Company's operations and the value of their contributions, while referring to the level in the domestic and foreign industries, to pay the remunerations at the common level of the peers.

During the directors' terms of office, the Company may insure them for their statutory liabilities within the scope of their execution of business, pursuant to Article 193-1, and report to the soonest board meeting.

Chapter Five Managerial Officers

Article 18: The Company may assign several presidents and vice presidents. Their appointment, discharge, and remunerations shall comply with Article 29 of the Company Act

Chapter Six Accounting

Article 19: At the end of each fiscal year, the board of directors shall prepare (I) business report (II) financial statements, and (III) statement of earning distribution or deficit compensation, among various statements and books, and submit such to the regular shareholder meetings for ratification pursuant to laws.

Article 20: Deleted.

Article 21: Where the Company makes a profit for a year, no less than 1 percent may be provided as the employee remuneration, and the board of directors resolve to distribute the remunerations in shares or cash. The Company may also, from the aforesaid profit, provide no more than 2 percent as the director remuneration.

The proposal of distributing employee and director remunerations shall be submitted to the shareholders' meetings to report first.

However, where the Company still has accumulated loss, the amount to compensate such loss shall be set aside, before provide the employee and director remunerations at the ratios said in the preceding paragraph.

Article 21-1: Where the Company has a net profit after tax for the period after settling the annual accounts, the accumulated loss shall be compensated first, and then provide 10 percent as the legal reserve pursuant to laws. However, where the legal reserve has reached the paid-in capital, the provision may be suspended. Next the special reserve may be provided or reversed based on the laws or business needs. Shall there be any remaining, with the beginning undistributed earnings, the board of directors may propose the earning distribution, and submit such to the shareholders' meeting for resolving the shareholders' dividends and bonus.

Where the dividends and bonus said in the preceding paragraph are paid with all or part of the capital reserve or legal reserve, the board of directors is authorized to adopt the resolution made by the majority of the attending directors in a board meeting attending by two-third or more of directors, and report such to the shareholders' meeting. If this is done by issuing new shares, the resolution of the shareholders' meeting is required.

The Company's dividend distribution policy shall depend on the current and future investment environment, capital needs, domestic and international competitions, and capital budgets of the Company, while considering the long-term financial planning of the Company. The total amount of the shareholders' dividends and bonus distributed shall not be lower than 10 percent of the balance of the net profit after tax for then-current year deducting the reserve provided pursuant to laws. However, where the distributable amount per share is lower than NT\$0.1 after the net profit after tax for then-current year deducting the reserve provided pursuant to laws, the earning may be exempted from distribution. The shareholders' dividends and bonus may be distributed in cash or shares, and the cash dividends shall not be lower than 10 percent of the total amount of dividends.

Chapter Seven By-Laws

Article 22: Anything not mentioned in the Articles shall comply with the Company Act.

Article 23: The Articles were established on July 16, 2002.
The 1st amendment was made on May 1, 2004.
The 2nd amendment was made on June 28, 2005.
The 3rd amendment was made on November 20, 2005.
The 4th amendment was made on November 1, 2014.
The 5th amendment was made on July 20, 2015.
The 6th amendment was made on April 28, 2016.
The 7th amendment was made on March 10, 2017.
The 8th amendment was made on May 15, 2017.
The 9th amendment was made on June 21, 2017.
The 10th amendment was made on October 16, 2017.
The 11th amendment was made on April 5, 2018.
The 12th amendment was made on December 2, 2020.
The 13th amendment was made on January 15, 2021.
The 14th amendment was made on February 2, 2021.
The 15th amendment was made on March 18, 2021.
The 16th amendment was made on May 10th, 2021.
The 17th amendment was made on July 22, 2022.
The 18th amendment was made on March 3, 2023.
The 19th amendment was made on June 29, 2023.