

Articles of Incorporation of AUROTEK CORPORATION

Chapter I General Provisions

Article 1

The Company is incorporated as a company limited by shares under the Company Act of Republic of China, and its name is “Aurotek Corporation”. The English name of the Company is “Aurotek Corporation” (Hereinafter referred to as the Company).

Article 2

The Company is engaged in the following business:

1. CC01080 Electronic parts and components manufacturing business;
2. F118010 Computer software wholesale business;
3. F119010 Electronic components and materials wholesale business;
4. CB01010 Machinery equipment manufacturing business;
5. CB01990 Other machinery manufacturing business;
6. E604010 Machinery installation business;
7. F113010 Machinery wholesale business;
8. F113990 Other machinery and equipment wholesale business;
9. E603040 Fire Fighting equipment installation business;
10. E303020 Noise and vibration restricting engineering business;
11. F117010 Fire Fighting equipment wholesale business;
12. F401010 International trade business;
13. F401021 Restricted telecommunication radio frequency equipment and materials import business;
14. ZZ99999 All business that are not prohibited or restricted by laws and regulations other than those requiring special permits.

Article 3

The Company shall have its head office in Taipei City, and may set up its branch office anywhere domestically or overseas that the Board of Directors may deem necessary by resolution.

Article 4

When necessary for its operation, the Company may provide guarantee for other companies.

Article 5

The total amount of the Company's reinvestments shall not be subject to the restriction of not more than 40% of the Company's paid-in capital. The Board of Directors shall be authorized to deal matters regarding reinvestments.

Chapter II Capital Stock

Article 6

The total capital stock of the Company shall be in the amount of NT\$1,500,000,000, divided into 150,000,000 shares, at NT\$10 each, and may be issued in installments subject to the resolution of the Board of Directors.

Within the aforementioned capital, NT\$100,000,000 divided into 10,000,000 shares shall be reserved for issuing employee stock options in installments subject to the resolution of the Board of Directors.

Article 7

The share certificates of the Company shall all be name-bearing share certificates signed by or sealed with the chop of at least three directors with the Company's seal, and issued in accordance with the relevant laws.

The Company may issue shares without printing share certificate, and should ask for preservation, combination, log in from Taiwan Depository and Clearing Corporation whilst issuing new shares and other securities.

Article 8

Registration for transfer of shares shall be suspended 60 days prior to the date of the annual general shareholders' meeting, 30 days prior to the date of a provisional meeting of shareholders, and 5 days prior to the record date on which dividends, bonus, or other benefits are scheduled for distribution by the Company.

Article 9

All matters of stocks of the Company shall follow the Company Act, "Guidelines for Stock Operations for Public Companies" and the relevant laws.

Chapter III Stockholders' Meeting

Article 10

There are two kinds of shareholders' meetings of the Company: the General Meetings and Provisional Meetings. General meeting shall be held once a year. General shareholders' meeting shall be convened within 6 months after the close of each fiscal year, and the notification shall be sent to shareholders 30 days prior to the meeting date upon convening. A provisional meeting will be held if necessary by law. Provisional shareholders' meeting shall be convened by sending the notification to shareholders 15 days prior to the meeting date upon convening.

In the notification, the date, place and subjects of the meeting shall be indicated.

Except as otherwise provided in the Company Act, shareholders' meetings shall be convened by the Board of Directors.

Article 11

Unless otherwise specified by the Company Act, each shareholder of the Company shall be entitled to one vote for each share held.

Article 12

In case a shareholder is unable to attend a shareholders' meeting, the shareholder may issue a proxy and appoint a representative to attend it, and to exercise, on his/her behalf, under his/her permission for all rights at the meeting.

The way to use proxies shall follow "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" unless otherwise provided by the Company Act.

Article 13

Unless otherwise provided for in the Company Act, any resolutions at a shareholders' meeting shall be adopted if voted in favor by the majority of votes at a shareholders' meeting at which shareholders of more than one-half of the total issued and outstanding are present. Such shareholders' meeting minutes shall be distributed to all shareholders in 20 days after the meeting. The distribution of meeting minutes may be effected by means of a public announcement.

Article 14

A resolution of the shareholders' meeting shall be in accordance with the Rules of Procedure for Shareholder Meetings stipulated by the Company.

Article 14-1

Subject to the public offering of the Company, the Company may withdraw the public offering on and only on the relevant resolution adopted by the Shareholders' Meeting.

Chapter IV Directors and Supervisors

Article 15

The Company shall have 5 to 9 directors and 3 supervisors to be elected at a shareholder's meeting from persons of legal capacity to serve a term of three years. All of the directors or supervisors are eligible for re-elected.

The Company shall buy liability insurance for all directors and supervisors, to the extent of the compensation responsibility assumed in business execution in their term of office subject to the resolution of the Board of Directors.

The number of qualified candidates for independent directors within the above mentioned numbers of directors should not be less than 2 people in the Board of Directors, they are elected at a shareholder's meeting through nominating system from persons of legal capacity. The qualification, shares of holding, pluralism limitation,

independency definition, ways of nomination and acting and any other regulations related to the independent director have to be in accordance with relevant rules by the securities authority.

Article 16

The board of directors is organized by the directors. The directors shall elect from among themselves a Chairman of Board of Directors, by a majority in a meeting attended by over two-thirds of the directors.

Internally, the Chairman presides on the meeting of shareholders and board meetings, and externally, he represents the Company. In the event Chairman takes leave of absence or is incapable of performing duties, Chairman shall appoint one of the directors to act on his behalf. In case Chairman fails to appoint any director to act on his behalf, the person to take his place may be elected by and among the directors.

Article 17

If a meeting of the Board of Directors is held by way of a videoconference, the director who attends the meeting in such manner shall be deemed as present in person.

However, the board may convene a provisional board meeting at any time. The notice of meeting of the Board of Directors may be made in writing, by E-mail, or facsimile, etc.

If a director cannot attend the meeting of the Board of Directors, he shall appoint another director as proxy to attend the meeting and shall execute a power of attorney for the proxy. The power of attorney shall specify the scope and limitation of authority or powers in respect to the business to be transacted at the meeting.

The proxy may accept the appointment of one director only.

Article 18

Except as otherwise provided in the Company Act, the meeting of the Board of Directors shall be held if attended by over half of all Directors and resolutions shall be adopted with the concurrence of over half of the Directors present at the meeting.

Article 19

Supervisors may, in addition to carrying out supervisory duties according to the law, attend a board meeting to state their opinions. Nonetheless, supervisors do not have voting rights.

Article 20

Where all directors and supervisors attend the Company's duties, the Company shall pay them with remuneration disregarding whether the Company operates at a profit or

loss. The board of directors is authorized to determine based on the degree of participation and the value of their contribution to the Company's operation by directors and supervisors, and taking into account of the standard of domestic and foreign companies in the same industry, and no more than the highest level of the Company relating to salary approval policy. If the Company makes profits for the current year, the Company shall allocate the remunerations under Article 23.

Chapter V Managers

Article 21

The Company shall have several President and vice President whose appointment, discharge and remuneration shall be handled according to Article 29 of the Company Act.

Chapter VI Accounting

Article 22

The fiscal year of the Company shall be from January 1 to December 31 of each year. After the close of each fiscal year, the following reports shall be prepared by the Board of Directors and submitted to all supervisors before 30 days of general shareholders' meeting for audit. Supervisors shall issue a "Supervisors' Review Report" and submit it to general shareholders' meeting for recognition.

1. Business report;
2. Financial statements; and
3. Proposal for the surplus earning distribution or loss offsetting.

Article 23

If the Company makes profits for the current year, the Board of Directors shall allocate of at least 5% as the employee compensations and not more than 5% as directors and supervisors remunerations. Employee compensations could be stock or cash. the object of the issue of shares or cash including the employees of subsidiaries who compliance with certain conditions.

If there are accumulative deficits, the amount for covering the losses of previous years shall first be retained, and the above compensations and remunerations shall be calculated afterwards.

Article 23-1

When allocating the profits for each fiscal year, the Company shall first provide for taxes and offset its accumulated losses in previous years under relevant regulations and set aside a legal capital reserve at 10% of the profits left over. However such legal reserve amounts to the total authorized capital, this provision

shall not apply and, if necessary, allocate or reverse special reserve. The proposed of earnings distribution shall be set by the Board of Directors and submitted to shareholders' meetings for resolution, reservation or distribution of reservations. The dividend policy of the Company considers with present and future development plans, investment environment, fund demand, and the benefits of shareholders, the amount of dividends distributed to shareholders shall be no less than 10% of the distributed earnings of the current year. If accumulated distributable earnings of current period the aggregate total of the Company's paid-in capital below 2%, the Company may determine not to distribute.

The Company may be allocated in either stock dividend or cash dividend, and shall allocate cash dividend not below 20% of the aggregate total of dividend.

Chapter VII Supplementary Provisions

Article 24

The internal organizational rules and regulations of the Company shall be prescribed separately.

Article 25

In regard to all matters not provided for in these Articles of Incorporation, the Company Act and other related laws and regulations shall govern.

Article 26

These Articles of Incorporation were enacted on October 30, 1980.

The 1st amendment was made on December 4, 1981.

The 2nd amendment was made on March 2, 1983.

The 3rd amendment was made on September 8, 1986.

The 4th amendment was made on September 25, 1987.

The 5th amendment was made on January 25, 1988.

The 6th amendment was made on January 16, 1989.

The 7th amendment was made on June 1, 1989.

The 8th amendment was made on July 4, 1990.

The 9th amendment was made on November 20, 1990.

The 10th amendment was made on March 1, 1991.

The 11th amendment was made on January 16, 1992.

The 12th amendment was made on June 27, 1992.

The 13th amendment was made on December 1, 1992.

The 14th amendment was made on February 1, 1994.

The 15th amendment was made on May 9, 1998.

The 16th amendment was made on July 1, 2000.

The 17th amendment was made on May 24, 2001.

The 18th amendment was made on August 15, 2001.
The 19th amendment was made on May 30, 2002.
The 20th amendment was made on May 9, 2003.
The 21st amendment was made on May 9, 2003.
The 22nd amendment was made on June 15, 2004.
The 23rd amendment was made on May 20, 2005.
The 24th amendment was made on May 20, 2005.
The 25th amendment was made on June 15, 2006.
The 26th amendment was made on June 15, 2007.
The 27th amendment was made on June 13, 2008.
The 28th amendment was made on June 13, 2008.
The 29th amendment was made on June 16, 2009.
The 30th amendment was made on June 17, 2010.
The 31st amendment was made on June 13, 2012.
The 32nd amendment was made on June 10, 2013.
The 33rd amendment was made on June 15, 2016.
The 34th amendment was made on June 20, 2018.

Aurotek Corporation

Chairman of the Board: Yung-chang Chang