

SHIEH YIH MACHINERY INDUSTRY CO., LTD.

Articles of Incorporation

Chapter 1. General

Article 1: This Company is organized according to the Company Act of the Republic of China. The English name of the Company is SHIEH YIH MACHINERY INDUSTRY CO., LTD.

Article 2: The business items operated by this Company are as follows:

1. CB01010 Mechanical Equipment Manufacturing.
2. CB01990 Other Machinery Manufacturing.
3. I301010 Information Software Services.
4. I599990 Other Designing.
5. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company's main office is located in Taoyuan County, Taiwan. If necessary, the Company may establish branches domestically or abroad subject to the board of directors' approval.

Article 3-1: The Company may consider the necessity of external reinvestment due to business needs and may serve as a limited liability shareholder of another company through the board of directors resolutions. The total investment amount shall not be restricted by the relevant reinvestment quota stipulated in Article 13 of the Company Act.

Article 4: The Company may consider the necessity of providing an external endorsement guarantee due to business needs, which shall be handled according to the relevant laws and regulations.

Chapter 2. Shares

Article 5: The Company's share capital is set at NT\$3 billion even and divided into 300 million shares. Among them, NT\$100 million divided into 10 million shares are reserved for employee stock options, and the rest are ordinary shares with a denomination of NT\$10 per share. The board of directors shall authorize the unissued shares to be issued in installments.

Article 6: The Company issues shares to registered owners only. Share certificates are issued with the signatures or seals stamped by the directors representing the Company and are issued after certification by the share issuance validation bank according to the laws and regulations. The Company is exempted from printing any share certificate for the shares issued. However, the shares issued must be registered with a centralized securities depository enterprise.

Article 7: The specific requirements for the employees receiving shares or the subjects of restricted employee stocks when this Company issues new shares, including the employees of the Company's subsidiaries meeting certain specific requirements, shall be set by the board of directors.

Article 8: Unless otherwise stipulated by statutory regulations, the Company's stock affairs shall be handled according to the provisions provided by the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority. Shares not assigned/transferred according to regulations shall not be set up as a defense against this Company.

Article 9: Shares transferred to employees at an average price lower than the actual share buyback price or employee stock option certificates issued at a subscription price lower than the common share closing price on the issuance date must be resolved by a shareholders meeting with over half of the total number of shares issued present at the meeting and with approval by over two-thirds of the shareholder voting rights present at the meeting.

Article 10: When share certificates must be replaced or reissued due to loss or other reasons, the Company may charge handling fees and stamp duties at its discretion.

Article 11: The Company's stockholders' registry shall be closed for 60 days before an annual general meeting, 30 days before an extraordinary' meeting, and 5 days before the baseline date for distributing dividends or other entitlements.

Chapter 3. Shareholders' Meeting

Article 12: The Company's board of directors shall convene regular shareholders' meetings within six months after the end of each fiscal year and convene extraordinary shareholders' meetings according to the laws when necessary. The board of directors shall notify each shareholder of the date, place, and reason for the meeting 30 days prior to a regular shareholders' meeting and 15 days prior to

an extraordinary shareholders' meeting.

The Company's shareholders' meetings may be held via video conferencing or other methods announced by the central competent authority.

Article 13: The chairman shall chair the shareholders' meeting. If the chairman is absent, the chairman shall appoint a director as a proxy. The convener shall act as the meeting chairman for shareholders' meetings convened by any authorized party other than the board of directors. If there are two or more conveners simultaneously, one shall be appointed among themselves to chair the meeting.

Article 14: Unless otherwise stipulated or restricted by-laws, shareholders of the Company shall have one vote per share.

Article 15: When a shareholder cannot attend the shareholders' meeting in person, the shareholder may issue a power of attorney printed by the Company and specify the scope of authorization to appoint a proxy to attend the meeting. Unless otherwise provided by the Company Act, the shareholders' entrusted attendance method shall be handled according to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

Article 16: Unless otherwise provided by the Company Act or other relevant laws and regulations, a shareholders' meeting resolution is passed when over 50% of all outstanding shares are represented in the meeting. The majority of all voting rights are represented at the meeting have voted in favor.

Article 17: Shareholders' meeting resolutions shall be compiled into detailed minutes and signed or sealed by the meeting chairman before disseminating to each shareholder no later than 20 days after the meeting. The production and distribution of the minutes shall be handled according to Article 183 of the Company Act.

Chapter 4. Directors and Audit Committee

Article 18: The Company shall establish 5 to 7 directors, no less than 3 of which shall be independent directors and they shall account for no less than one-fifth of the number of directors. The board of directors' resolution shall determine the number of candidates to be elected. Directors' election shall be implemented pursuant to Article 192 of the Company Act using the candidate nomination system with a list of candidates pursuant to Article 192-1 of the Company Act. The elected directors shall serve a term of 3 years, who shall be eligible for

reelection.

The Company has established an Audit Committee according to Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors. The Audit Committee or the members of the Audit Committee shall be responsible for executing the functions and powers of the supervisor under the Company Act, the Securities and Exchange Act, and other laws and regulations.

The directors' nomination and selection method and other matters to be complied with shall be handled according to the relevant provisions provided by the Company Act and the competent authority in charge of securities affairs.

Article 18-1 Deleted.

Article 19: When the number of vacancies in the Company's board of directors equals one-third of all directors or if all independent directors have been discharged, the board of directors shall convene a special shareholders' meeting to elect the succeeding directors and fill the vacancies within a deadline specified by the law. The term of office shall be limited to that of the original appointment.

Article 20: When the term of office for a director expires before the reelection, said director's executive duties shall be extended until after the re-elected director or supervisor takes office.

Article 21: Over two-thirds of the directors shall be present, and over half of the directors present shall vote to elect the chairman of the board during a board of directors meeting organized by the directors. All company affairs shall be implemented according to the laws and regulations, the Articles of Incorporation, and the shareholders' resolutions or the board of directors meetings.

Article 22: The Company's operating policies and other important matters shall be resolved by the board of directors. Except for the first board of directors meeting each year that is convened according to Article 203 of the Company Act, the rest of the meetings shall be convened and chaired by the chairman of the board. When the chairman cannot perform such duties, the chairman shall appoint one of the directors to act as a proxy.

A board of directors meeting notice shall be distributed to the directors at least 7 days before the meeting. The purpose of the meeting shall be clearly stated in the notice. But a meeting may convene at any time during an emergency. The board of directors may notify the directors via written notice, E-mail, or fax.

Article 23: The directors must attend the board meetings in person. Unless otherwise stipulated in the Company Act, any resolutions passed by the board of directors must be approved by a majority vote at a meeting attended by over half of the directors. If a director is unable to attend for some reason, the director shall issue a power of attorney, list the scope of authorization for the meeting convened, and entrust another director to attend the board of directors meeting as a proxy. One director is limited to being entrusted by one person. Furthermore, when a board of directors meeting is conducted via video conference, the directors taking part via video conferencing shall be deemed to have attended the meeting in person.

Article 24: The proceedings of the board of directors shall be made into minutes and signed or stamped by the chairman. The minutes shall be distributed to all directors within 20 days after the meeting. The meeting minutes shall record the year, month, day, or place of the meeting as well as the name of the chairman, the resolution method, the meeting essentials, and the meeting results. The minutes of the proceedings, the signature book of the directors present, and the proxy attendance letter shall be retained by the Company according to Article 183 of the Company Act.

Article 25: Deleted.

Article 26: The remuneration received by the chairman, and directors shall be determined by the board of directors according to the individuals' contribution, the extent of involvement in the Company's operations, and consider the general remuneration standards within the industry. The Company may purchase liability insurance for all directors during their term of office with the board of directors' approval.

Chapter 5. Managers

Article 27: The Company shall establish one general manager and several deputy general managers, and their appointment, dismissal, and remuneration shall be handled according to Article 29 of the Company Act.

Article 28: The Company's board of directors may pass a resolution according to Article 23 of the Articles of Incorporation to retain consultants or other important staff.

Chapter 6. Accounting

Article 29: At the end of the fiscal year, the Company's board of directors shall compile the following documents and submit them to the General Shareholders' Meeting for ratification according to the legal procedures: (1) Business Report, (2) Financial Statement, (3) Proposal for Surplus Distribution or Loss Recovery.

Article 30: After subtracting the employee, and director, remunerations from the current year's pre-tax benefits, the Company shall appropriate 2% to 5% for employee remuneration and no more than 5% for director remuneration. The board of directors shall implement the resolution adopted by a majority vote at a board of directors meeting attended by over two-thirds of the directors and report to the shareholders' meeting. However, if the Company still has accumulated losses, the amount shall be reserved for making up the accumulated loss first.

The subjects receiving the preceding employee remuneration in the form of a share certificate or cash may include the employees of a subsidiary company who meet certain conditions. The board of directors shall set conditions.

Article 30-1: If there is a surplus in the Company's annual final accounts, the Company shall first pay off the taxes, make up for the accumulated losses, and allocate 10% as a statutory surplus reserve. This provision shall not apply if the statutory surplus reserve has reached the Company's total capital. The special surplus reserve shall be allocated or converted according to the competent authority's laws, decrees, or regulations. If there is still a surplus, the undistributed surplus of the previous year may be added to the distributable surplus. The board of directors shall draft a distribution proposal, execute it in the form of new share issuance, and submit the proposal to the shareholders' meeting for resolution and distribution.

Before setting aside the preceding special surplus reserve, if the Company has a net decrease in other equity and the net increase in the fair value of real estate investment during the previous period, the same amount of special surplus reserve from the undistributed surplus in the previous period shall be set aside prior to the surplus distribution. If that is still insufficient, the amount other than the current after-tax net profit plus the current after-tax net profit shall be included in the current undistributed surplus.

Pursuant to Article 240 of the Company Act, the Company shall authorize the board of directors to pass a resolution adopted by a majority vote at a meeting attended by over two-thirds of the directors to distribute all or part of the bonuses, dividends, or the statutory surplus reserve and capital reserve stipulated in Article 241 of the Company Act in the form of cash, and report to the

shareholders' meeting.

The Company shall adopt the residual dividend and stable dividend policy based on the earnings status, future funding needs, and development plans in order to collaborate with the internal and external environments, facilitate the Company's long-term financial planning, and enable stable and sound operation developments. The distribution of stock dividends, cash dividends, or the combination of stock dividends and cash dividends shall be considered after retaining the surplus financing requirements. However, if stock dividends are distributed with cash dividends, the cash dividends shall not exceed 80% of the total distribution.

Chapter 7. Supplementary Provisions

Article 31: The Company's Organizational Charter and working rules shall be separately formulated by the board of directors.

Article 32: Matters not covered in this Articles of Incorporation shall be governed by the Company Act of the Republic of China.

Article 33: The Articles of Incorporation was established on December 10, 1981

1st amendment: February 17, 1982

2nd amendment: July 25, 1985

3rd amendment: August 6, 1988

4th amendment: September 5, 1989

5th amendment: December 8, 1989

6th amendment: March 11, 1994

7th amendment: October 23, 1995

8th amendment: October 30, 1996

9th amendment: May 26, 1997

10th amendment: June 29, 1998

11th amendment: December 21, 1998

12th amendment: February 22, 1999

13th amendment: May 27, 1999

14th amendment: June 17, 2000

15th amendment: June 15, 2001

16th amendment: June 21, 2002

- 17th amendment: May 16, 2003
- 18th amendment: May 3, 2004
- 19th amendment: June 10, 2005
- 20th amendment: June 9, 2006
- 21st amendment: June 15, 2007
- 22nd amendment: June 13, 2008
- 23rd amendment: June 10, 2009
- 24th amendment: June 18, 2010
- 25th amendment: June 10, 2011
- 26th amendment: June 18, 2012
- 27th amendment: June 10, 2013
- 28th amendment: June 20, 2014
- 29th amendment: June 24, 2016
- 30th amendment: June 13, 2019
- 31st amendment: May 27, 2022

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