

Taiwan Speciality Chemicals Corporation
Articles of Incorporation

Chapter I. General Provisions

- Article 1: The Company is organized in accordance with the provisions of the Company Act, with its official name as "Taiwan Speciality Chemicals Corporation."
- Article 2: The business items of the Company are set out as follows:
001 CC01080 Electronic Parts and Components Manufacturing
002 C801030 Precision Chemical Materials Manufacturing
003 ZZ99999 All business items that are not prohibited or restricted by law, except those subject to special approval
- Article 3: The total amount of the Company's reinvestment in other businesses may exceed 40% of the paid-in share capital.
- Article 4: The Company may provide external endorsements and guarantees when business needs necessitate.
- Article 5: The Company is headquartered in Changhua County and may set up branch offices in Taiwan or abroad as resolved by the Board of Directors (the "Board"), if necessary.

Chapter II. Shares

- Article 6: The Company's total capital is NT\$4 billion, divided into 400 million shares with a par value of NT\$10 per share and issued in installments. Of the total capital, NT\$100 million, divided into 10,000,000 shares with a par value of NT\$10 per share, shall be reserved for employee stock warrants and issued in installments as determined by the Board's resolutions. Employees of the controlling or subsidiary companies who meet certain conditions may be eligible to be issued these warrants.
- Article 6-1: If the Company intends to issue employee stock warrants at a price below the net value per share as reported in the financial statements, which have been verified or reviewed by a certified public accountant (or the closing price on the issuance date if listed on an exchange or traded over-the-counter), it shall proceed only if shareholders representing a majority of the total number of issued shares are present and at least two-thirds of the votes from those present consent. The issuance may be carried out in installments within one year from the resolution date of the shareholders' meeting.
- Article 6-2: Upon the Company's stocks being listed on the stock exchange or traded over-the-counter, if the Company intends to buy back its shares in accordance with Article 28-2, Paragraph 1, Subparagraph 1 of the Securities and Exchange Act

and transfer the shares to employees at a price lower than the actual average price of the shares bought back, it shall proceed only if shareholders representing a majority of the total number of issued shares are present at the most recent shareholders' meeting and at least two-thirds of the votes from those present consent.

Article 6-3: Except as otherwise provided by laws and regulations, the Company may buy back its own shares in accordance with Article 167-1 of the Company Act. Such shares may be transferred to employees of the controlling or subsidiary companies who meet certain conditions.

The Company, when buying back its shares under Paragraph 1 of this Article, shall not be entitled to exercise the rights of a shareholder with respect to such shares.

Article 6-4: When the Company issues new shares, except as otherwise provided by laws and regulations, 10% to 15% of the total number of newly-issued shares shall be reserved for purchase by its employees. Employees of the controlling or subsidiary companies who meet certain conditions may be eligible for purchase of such shares.

Article 6-5: The Company may issue new shares as restricted stock in accordance with Article 267 of the Company Act. Employees of the controlling or subsidiary companies who meet certain conditions may be eligible to be issued such shares.

Article 7: The Company may be exempted from printing any share certificate in accordance with Article 161-2 of the Company Act, provided that the shares are registered with a centralized securities depository institution. This provision also applies to other forms of securities.

Article 8: Except as otherwise provided by laws and regulations, the handling of the Company's stock affairs shall be conducted in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" as promulgated by the competent authority.

Article 9: Changes to the entries in the shareholders' register shall be handled in accordance with Article 165 of the Company Act.

Chapter III. Shareholders' Meeting

Article 10: The Company shall hold both annual general and extraordinary shareholders' meetings. The Board is required to convene the annual general meeting once annually, within six months following the conclusion of each fiscal year. Extraordinary meetings may be convened by the Board whenever deemed necessary.

Shareholders' meetings may be conducted via video conference or other

methods as publicly announced by the competent authorities.

Article 11: If a shareholder is unable to attend a shareholders' meeting for any reason, they may, in accordance with Article 177 of the Company Act, issue a power of attorney to appoint a proxy to attend on their behalf.

The appointment of a proxy shall comply with the “Regulations Governing the Use of Proxies for Attendance at Shareholders Meetings of Public Companies” as promulgated by the competent authority.

Article 11-1: Upon the listing of the Company's shares on the emerging stock board, shareholders shall have the option to exercise their voting rights electronically during the shareholders' meetings. The procedures for electronic voting shall be detailed in the notice of the shareholders' meetings. Shareholders who exercise their voting rights, whether in writing or electronically, shall be deemed as present in person at the meeting. The exercise of such voting rights shall comply with the Company Act and all relevant laws and regulations.

Article 11-2: If the Company intends to suspend its public offering upon becoming a public company, it shall obtain a resolution from the shareholders' meeting as stipulated by Article 156-2 of the Company Act prior to submitting the suspension application to the competent authority.

Article 12: A meeting chair shall be designated for the shareholders' meeting in session, in accordance with Article 182-1 of the Company Act.

Article 13: Except as otherwise provided or restricted by laws and regulations, each shareholder of the Company is entitled to one vote per share held.

Article 14: Except as otherwise provided in the Company Act, resolutions at a shareholders' meeting shall proceed only if shareholders representing a majority of all issued shares of the Company are present and the resolutions are passed with a majority of the votes from those present.

Article 15: Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chair of the meeting and distributed to each shareholder within 20 days after the conclusion of the meeting. The minutes of a shareholders' meeting shall record the date and place of the meeting, the name of the chair, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be retained for the duration of the existence of the Company.

The preparation and distribution of the minutes mentioned in the preceding paragraph shall be conducted in accordance with Article 183 of the Company Act.

- Article 16: The Company shall have a board consisting of five to nine directors, each serving a term of three years. They shall be elected at the shareholders' meeting from among persons of legal capacity and are eligible for re-election. Elections of directors at the Company shall be conducted in accordance with the candidate nomination system set out in Article 192-1 of the Company Act, with directors being elected during the shareholders' meetings from a list of nominated candidates. Among the number of directors mentioned in the preceding paragraph, there shall be no less than three independent directors, which shall constitute no less than one-third of the total number of director seats. With respect to professional qualifications, shareholdings, restrictions on taking part-time jobs, nomination, election/appointment, and other compliance-related requirements for independent directors, the Company shall follow the relevant regulations announced by the competent authorities in charge of the securities industry. The Company may establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. This committee shall consist of independent directors only, with a minimum of three members. The audit committee, or its members, shall fulfill the duties and exercise the powers of supervisors as specified in the Company Act, the Securities Exchange Act, and other relevant laws and regulations. The Company may establish a remuneration committee or other functional committees in accordance with laws, regulations, or business needs.
- Article 17: If the number of vacant director seats reaches one-third of the total, a by-election shall be conducted to fill the vacancies in accordance with Article 201 of the Company Act.
- Article 18: 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 new directors are elected and assume office. However, the competent authorities may, ex officio, order the company to elect new directors within a given time limit; and if the company fails to re-elect directors within the given time limit, the out-going directors shall be dismissed ipso facto upon the expiration of the time limit.
- Article 19: The directors organize the Board. A chairperson and a vice chairperson are elected from among the directors by a majority vote at a meeting attended by at least two-thirds of the directors. The chairperson, who represents the company, is responsible for executing all company affairs in accordance with laws, regulations, the articles of incorporation, and the resolutions passed by both the shareholders' meeting and the Board.

Article 20: The Company's business policy and other important matters shall be determined by the Board. The first meeting of each term of the Board shall be convened in accordance with Article 203 of the Company Act. Subsequent meetings shall be convened by the chairperson, who shall also serve as the chair of these meetings. If the chairperson is unable to perform their duties, they shall designate another director to act as meeting chair. If the chairperson does not make such a designation, the directors shall elect an acting chairperson from among themselves.

The Company's Board shall meet at least once a quarter. The notice for a Board meeting shall specify the reasons for its convening and be delivered to all directors as required by law. In the event of an emergency, a Board meeting may be convened at any time. The notice of convening a Board meeting of the Company may be delivered in writing, electronically (by email), or via hardcopy or computer faxing.

A director who has a personal interest in a matter under discussion at a Board meeting shall explain the significant details of such personal interest during the meeting. Where the director's spouse, a blood relative within the second degree of kinship, or any company with a controlling or subordinate relationship to the director, has an interest in the aforementioned matter that is under discussion at the meeting, the director shall also be deemed to have a personal interest in the matter.

Article 21: Except as otherwise provided in the Company Act, the Board's resolutions shall be adopted by a majority vote at a Board meeting where a majority of the directors are present. In case a director is unable to attend a meeting, they may appoint another director as their proxy by issuing a power of attorney. The appointing director shall state therein the scope of authority with reference to the subjects to be discussed at the meeting, provided that a director may act as the proxy of one other director only.

If a Board meeting is held via video conference, the directors present at the video conference shall be deemed to have attended the meeting in person.

Article 22: Matters relating to the resolutions of a Board meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chair of the meeting and distributed to each director within 20 days after the conclusion of the meeting. The minutes of a Board meeting shall record the date and place of the meeting, the name of the chair, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be retained for the duration of the existence of the Company.

The preparation and distribution of the minutes referred to in the preceding

paragraph shall be conducted in accordance with Article 207 of the Company Act.

- Article 23: The remuneration of directors shall be determined by the Board, taking into account their involvement in the Company's business operations, their contributions, and prevailing industry standards for compensation. If any director of the Company concurrently holds another position within the Company, they may receive a monthly salary for such position in accordance with the remuneration levels for managers. The Company may procure directors' liability insurance to cover liabilities arising from the exercise of their duties during their terms of directorship. The Company shall report the important details of the directors' liability insurance it has procured or renewed at the most recent Board meeting.

Chapter V. Managers

- Article 24: The Company may establish positions of managers, with appointments, dismissals, and remuneration subject to a majority vote at a Board meeting where a majority of directors are present.

Chapter VI. Final Accounts

- Article 25: At the fiscal year-end, the Board shall prepare and submit the following documents to the annual general meeting for ratification in accordance with law: I. Business report. II. Financial statements. III. Proposals for the distribution of earnings or make-up of deficit.

- Article 25-1: If the company makes a profit during the year, it must allocate no less than 1% as employee bonuses, and no more than 1% as directors' remuneration. However, an amount shall be set aside in advance to offset any cumulative losses.

Employee bonuses in the preceding paragraph may be paid in shares or cash. Employees of controlling companies or subsidiaries that meet certain criteria may also qualify. The board of directors is authorized to establish related regulations. The remuneration of directors in the preceding paragraph may only be paid in cash.

The matters in the preceding two paragraphs shall be decided by a majority vote in a board meeting with least two thirds of directors in attendance, and the decision shall be reported during a shareholders' meeting.

If the board of directors adopted the resolution to pay employee bonuses in the form of stocks in the preceding paragraph, it may also adopt the resolution to issue new shares or acquire its own shares for paying employee bonuses.

- Article 26: If the company is profitable for the year, after paying taxes and making up for

accumulated losses, 10% is allocated as the legal reserve. However, no amount needs to be allocated when the legal reserve has reached the paid-in capital. After allocating or reversing the special reserve in accordance with the law or regulations of the competent authority, if necessary, if there is still any earnings remaining, it shall be combined with undistributed earnings in the previous year and the Board may prepare an earnings distribution proposal. Where earnings are distributed in cash, the Board is authorized to distribute all or a part of the earnings in cash by adopting a resolution approved by the majority of directors in a Board meeting with two-thirds or more of all directors in attendance in accordance with Article 240, Paragraph 5 of the Company Act, and the distribution shall be reported to the shareholders' meeting. Where the dividends are distributed by issuing new shares, it shall be submitted to the shareholders' meeting for resolution before being distributed.

The Company, in line with its future business development and expansion, will take into account the capital expenditure budget and funding needs for the distribution of earnings. After the allocation of the legal reserve and special reserve from the after-tax earnings each year, no less than 50% of the remaining after-tax earnings shall be distributed as dividends to shareholders. However, if the net profit, after deducting the legal reserve and special reserve, is less than 5% of paid-in capital, the Company may choose to not distribute dividends. Dividends may be distributed to shareholders in cash or stock, in which cash dividends may not be lower than 50% of all dividends.

Regarding the cumulative net amount of other deductions from equity, allocate an amount of special reserve equal to the amount allocated from the undistributed earnings from the preceding period. If an insufficiency remains, allocate it from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period.

Article 26-1:

In accordance with Article 241 of the Company Act, the Company may distribute its legal reserve and capital reserve, in whole or in part, by issuing new shares or in cash, with both methods being proportional to the existing shareholders' respective shareholdings. When opting for cash distribution, the Company shall proceed only after the Board is authorized by adopting a resolution approved by the majority of directors at a Board meeting where two-thirds or more of all directors are present. Additionally, the cash distribution shall be reported to the shareholders' meeting; Where the dividends are distributed by issuing new shares, it shall be submitted to the shareholders' meeting for resolution before being distributed.

Chapter VII. Supplementary Provisions

- Article 27: The organizational regulations and enforcement rules of the Company shall be established separately by the Board.
- Article 28: Any matters not addressed in the Articles of Incorporation shall be governed by the Company Act and other relevant laws and regulations.
- Article 29: Formulated on March 21, 2013.
1st amendment on May 2, 2013.
2nd amendment on June 24, 2014.
3rd amendment on November 18, 2014.
4th amendment on January 6, 2017.
5th amendment on July 16, 2018.
6th amendment on April 29, 2019.
7th amendment on August 25, 2021.
8th amendment on June 17, 2022.
9th amendment on May 12, 2023.
10th amendment on May 6, 2024.

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Chairperson: Hsiu-Lan Hsu