

Articles of Incorporation of Taiwan Speciality Chemicals Corporation

Chapter 1 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 Company operates the following business:
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| 001 | CC01080 | Electronics Components Manufacturing |
| 002 | C801030 | Precision Chemical Material Manufacturing |
| 003 | ZZ99999 | All business activities that are not prohibited or restricted by law, except those that are subject to special approval. |
- Article 3: The total amount of the Company's reinvestment in other corporates may exceed 40% of the paid-in share capital.
- Article 4: Due to business needs, the Company may endorse external guarantees.
- Article 5: The Company shall set its head office in Changhua County, and may establish branches at home and abroad with the resolution of the board of directors when necessary.

Chapter 2 Shareholding

- Article 6: The total capital of the Company is NT\$4 billion, which is divided into 400 million shares, and each share is NT\$10, which shall be issued in installments. Among them, NT\$100 million is divided into 10,000,000 shares, and the value of each share is NT\$10, which shall be retained for the use of employee stock option certificates and issued in installments according to the resolution of the board of directors to employees of parents or subsidiaries under certain conditions.
- Article 6-1: If the Company is planning to issue employee stock option certificates at a price lower than the net value per share in the financial report that has been verified or reviewed by CPA (the closing price on the issuance date after listing or OTC), it shall be completed with the resolution based on attendance of shareholders representing more than half of the total number of issued shares at the shareholders' meeting and the consent of more than two-thirds of the voting rights of the attending shareholders, and may be processed in installments within one year from the date of the resolution of the shareholders' meeting.
- Article 6-2: Upon the Company being listed or at OTC, If it is planning to buy back the Company's shares in accordance with the provisions of 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 be approved in accordance with the attendance of shareholders representing more than half of the total number of issued shares at the most recent shareholders' meeting, and the consent of more than two-thirds of the voting rights of the present shareholders.
- Article 6-3: Except as otherwise provided by laws and regulations, the Company may purchase the its shares in accordance with Article 167-1 of the Company Act. Qualification requirements of employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements.

The shares bought back by the Company under Paragraph 1 of this Article shall not be entitled to exercise the rights of a shareholder in respect of such shares.

- Article 6-4: When the Company issues new shares, unless otherwise stipulated by laws and regulations, 10% to 15% of the total number of newly-issued shares shall be reserved for purchase by Company employees, and those eligible to purchase may include employees of the parents or subsidiaries who meet certain conditions.
- Article 6-5: The Company may issue new shares with restricted stock awards in accordance with Article 267 of the Company Act, and those subject to the issuance may include employees of the parents or subsidiaries who meet certain conditions.
- Article 7: The Company will be exempted from printing any share certificate in accordance with Article 161-2 of the Company Act, provided that it shall register with a centralized securities depository institution, and the same applies to other securities.
- Article 8: Unless otherwise stipulated by laws and regulations, the handling of the Company's stock affairs shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.
- Article 9: Changes to the records in the shareholders register shall be handled in accordance with Article 165 of the Company Act.

Chapter 3 Shareholders' Meeting

- Article 10: There are annual general and extraordinary shareholders' meetings. The board of directors shall convene the annual general meeting once a year within six months after the end of each fiscal year. Extraordinary meetings may be convened by the board of directors at any time as needed. The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.
- Article 11: If a shareholder is unable to attend the shareholders' meeting for any reason, he/she/it shall, in accordance with Article 177 of the Company Act, issue a power of attorney and appoint a proxy to attend.
A shareholder may appoint a proxy to attend the meeting in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders Meetings of Public Companies" that is announced by the competent authority.
- Article 11-1: For the shareholders' meeting held when the Company's shares are listed or listed on emerging stock market, the electronic means shall be listed as one of the manners for shareholders to exercise voting rights, and the method of exercise shall be specified in the notice of shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically are deemed to be present in person, and their exercise of relevant regulations shall be handled in accordance with the Company Act and relevant laws and regulations.
- Article 11-2: Upon the Company becomes a public company, if it is planning to apply for the suspension of the public offering, it shall submit the application to the competent authority after reporting to the shareholders' meeting for approval in accordance with Article 156-2 of the Company Act.
- Article 12: When the shareholders' meeting is in session, a chair shall be designated in accordance with Article 182-1 of the Company Act.

- Article 13: Unless otherwise stipulated or restricted by laws and regulations, each shareholder of the Company has one voting right for each share held.
- Article 14: Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.
- Article 15: 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 chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, 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 kept persistently throughout the life of the Company.
- The preparation and distribution of the minutes of meetings referred to in the preceding paragraph shall be handled in accordance with Article 183 of the Company Act.

Chapter 4. Directors and Audit Committee

- Article 16: The Company shall have 5 to 9 directors on the board. Their term of office is three years. The shareholders' meeting shall elect such directors from candidates with the legal capacity, and they may be re-elected.
- The election of directors of the Company adopts the candidate nomination system stipulated in Article 192-1 of the Company Act, and the shareholders' meeting shall elect directors from the list of candidates.
- Among the number of directors referred to in the preceding paragraph, there shall be no less than three independent directors, which shall be no less than one-third of the total number of seats of directors.
- The professional qualifications, shareholding, restrictions on positions held concurrently, nomination, election methods, and other matters to be followed for independent directors shall be handled in accordance with the relevant regulations of the competent securities authority.
- The Company may establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of all independent directors, the number of which shall not be less than three. The audit committee or members of the audit committee shall be responsible for performing the functions and powers of supervisors stipulated in the Company Act, Securities Exchange Act and relevant other laws and regulations. The Company may set up a remuneration committee or other functional committees in accordance with legal regulations or business needs.
- Article 17: When the vacant seats of directors reach one-third of the total seats, a by-election shall be conducted 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 the time new directors have been elected and assumed their office. However, the competent authority may order, ex officio, the company to conduct the re-election of supervisors within a given time limit. If election of new supervisors is still not effected, the existing supervisors shall be discharged, ipso facto, upon expiry of the time limit hereinabove fixed by the competent authority.

- Article 19: The directors shall convene a meeting of the Board of Directors, and with the attendance of more than two-thirds of all directors and the consent of more than half of the directors present, a Chairman and a Vice Chairman shall be elected from among the directors. The Chairman shall represent the Company externally and execute all Company affairs in accordance with laws, the Articles of Incorporation, and the resolutions of the Shareholders' Meeting and the Board of Directors.
- Article 20: The Company's business policy and other important matters shall be determined by the board of directors. Except for the first meeting of the board of directors in each session in accordance with Article 203 of the Company Act, the other shall be convened by the chairman who shall also serve as the chair of the meetings. When being unable to perform his/her duties, the chairman shall designate a director to act as the proxy, and if no such designation is made, the directors shall select one proxy among themselves.
- The board of directors of the Company shall hold meetings at least once a quarter. The notice of convening of the meeting of board of directors shall specify the reasons for the convening, which shall be delivered to all directors and supervisors in accordance with the laws and regulations. The notice of convening of the meeting board of directors of the Company may be delivered in writing, electronically (E-mail), hardcopy faxing or computer faxing.
- A director who has a personal interest in the matter under discussion at a board meeting shall explain to the board meeting the essential contents of such personal interest. Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a parents or subsidiary relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.
- Article 21: Unless otherwise provided for in the Company Act, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors. In case a director appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.
- Article 22: Resolutions adopted at the board of directors shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all directors of the Company within twenty (20) days after the close of the meeting. The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, 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 kept persistently throughout the life of the Company.
- The preparation and distribution of the minutes of meetings referred to in the preceding paragraph shall be handled in accordance with Article 207 of the Company Act.

Article 23: The remuneration of directors is subject to resolution by the board of directors according to the extent of their participation in the Company's business operations, the their contributions and the average remuneration level among the industry.

If any director of the Company concurrently holds other positions within the Company, he/she may receive the monthly salary in accordance with the remuneration level of manager.

During the tenure of directors, the Company may purchase liability insurance for the compensation liabilities that are legally borne by the directors in the scope of their business. The insurance coverage may be determined by the board of directors, and the relevant content shall be contained in the latest board report after the insurance is purchased or renewed.

Chapter 5. Managers

Article 24: The Company may have set positions of managers, whose appointment, dismissal and remuneration shall be determined by the board of directors with the presence of more than half of the directors and the approval of more than half of the directors present.

Chapter 6. Final Accounts

Article 25: By the end of the Company's fiscal year, the board of directors shall compile the following documents and submit them for review and approval at the shareholders' meeting based on laws and regulations: I. Business report. II. the financial statements; and III. the surplus earning distribution or loss off-setting proposals.

Article 25-1: If the Company makes any profit in any particular fiscal year, no less than 1% shall be allocated as employee remuneration (of which no less than 60% of this amount shall be distributed as remuneration for entry-level employees), and no more than 1% shall be allocated as directors' remuneration. However, if the Company has any accumulated losses, it shall first reserve the profit for covering such losses.

The employee remuneration mentioned in the preceding paragraph may be paid in stock or cash, and the recipients of the payment may include the employees of the parents or subsidiaries who meet certain conditions, and the relevant regulations may be formulated by the board of directors. The remuneration of directors referred to in the preceding paragraph shall be paid only in cash.

By a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, the Company shall have the profit distributable as employees' compensation in the preceding two paragraphs distributed; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

A company which has the profit distributed to employees in the form of shares by a resolution of the meeting of board of directors in accordance with the provision of the preceding paragraph may resolve, at the same meeting of the board of directors, to distribute the shares by way of new shares to be issued by the company or existing shares to be re-purchased by the company.

Article 26: If there is a surplus earning in the Company's annual final accounts, it shall first allocate for taxes to cover accumulated losses, and then allocate 10% of the balance as the legal reserve. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. When necessary, after the special surplus reserve is allocated or reversed according to the laws or regulations of the competent authority, if there is any surplus, it shall be added to the undistributed surplus of the previous year. The board of directors shall prepare a surplus distribution proposal to be submitted to distribute the surplus in cash, based on Article 240, Paragraph 5 of the Company Act, the board of directors is authorized to distribute all or part of the shareholders' dividends in cash with more than two-thirds of the directors present and a resolution passed by more than half of the directors present, which shall be submitted to the shareholders' meeting; if it is done by issuing new shares, it shall be submitted to the shareholders' meeting for resolution after distribution. If it is distributed by issuing new shares, it shall be submitted to the shareholders' meeting for resolution.

The Company will cooperate with business development and expansion in the future. The distribution of profit shall take into account the Company's future capital expenditure budget and capital needs. The annual after-tax surplus shall be deducted from the legal reserve and special reserve. The allocated amount shall not be less than 50% distribution of shareholder dividends; however, when the annual after-tax surplus is less than 5% of the paid-in capital after deducting the legal reserve and special reserve, it may not be distributed; the distribution of shareholder dividends can be made in cash or shares, of which the distribution ratio of cash dividends shall not be less than 50% of the total shareholder dividends.

For the net deduction of other interests accumulated in the previous period, the same amount of special reserve shall be withdrawn from the undistributed surplus of the previous period. If there is still any insufficiency, the amount included in the undistributed surplus of the current period from the current after-tax surplus plus items other than the current after-tax surplus shall be set aside for special reserve.

Article 26-1: In accordance with Article 241 of the Company Act, for all or part of the legal reserve and additional paid-in capital, new shares or cash will be issued in proportion to the original shares held by shareholders, in the case of distribution in cash, the board of directors shall be authorized to make resolution by the attendance of more than two-thirds of the directors and the resolution of more than half of the directors present, which shall be submitted to the shareholders' meeting; in the case of distribution by issuing new shares, the distribution shall be submitted to the shareholders' meeting for resolution.

Chapter 7 Supplementary Provisions

Article 27: The Company's organizational charter and working rules shall be determined separately by the board of directors.

Article 28: Any matters not stipulated in these articles of incorporation shall be handled in accordance with the Company Act and other related 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.
11th amendment on May 19, 2025.

Taiwan Speciality Chemicals Corporation

Chairperson: Hsiu-Lan Hsu