SPIROX CORPORATION
Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its Chinese name shall be 蔚華科技股份有限公司, and Spirox Corporation in English.

Article 2: The scope of business of the Company shall be as follows:

1. CC01080 Electronic Parts and Components Manufacturing
2. E605010 Computer Equipment Installation
3. F119010 Wholesale of Electronic Materials
4. F219010 Retail Sale of Electronic Materials
5. CB01010 Mechanical Equipment Manufacturing
6. F401010 International Trade
7. I301010 Software Design Services
8. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing
9. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
10. I501010 Product Designing
11. CC01110 Computers and Computing Peripheral Equipment Manufacturing
12. CC01120 Data Storage Media Manufacturing and Duplicating
13. IG03010 Energy Technical Services
14. CC01090 Batteries Manufacturing
15. E604010 Machinery Installation Construction
16. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The total amount of the investments of the Company is not subject to the limit of 40% of its paid-in capital.

Article 4: The Company can endorse for its affiliated enterprise due to the business needs.

Article 5: The Company shall have its head office in Hsinchu City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 6: Public announcements of the Company shall be made according to Article 28 of the Company Act.

Chapter 2 Capital Stock

Article 7: The total capital stock of the Company shall be in the amount of 3 billion New Taiwan Dollars, divided into 300 million shares, at 10 New Taiwan Dollars each, to be fully issued. The shares may be issued in installments, and the shares which have not been issued would be authorized by the Board of Directors to issue in installments.

Among the aforementioned registered capital amount, 30 million New Taiwan Dollars is divided into 30,000,000 shares, is reserved for issuance of employee stock options.

Article 8: Share certificates of the Company shall be in registered form, signed or sealed by the director representing the Company, and issued after the authentication of the bank which is competent to certify in accordance with laws. The issued shares may be exempted from printing any share certificate, provided that such issuance shall be duly registered or kept with the securities depository and clearing agent.

Article 9: Registration for transfer of shares shall be suspended for a period of sixty days before the convening date of a regular shareholders' meeting, thirty days before the convening date of a special shareholders' meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company. The other share affairs of the Company may be handled in accordance with the regulations promulgated by the competent authority.

Chapter 3 Shareholders' Meeting

Article 10: Shareholders' meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations. The shareholders' meeting can be held by means of a visual communication network or other methods promulgated by the central competent authority. For the shareholders' meeting held by a visual communication network, the Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 11: When a shareholder for any reason cannot attend the shareholders' meeting in person, he/she/it may attend the meeting by proxy by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. The proxy for attending the shareholders' meeting shall be handled in accordance with the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authority.

Article 12: Each shareholder is entitled to one vote for each share held.

Article 13: Unless otherwise provided for in the Company Act, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders' meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Shareholders of the Company may exercise their voting rights electronically, and relevant matters shall be handled in accordance with the provisions of laws and regulations.

Article 13-1: 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 made and distributed to all shareholders of the Company within twenty days after the close of the meeting. The aforementioned distribution of the minutes of shareholders' meeting may be effected by means of a public notice.

Chapter 4 Directors

Article 14: The Company shall have 5 to 11 Directors to be elected at the shareholders' meeting from among the individuals of legal capacity, with the term of three years. All Directors and Supervisor(s) shall be eligible for re-election. The Company is a public company whose percentage of shareholdings of all the directors selected is subject to the provisions separately prescribed by the competent authority in charge of securities affairs, such provisions shall prevail.

The Company may have independent directors within the aforementioned number of directors and the number of independent directors shall be no less than one-fifth of the total number of directors and shall not be less than three. The election of directors and independent directors adopts the candidate nomination system and is held together. The electees seats of directors and independent directors are calculated separately. The shareholders shall elect the directors and independent directors from the list of the candidates. The professional qualifications, shareholdings, restrictions on concurrent position, nomination, election method and other compliance matters shall be handled in accordance with relevant regulations of the securities authorities.

The Company's directors election adopts cumulative voting system. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect.

The Company establishes the audit committee to replaces the supervisors. The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be the committee convener, and at least one of whom shall have accounting or financial expertise. The audit committee or its members are responsible to execute the duties and power of supervisors which are regulated in the Company Act, Securities and Exchange Act, and other Acts.

Article 15: The Directors shall constitute the Board of Directors and shall elect one Chairman of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors and one Vice Chairman may be elected among directors in view of business need. The Chairman shall externally represent the Company.

Article 16: In addition to the first meeting of each term of the Board of Directors which shall be convened by the director who received a ballot representing the largest number of votes at the election of directors, the meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. The meeting date, location, and agenda notice shall be notified by the convener via written letters, fax, or email to every director at least 7 days before the meeting. The meeting of the Board of Directors shall be held at least once quarterly. In emergency circumstances, however, a meeting may be called on shorter notice. 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 16-1: The directors shall personally attend the board meeting, and if the directors cannot attend the board meeting for certain reasons, he/she may appoint another director as his/her proxy each time with a power of attorney stating the scope of authority with reference to the subjects to be discussed at the meeting and powers granted; provided that a director may act as the proxy for only one another director.

Article 16-2: In case the Chairman of the Board of Directors is on leave or absent or can not exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

Article 17: The remuneration of directors may be determined by taking into account their participation in the Company's business and their contribution value, and the board meeting is authorized to resolve the amount of the remuneration.

Article 18: The following relationships may not exist among more than half of a Company's directors:

1. A spousal relationship.
2. A familial relationship within the second degree of kinship.

Article 19: For the directors and the supervisors of the Company and its affiliated company, the Company may obtain liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship so as to reduce and spread the risk of material harm to the Company and shareholders arising from the execution of duties and power by directors and supervisors without law violation.

Chapter 5 Managerial Officials

Article 20: The Company may appoint a General Manager, Deputy General Manager or other managers to meet the needs of the Company's operation or management, in accordance with the resolution of the Board of Directors. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 21: The Board of Directors shall prepare the following statements at the end of each accounting year and submit them to the shareholders' meeting for approval:

1. Business report
2. Financial statements
3. Proposal for distribution of profit or appropriation of losses

Article 22: When it is determined that the Company has profit for a fiscal year, the Company shall appropriate the profit-sharing compensation according to the following sequence:

1. At most 5% of the profit shall be allocated as directors' profit-sharing compensation.
2. At least 2% of the profit shall be allocated as the profit-sharing compensation of employees.

Of the employee remuneration amount referred to in the preceding paragraph, no less than 20% shall be set aside to distribute remuneration to grassroots employees.

But, in the case that the Company still has retained losses, the Company should appropriate sufficient amount for making up the losses of previous year.

The employees' profit-sharing compensation of the Company may be paid in cash or in the form of shares and the directors' profit-sharing compensation may be paid in cash. The appropriation shall be resolved by the Board of Directors and submitted to the shareholders' meeting.

Qualification requirements of employees, including the employees and managers of the parent and subordinate companies of the Company meeting certain specific requirements, entitled to be paid in cash or in the form of shares, shall be determined by the Board of Directors.

Article 23: When it is determined that the Company has net income for a fiscal year, the earnings shall firstly be appropriated to make up the losses of previous years and the Company shall provide 10% of the remaining earnings as the legal reserve, unless such legal reserve has amounted to the paid-in capital, and then set aside or reserve special reserve in accordance with the laws and regulations. The remaining and accumulated undistributed earnings of previous years may then be distributed after the Board of Directors has made a proposal of shareholders' dividend distribution according to the dividend policy stated in Paragraph 3 of this Article and resolved it according to Paragraph 4 of this Article.

When the Company allocates the special reserve in accordance with the laws and regulations, for the insufficiency of the "Prior accumulated net gain on fair value of investment property" and "Prior accumulated other deductions from equity", prior to the earnings distribution, the same amount of special reserve shall be allocated from the prior retained earnings. If it is still insufficient, the special reserve shall be allocated from the after-tax net income for the period and other items adjusted to the current period's undistributed earnings.

The shareholder dividend of the Company is paid in cash or in the form of shares, and at least 10% of it shall be paid in cash. The policy of shareholder dividend distribution shall not only consider the factors such as current and future investment circumstances, financing requirements, domestic and overseas competitive situation, budget, and so on but also take the shareholders' interests, dividend balance, and the long-term business plan.

When the company's earnings are distributed through the issuance of new shares, the distribution shall be made upon resolution of the shareholders' meeting. In accordance with the provisions of Paragraph 5 of Article 240 and Paragraph 2 of Article 241 of the "Company Act", the Company authorizes the board of directors to distribute all or part of the dividends, statutory surplus reserves and capital reserves in the form of cash with the attendance of more than two-thirds of the directors and the resolution of more than half of the directors present.

The cash dividend distributed by the Company is calculated according to the distribution proportion and rounded down to an integer. The decimal will be summed and attributed to the Company's employee welfare committee.

Article 24: If the Company plans to transfer the repurchased shares to employees at less than the average actual share repurchase price, the transfer shall only be executed according to the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" ter being resolved by the recent shareholders' meeting.

If the Company plans to issue employee stock warrants at the exercise price which is less than the closing price of the common share on the issue date, the issuance shall be executed according to the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" ter being resolved by the shareholders' meeting.

Article 24-1: Qualification requirements of employees, including the employees of the parent and subordinate companies of the Company meeting certain specific requirements, entitled to be bought back the treasury stock, issued share subscription warrant, new share subscription and restricted stock by the Company, shall be determined by the Board of Directors.

Chapter 7 Supplementary Provisions

Article 25: In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 26: These Articles of Incorporation are agreed to and signed on December 5, 1987.
The 1st amendment was made on July 5, 1990.
The 2nd amendment was made on April 6, 1992.
The 3rd amendment was made on December 7, 1994.
The 4th amendment was made on December 25, 1994.
The 5th amendment was made on December 1, 1995.
The 6th amendment was made on June 27, 1997.
The 7th amendment was made on April 20, 1998.
The 8th amendment was made on July 24, 1999.
The 9th amendment was made on May 15, 2000.
The 10th amendment was made on June 22, 2001.
The 11th amendment was made on June 21, 2002.
The 12nd amendment was made on June 21, 2002.
The 13rd amendment was made on June 19, 2003.
The 14th amendment was made on June 17, 2005.
The 15th amendment was made on June 6, 2006.
The 16th amendment was made on June 11, 2007.
The 17th amendment was made on June 13, 2008.
The 18th amendment was made on June 19, 2009.
The 19th amendment was made on June 18, 2010.
The 20th amendment was made on June 22, 2011.
The 21st amendment was made on June 27, 2012.
The 22nd amendment was made on June 26, 2013.
The 23rd amendment was made on June 11, 2015.
The 24th amendment was made on June 22, 2016.
The 25th amendment was made on June 21, 2017.
The 26th amendment was made on March 14, 2018.
The 27th amendment was made on June 26, 2019.
The 28th amendment was made on March 26, 2020.
The 29th amendment was made on August 13, 2021.
The 30th amendment was made on June 22, 2022.
The 31st amendment was made on June 19, 2024
The 32nd amendment was made on June 25, 2025
The 33rd amendment was made on June 25, 2025