

Motech Industries Inc. Articles of Incorporation

Chapter I General Provisions

Article 1: The Company shall be incorporated under the Company Act and its name shall be 茂迪股份有限公司 in the Chinese language, and Motech Industries Inc. in the English language.

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

1. CE01010 instruments manufacturing;
2. CC01010 electric power supply, electric transmission and power distribution machinery manufacturing;
3. CC01060 wired communication equipment and apparatus manufacturing;
4. CC01070 wireless communication equipment and apparatus manufacturing;
5. CC01080 electronic parts and components manufacturing;
6. CC01090 batteries manufacturing;
7. CC01110 computers and computing peripheral equipment manufacturing;
8. D101060 self-usage power generation equipment utilizing renewable energy industry;
9. D401010 heat energy supplying;
10. FF113030 wholesale of precision instruments;
11. F213040 retail sale of precision instruments;
12. F113110 wholesale of batteries;
13. F213110 retail sale of batteries;
14. F113050 wholesale of computing and business machinery equipment;
15. F213030 retail sale of computing and business machinery equipment;
16. F119010 wholesale of electronic materials;
17. F219010 retail sale of electronic materials;
18. F113070 wholesale of telecom instruments;
19. F213060 retail sale of telecom instruments;
20. IG03010 energy technical services;
21. F401010 international trade; and
22. ZZ99999 Other than those requiring special approval, the Company may enter into other business not prohibited or limited by applicable laws and regulations.

Article 3: The Company has its head office in New Taipei City. The Company may, if necessary, set up branch offices domestically and abroad pursuant to the resolutions of the Board of Directors (the Board). The Company may provide guarantee for the outside parties due to business needs.

Article 4 Deleted

Article 4-1 The Company might invest in other companies due to business needs and act as a shareholder of limited liability pursuant to the resolutions of the Board. The total amount of the investment is not subject to the restriction on total investment amount stipulated in Article 13 of the Company Act.

Chapter II Capital Stock

Article 5 The total authorized capital of the Company shall be in the amount of NT\$10,000,000,000, divided into 1,000,000,000 common shares, at a par value of NT\$10 each. The Board is authorized to issue the unissued shares by multiple installments.

A total amount of NT\$200,000,000 divided into 20,000,000 common shares at a par value of NT\$10 each among the above total capital stock shall be reserved for exercising share subscription warrants, preferred shares with warrants or corporate bonds with warrants. The Board is authorized to issue by multiple installments.

Article 6: Parties eligible to be transferred of repurchased treasury stocks of the Company shall include employees in the controlling or affiliated companies who met certain conditions. Parties eligible to receive employees' stock options of the Company shall include employees in the controlling or affiliated companies who met certain conditions. Parties eligible to subscribe new shares issued by the Company shall include employees in the controlling or affiliated companies who met certain conditions. Parties eligible to receive restricted stocks of the Company shall include employees in the controlling or affiliated companies who met certain conditions. The Board are authorized to set the above-mentioned conditions.

Article 7: The Company's share certificates shall be registered share certificates. They are issued after being signed or sealed by no less than three Directors of the Company and certified pursuant to laws and regulations. After the Company goes public, shares may be exempted from being printed, however, they shall be registered in the central securities depository. In addition, the central securities depository may request the Company to consolidate the shares issued into larger denomination share certificates.

Article 8: Registration for transfer of shares shall be suspended sixty (60) days before the general meeting of shareholders, thirty (30) days before the extraordinary meeting of shareholders or five (5) days before the base date on which the Company decides to distribute the dividend and bonus or other benefits. Affairs concerning shareholder services need to be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.

Chapter III Shareholders' Meeting

Article 9: The shareholders' meetings of the Company are classified into two types. The general meeting shall be annually convened by the Board within six months from the end of each fiscal year in accordance with the relevant laws and regulations. The extraordinary meeting shall be convened when necessary in accordance with the relevant laws and regulations.

Article 9-1: The Company's shareholders' meeting may be convened virtually or in other ways announced by the central competent authority.

Article 10: If a shareholder cannot attend a shareholders' meeting for any reason, he/she may designate a proxy to attend by submitting a power of attorney that is printed by the Company with the scope of authority clearly stated. The situation shall be handled in accordance with Article 177 of the Company Act as well as the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authorities.

Article 10-1: The shareholders' meeting is presided by the Chairman of the Board if convened by the Board. If the Chairman is on leave or unable to exercise his/her power, the Vice Chairman of the Board shall stand proxy. If the Vice Chairman is also on leave or unable to exercise his/her power, the Chairman may appoint one of Directors to stand

proxy. If the Chairman does not appoint a proxy, the Directors shall elect one person from among themselves to preside at the meeting. If the shareholders' meeting is convened by any other party entitled to convene the meeting, the convening party shall preside at the meeting. When there are two or more convening parties, they shall elect a person from among themselves to preside at the meeting.

Article 10-2: When the Company convenes the shareholders' meeting, the shareholders may exercise their voting rights in writing or by electronic transmission. A shareholder who exercises his/her voting right in writing or by electronic transmission is deemed to have attended the shareholders' meeting in person. However, he/she shall be deemed to have waived his/her voting right in respect of any special motions and amendments to the original proposals at the shareholders' meeting. The declaration of intention by such shareholders shall be handled according to Article 177-2 of the Company Act.

Article 11: Unless otherwise provided for in applicable laws and regulations, shareholders of the Company are entitled to one vote for each share held.

Article 12: Unless otherwise provided for in applicable laws and regulations, resolutions of the shareholders' meeting shall be adopted by a majority vote at the meeting attended by shareholders who represent a majority of the total issued shares.

Article 12-1: The resolutions of the shareholders' meeting shall be recorded in the minutes. The meeting minutes shall be signed or sealed by the chairman of the meeting and a copy shall be distributed to each shareholder within twenty (20) days after the conclusion of the meeting.
The aforementioned distribution may be done via public announcement.

Chapter IV Directors and Audit Committee

Article 13: The Company shall have seven (7) to nine (9) Directors, among which should contain at least three (3) Independent Directors. The Directors have a term of three (3) years. They shall be elected at the meeting of shareholders from among the individuals of legal capacity. All Directors shall be eligible for re-election. The total shareholding ratio of all Directors shall be in compliance with relevant regulations of competent securities authority.

Article 13-1: Directors shall be elected by the meeting of shareholders adopting the candidate nomination system from among the candidates of Directors. The professional qualifications, restrictions on shareholdings and concurrent positions held, methods of nomination and election, and other matters of Independent Directors shall be handled in compliance with relevant regulations of competent securities authority.

Article 13-2: In compliance with the Securities and Exchange Act, the Company established an Audit Committee, which consists of all Independent Directors. The Audit Committee or the members of Audit Committee shall be responsible for the responsibilities of Supervisors specified under the Company Act, the Securities and Exchange Act and other relevant regulations. The Board shall stipulate rules for Audit Committee to perform its responsibilities and other relevant tasks according to relevant laws and regulations.

Article 14: The Board is composed of Directors. The Directors shall elect a Chairman from among themselves with the consent of the majority of Directors in the Board meeting attended by Directors who represent more than two-thirds of all Directors. The Vice Chairman shall be

elected with the same method. The Chairman of the Board represents the Company.

Article 15: When the Chairman is on leave or unable to exercise his/her powers for any reason, his/her proxy shall be determined in accordance with Article 208 of the Company Act.

Article 15-1: A Director may, by a power of attorney, specify the scope of authorization and appoint another Director to attend on his/her behalf any meeting of the Board. However, no Director may act as proxy for more than one other Director.

Any Director attending the meeting via video conference shall be deemed to attend the meeting in person.

The notification to convene the Board meeting should state the reasons for the meeting and be delivered to Directors seven (7) days prior to the meeting. The notification may be served to each Director via writing, e-mail, or facsimile. In case of emergency, the meeting may be convened at any time.

Article 16: Directors of the Company shall be entitled to remuneration for the performance of duties no matter whether the Company is in a loss or not. The remuneration of Directors shall take into account the value of Directors' contribution to the Company and the standard generally adopted by the enterprises of same trade, and be proposed and submitted to the Board meeting by the Remuneration Committee for discussion and approval.

If the Company makes a profit, the remuneration will be appropriated according to Article 19 herein.

Article 16-1 If a Director concurrent serves in other position of the Company, the Chairman is authorized by the shareholders' meeting to determine the remuneration for such position pursuant to internal management rules of the Company.

Article 16-2: The Company may purchase liability insurance for all Directors during their term of office to protect Directors from any potential legal liabilities arising from the performance of their duties and lower the Company's operation risk.

Chapter V Managerial Officers

Article 17 The Company may appoint a President. The appointment, dismissal and compensations of the President shall be conducted in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 18: After the close of each fiscal year, the following reports shall be prepared by the Board and submitted to the annual shareholders' meeting for acceptance:

1. Operation report;
2. Financial statements; and
3. Proposal concerning earnings distribution of deficit compensation.

Article 19: When the Company makes a profit for the year, the compensation to employees shall not be lower than 1% of the balance and the remuneration to Directors shall not be higher than 5% of the balance. However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation.

The compensation to employees can be made in the form of stock or cash. Parties eligible

to receive the said compensation shall include employees in the controlling or affiliated companies who met certain conditions. The Board are authorized to set those conditions.

The distribution of compensation to employees and remuneration to Directors and related matters shall comply with the relevant laws and regulations. The distribution plan shall be approved in the Board meeting with the consent of majority of attending Directors which represents more than two-thirds of all Directors and be submitted to the shareholders' meeting for its approval.

Article 20: Upon the annual closing of accounts, if there is profit, the Company shall make distribution of such profit in the following sequence:

1. pay applicable taxes;
2. make up the losses for the preceding years;
3. set aside a legal reserve of 10% of the net profit, however, this shall not apply when the legal reserve amounts to the authorized capital; and
4. set aside a special reserve as required by the Securities and Exchange Act.

The Board shall make a proposal concerning appropriation of remaining amount, along with the undistributed accumulated profit from previous years, and such proposed amount for appropriation should be no less than 25% of the total amount eligible for appropriation, and submit the proposal to meeting of the shareholders for its approval.

Article 20-1: The distribution ratio within the dividend policy is determined based on the capital needs for capital expenditure budget, financial structure and future operation plans.

The Company shall not pay dividends when there is no profit. Profits of the Company may be distributed as dividends in the form of stock or cash; however, stock dividends shall not exceed 50% of the total distribution.

In the event that the Company's earnings are far below the distributed amount in the previous year, or in consideration of the financial, business and operational conditions of the Company, the Company may distribute all or part of the reserves in accordance with applicable laws and regulations or rules of the competent authorities.

Chapter VII Supplemental Provisions

Article 21: Rules governing the organization and the procedures of the Company shall be separately stipulated by the Board.

Article 22: Matters not set forth in the Articles of Incorporation shall be subject to the Company Act and relevant laws and regulations.

Article 23: These Articles of Incorporation were enacted on April 25, 1981.

The 1st amendment was approved on October 2, 1982.

The 2nd amendment was approved on November 16, 1982.

The 3rd amendment was approved on December 15, 1982.

The 4th amendment was approved on April 22, 1983.

The 5th amendment was approved on March 2, 1984.

The 6th amendment was approved on March 12, 1987.

The 7th amendment was approved on March 25, 1988.

The 8th amendment was approved on June 30, 1990.

The 9th amendment was approved on December 1, 1990.

The 10th amendment was approved on November 4, 1993.
The 11th amendment was approved on August 28, 1997.
The 12th amendment was approved on February 3, 1998.
The 13th amendment was approved on June 20, 1999.
The 14th amendment was approved on January 8, 2000.
The 15th amendment was approved on November 6, 2001.
The 16th amendment was approved on June 10, 2002.
The 17th amendment was approved on June 23, 2003.
The 18th amendment was approved on June 18, 2004.
The 19th amendment was approved on June 17, 2005.
The 20th amendment was approved on June 9, 2006.
The 21st amendment was approved on June 13, 2007.
The 22nd amendment was approved on May 27, 2008.
The 23rd amendment was approved on June 16, 2009.
The 24th amendment was approved on January 26, 2010.
The 25th amendment was approved on May 26, 2010.
The 26th amendment was approved on May 30, 2011.
The 27th amendment was approved on June 6, 2012.
The 28th amendment was approved on June 11, 2013.
The 29th amendment was approved on June 26, 2014.
The 30th amendment was approved on June 15, 2015, among which, Article 13 which amends the number of Directors to 7 to 9 shall take effect upon the approval by the shareholders at the 2015 annual shareholders' meeting, while the remaining amendments shall take effect upon the expiration of the office term of the current Directors and Supervisors in June 2016.
The 31st amendment was approved on June 13, 2016.
The 32nd amendment was approved on June 11, 2018.
The 33rd amendment was approved on June 17, 2019.
The 34th amendment was approved on June 21, 2022.