

Sensortek Technology Corp.

Articles of Incorporation

Chapter 1: General provisions

- Article 1: The Company is organized in accordance with the provisions of the Company Act, named "昇佳電子股份有限公司," and the English name is set as "Sensortek Technology Corp."
- Article 2: The Company's businesses is as follows:
- (I) CC01080 Electronics components manufacturing
 - (II) F113030 Wholesale of precision instruments
 - (III) F118010 Wholesale of computer software
 - (IV) F119010 Wholesale of electronic materials
 - (V) F213040 Retail sale of precision instruments
 - (VI) F218010 Retail sale of computer software
 - (VII) F219010 Retail sale of electronic materials
 - (VIII) F401010 International trade
 - (IX) I301010 Software design services
 - (X) I599990 Other designing
 - (XI) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval
- Article 3: The head office of the Company is in Hsinchu County, Taiwan. If necessary, the Company will establish a branch offices or representative offices domestically or overseas with the resolution of the Board of Directors and the approval by the competent authority.
- Article 4: The Company's announcement method is specified under the Company Act.
- Article 5: The Company may transfer the investment to the Company as necessary, which maybe a limited liability shareholder of the company through a resolution of the Board of Directors. The total investment is not subject to the relevant investment quota as stipulated in Article 13 of the Company Act.
- Article 5-1: The Company may make external endorsements/guarantees, and the operations shall be in accordance with the Company's "Procedures for Endorsement and Guarantee."

Chapter 2: Shares

Article 6: The registered capital of the Company is NT\$800 million, divided into 80 million full shares at a par value of NT\$10 per share. The Board of Directors shall be authorized to issue the shares in installments. NT\$50 million from the aforesaid capital shall be reserved for the issuance of employee stock options totaling 5 million shares at a par value of NT\$10 per share. The shares may be issued in installments in accordance with the resolution of the Board of Directors.

Article 6-1: The Company shall issue shares in accordance with the provisions of the Company Act and relevant laws and regulations, and may be exempted from printing any certificate in respect of the shares issued by it, but shall register the shares issued with a centralized securities custody institution.

The procedures for handling related shareholder services operations shall be in accordance to the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.

Article 6-2: Upon resolution adopted by two thirds or more of the votes of shareholders present at the Shareholders' Meeting that is attended by shareholders representing more than half of the total issued shares of the Company, the Company may issue employee stock options with the subscription price lower than the market price (net value per share) or buy back its shares and transfer such shares to its employees at a price lower than the average price of all shares bought back by the Company.

Article 6-3: Qualification requirements of transferees of the shares purchased by the Company in accordance with the law, employees entitled to receive employee stock options and new shares with restricted rights, and employees who have the right of subscribing to new shares may include the employees of parents or subsidiaries of the Company meeting certain specific requirements. The Board shall be authorized to resolve on the requirements and allocation methods.

Article 7: Share transfers shall be made in accordance with Article 165 of the Company Act.

Chapter 3: Shareholders' Meeting

Article 8: A Shareholders' Meeting can be a regular meeting or a special meeting. The Company shall convene a regular meeting once every year within six months after the end of each fiscal year and special meetings shall be convened when necessary in accordance with relevant laws and regulations.

The convening of Shareholders' Meeting shall be handled in accordance with Article 172 of the Company Act. The Company may convene the shareholders' meeting by video conferencing or other methods announced by the central competent authority.

Article 9: When a shareholder is unable to attend the Shareholders' Meeting for any reason,

it shall be handled in accordance with Article 177 of the Company Act.

Unless otherwise provided for in the Company Act, the appointment of proxies to attend a Shareholders' Meeting shall be in accordance with "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" promulgated by the competent authority.

Article 10: Shareholders of the Company have one vote per share, except as otherwise provided in relevant laws and regulations.

Article 11: Resolutions at a Shareholders' Meeting shall, unless otherwise provided for in relevant laws and regulations, be adopted by a majority vote of the shareholders present, in person or by a proxy, who represent more than one-half of the total number of voting shares.

When the Company convenes a Shareholders' Meeting, shareholders may exercise their voting power in writing or by way of electronic transmission in the Shareholders' Meeting and the method of exercising their voting power shall be described in the Shareholders' Meeting notice.

The resolutions of the Shareholders' Meeting shall be recorded and handled in accordance with the provisions of Article 183 of the Company Act.

Article 12: The Shareholders' Meeting is convened by the Board of Directors, and led by the Chairman. If the Chairman of the Board of Directors is absent or cannot perform his duties for some reason, the Chairman of the Board of Directors shall designate one director to act on his behalf. In the absence of such a designation, the directors shall nominate among themselves to act on behalf of the Chairman. If the Shareholders' Meeting is convened by any person entitled to convene the meeting other than the board, such person shall be the meeting's chair. If there is more than one such person entitled to convene the meeting, those persons shall nominate among themselves to be the meeting's chair.

Chapter 4: Directors and audit committee

Article 13: The Company has five to nine directors with a three-year term and eligible for re-election. The election of directors shall adopt the candidate nomination system in accordance to Article 192-1 of the Company Act and the shareholders shall elect the directors from among the nominees listed in the roster of candidates. Among the above-mentioned, the number of independent directors shall not be less than three and not less than one-fifth of the seats in the board.

The professional qualifications, shareholdings, restrictions of concurrent positions held, method of nomination, and other matters for compliance with respect to independent directors shall be handled in accordance with the provisions of the competent authority.

The Company purchase liability insurance in accordance with the law during the course of its business operations and term of office of directors.

Article 13-1: In accordance with Article 14-4 of the Securities and Exchange Act, the Company shall set up an audit committee composed of all independent directors, which shall exercise the functions and powers of supervisors prescribed by the Company Act, Securities and Exchange Act, and other regulations.

The Company shall establish a remuneration committee or other functional committees as required by laws or business.

Article 14: The Board of Directors is organized by the directors, and shall elect the Chairman of the Board of Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman of the Board of Directors shall externally represent the Company.

A notice setting forth the purpose of the meeting shall be given to each director no later than seven days prior to a Board of Directors meeting; however, a Board of Directors meeting may be convened at any time in case of emergency. The Board of Directors may be summoned by fax or e-mail instead of written notice.

Article 15: When the Chairman of the Board of Directors is on leave or absent or fail to exercise his/her power and authority for any reason, an acting Chairman shall be designated in accordance with the provisions of Article 208 of the Company Act.

Article 15-1: The directors shall attend the Board of Directors meeting in person. If for any reason a director is unable to attend a Board of Directors meeting, such director may appoint another director as his/her proxy in accordance with the provisions of Article 205 of the Company Act. However, no director may act as proxy for more than one other director. When a Board of Directors meeting is held by means of video conference, directors participating in such meeting via webcam shall be deemed to have attended the meeting in person.

Article 16: The Board of Directors shall determine the directors' remuneration in accordance with the extent of their participation in the operation of the Company and the value of their contribution, with reference to the domestic and foreign industry standards.

Chapter 5: Managers

Article 17: The Company may appoint managerial personnel. The appointment, dismissal and compensation of such managerial personnel shall be made in accordance with Article 29 of the Company Act.

Chapter 6: Accounting

Article 18: At the end of each fiscal year, the Board of Directors of the Company shall provide the following and submit to shareholders for approval in accordance with the legal procedures.

- (I) Business report.
- (II) Financial statements.
- (III) Proposals on distribution of earnings or compensation of deficits.

Article 18-1: If the Company makes a profit during the fiscal year, it shall set aside 1% to 25% of the profits as compensation for employees, and shall set aside not more than 1% of the profits as compensation for directors. However, if there is accumulated loss on the books of the Company, portion of the profit equaling the loss shall first be set aside to cover the latter before distributing compensation for employees and compensation for directors in accordance with the aforesaid proportion.

Employees' compensation may be distributed in the form of shares or in cash in accordance with resolution by the Board of Directors, and employees entitled to such distribution may include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

Article 19: If the account closing at the end of the fiscal year of the Company discloses profit after income tax, it shall be distributed in the following order:

- (I) Make up for accumulated losses.
- (II) Appropriate 10% as legal reserve, however, restrictions shall not apply if the amount of allocated legal reserve has reached the total paid-in capital of the Company.
- (III) Special reserve to be allocated or reversed in accordance with laws or regulations of the competent authority.
- (IV) The remaining profit, if any, shall collectively with any unappropriated earnings at beginning of the fiscal year (including adjusted unappropriated earnings) be included in an earnings distribution plan submitted by the Board of Directors for resolution at a Shareholders' Meeting.

The Company shall appropriate, yearly, no less than 10% of the surplus available for dividends as dividend bonus, where the dividend bonus may be distributed in form of cash or shares; provided, however, that the cash dividend shall not be less than 10% of the total dividends. The policy of dividend distribution shall be based on the Company's current and future investment environment, capital needs, domestic and foreign competition, capital budget and other factors, taking into account the interests of shareholders, balance of dividends, and long-term financial planning of the Company. The Board of Directors shall prepare a distribution plan and report to the Shareholders' Meeting on a yearly basis according to laws.

- Article 19-1: Distribution of dividends and bonuses in whole or in part by cash shall be resolved by a majority vote at a meeting attended by more than two thirds of the total number of directors, and such distribution shall be reported at the Shareholders' Meeting.
- Article 19-2: If the Company incurs no loss, distribution of legal reserve (portion which exceeded 25% of the paid-in capital) and capital surplus pursuant to the Company Act in whole or in part by cash shall be resolved by a majority vote at a meeting attended by more than two thirds of the total number of directors, and such distribution shall be reported at the Shareholders' Meeting.
- Article 20: Matters that are covered in this Articles of Incorporation shall be handled in accordance with relevant laws and regulations.
- Article 21: This Articles of Incorporation was formulated on November 10, 2009.
The 1st amendment was made on July 31, 2012.
The 2nd amendment was made on December 26, 2012.
The 3rd amendment was made on March 31, 2016.
The 4th amendment was made on June 13, 2017.
The 5th amendment was made on February 26, 2019.
The 6th amendment was made on May 21, 2019.
The 7th amendment was made on August 03, 2021.
The 8th amendment was made on June 21, 2022.

Sensortek Technology Corp.
Chairman: Sheng-Su Lee