

WT Microelectronics Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company, organized under the Company Act, shall be named YWT Microelectronics Co., Ltd.

Article 2: The Company's scope of business includes:

1. Processing, manufacturing, research and development, trade, and import and export of various electronic components and finished products
2. Manufacturing, trade, and import and export of various telephone equipment and components.
3. General import/export trade (except futures)
4. Agency of quotations and tenders for domestic and foreign vendors
5. I301010 Software Design Services
6. F218010 Retail Sale of Computer Software
7. F118010 Wholesale of Computer Software
8. G801010 Warehousing and Storage
9. F113070 Wholesale of Telecom Instruments
10. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company is headquartered in New Taipei City and when necessary may establish branches at home and abroad according to resolutions by the board of directors.

Article 4: Any and all public announcements to be made by the Company shall be in accordance with Article 28 of Company Act.

Chapter 2 Shares

Article 5: The authorized capital of the Company is NT\$10 billion, consisting of 1 billion shares, with a par value of NT\$10 per share. The board of directors is authorized to issue the shares in separate installments as required.

The total capital mentioned in the preceding paragraph shall reserve NT\$8.2 billion, consisting of 82 million shares, with a par value of NT\$10 per share, for stock options, preferred stock with warrants, or corporate bonds with warrants.

Article 6: The Company can invest other companies and become their shareholders. The amount of investment is not limited by 40% of paid-up share capital stipulated in Article 13 of Company Act.

Article 7: The share certificates of the Company shall without exception be in registered form, signed by, or affixed with the seals of three directors, and authenticated by the competent governmental authority upon issuance. Shares issued by the Company and registered with centralized securities depository enterprises need not be in certificate

form.

Article 7-1: Unless otherwise stipulated, shareholder services of the Company shall be handled in accordance with Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 7-2: When the Company transfers the shares to employees based on an average price lower than the actual repurchase price, or issues the employee stock options based on the price lower than the closing price of the Company's common shares on the date of issuance, the resolution shall be adopted by the consent of shareholders present with a majority of the total issued shares and two-thirds of the votes represented by those in attendance at the meeting.

Article 8: All changes in the shareholders register shall be suspended for 60 days prior to an ordinary shareholders meeting, or for 30 days prior to an extraordinary shareholders meeting, or for 5 days prior to the record date fixed for distributing dividends, bonus, or any other benefit.

Chapter 3 Shareholders' Meeting

Article 9: Shareholders' meetings of the Company are of two kinds: regular shareholders meetings and extraordinary shareholders meetings. The regular shareholders' meeting is called once per year within six months of the close of the fiscal year. Extraordinary shareholders meetings may be called in accordance with applicable laws and regulations whenever necessary.

Article 10: For any shareholders' meeting, a shareholder who may not attend the meeting due to certain reasons shall appoint a proxy in accordance with Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and related laws and regulations.

Article 11: Each shareholder of the Company is entitled to one vote per share, unless otherwise stipulated or limited.

Article 11-1: (Deleted).

Article 12: Unless otherwise provided by applicable laws and Articles of Incorporation of the Company, a resolution of the shareholders' meeting shall be in accordance with the Rules of Procedure for Shareholder Meetings stipulated by the Company.

Chapter 4 Directors and Supervisors

Article 13: The Company shall have five to nine directors, including at least 2 independent directors, 1/5 of total directors, and 2 supervisors.

Pursuant to Article 192-1 and Article 216-1 of Company act, the election of directors and supervisors shall be based on a candidate nomination system. Directors and supervisors of the Company shall be selected from the list of candidates in the shareholders' meeting. The term of office shall be three years, and they may continue in office if re-elected. The election of directors and independent directors shall be held at the same

time and voted separately. The aggregate shareholding percentages of the entire bodies of directors and supervisors shall comply with the regulations prescribed by the securities supervisory authorities.

Article 14: The board of directors shall consist of the directors of the Company; the chairman of the board of directors shall be elected from among the directors by a majority of directors in attendance at a meeting attended by at least two-thirds of the directors. The chairman shall represent the Company. The chairman and directors shall perform their duties in accordance with the resolutions and instructions made by the board of directors.

Article 14-1: Unless otherwise provided for by applicable law or regulation, a resolution of the board of directors shall be adopted by the consent of a majority of the votes represented by those the majority in attendance at the board of directors meeting.

Article 14-2: Unless otherwise stipulated in Company Act, meetings of the board of directors shall be convened by the chairman of the board of directors.

Directors and supervisors shall be informed of the convocation of the meeting of the board of directors and the subject of the meeting in writing or by fax or email seven days before the meeting; though in emergency situations, a meeting may be called whenever necessary.

A directors may authorize a director to attend the meeting of the board of directors on behalf of them with the power of attorney stating the scope of authorization.

Article 15: If the chairman of the board is on leave or cannot perform his duties for some reason, the board of directors shall designate one proxy in accordance with Article 208 of Company Act.

Article 16: The remuneration of directors and supervisors shall be proposed by Remuneration Committee considering the participation in the Company's operations and contributions and referring to the Company's business performance and the normal standards in the same trade, and submitted to the board of directors for resolution.

Article 16-1: The Company may buy liability insurance for directors in order to reduce the risk of accusation by shareholders or other interested parties due to the performance of duties in accordance with applicable laws and regulations.

The same applies to supervisors of the Company.

Chapter 5 Managers

Article 17: The Company may appoint several managers, whose commissioning, decommissioning and pay rate shall be decided in accordance with Article 29 of Company Act.

Chapter 6 Finance

Article 18: According to Article 228 of Company Act, after the close of each fiscal year, the following reports shall be prepared by the board of directors and submitted to the supervisors for review. Supervisors shall prepare the review report accordingly and

submit it to the general shareholders' meeting for reviewing and for ratification:

1. Business Report
2. Financial Statements
3. Proposal Concerning Appropriation of Net Profits or Recovering of Losses

Article 19: If the Company makes profits (which mean profits before tax without deducting the remuneration of employees and directors and supervisors), more than 1% of such profits shall be distributed to employees and up to 1% to directors and supervisors as their remuneration. If the Company has accumulated losses, the reserve shall be appropriated to offset such losses.

The remuneration mentioned in the preceding paragraph shall be distributed by stock or cash to eligible employees, while the remuneration of directors and supervisors shall be distributed by cash only.

The board of directors shall resolve on the matters mentioned in two preceding paragraphs and report in the General Shareholders' Meeting.

Article 20: If the Company has earnings, such earnings shall be appropriated to offset accumulated losses; then, 10% of such remaining earnings shall be appropriated as the legal reserve, unless the legal reserve has reached the total paid-in capital. If necessary, the special reserve shall be recognized or reversed in accordance with the Order or regulations of competent authorities. Such remaining earnings and the undistributed earnings in the beginning of the year amount to distributable earnings, which shall be held or distributed in accordance with the Company's dividend policy. The amount of distributable earnings and the method of distribution shall be proposed by the board of directors and resolved in General Shareholders' Meeting.

Chapter 7 Supplementary Provisions

Article 20-1: The Company's dividend policy is based on the following guidelines:

The Company's dividend policy is determined by the board of directors based on the business plan, investments, capital budgets, and changes in the environment. As the Company is currently in a growth stage, the earnings shall be held to respond to funds required for operational growth and investments. Currently, the Company adopts the minimum cash dividends plus additional dividends. The earnings are distributed as follows:

The distribution of earnings shall be at least based on 40% of distributable earnings for the period. Considering the future profits and capital demands, the distribution of cash dividends shall be at least 10% of total dividends distributed for the period, if total distributed earnings exceed 30% of paid-in capital before distribution, cash dividends shall be at least 20% of total dividends distributed for the period.

Article 20-2: (Deleted).

Article 21: According to Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, the Company may provide endorsements and guarantees and act as a guarantor. Any matters not sufficiently provided for in these Articles of Incorporation shall be handled in accordance with

other applicable laws or regulations.

Article 22: The Articles of Incorporation were formulated on December 20, 1993.

The 1st amendment was made on May 23, 1994.

The 2^{ed} amendment was made on August 5, 1994.

The 3rd amendment was made on November 11, 1994.

The 4th amendment was made on January 13, 1997.

The 5th amendment was made on January 3, 1997.

The 6th amendment was made on March 17, 1997.

The 7th amendment was made on June 8, 1998.

The 8th amendment was made on March 30, 1999.

The 9th amendment was made on May 31, 1999.

The 10th amendment was made on September 15, 1999.

The 11th amendment was made on April 6, 2000.

The 12th amendment was made on May 2, 2001.

The 13th amendment was made on November 6, 2001.

The 14th amendment was made on June 17, 2002.

The 15th amendment was made on June 15, 2004.

The 16th amendment was made on May 25, 2005.

The 17th amendment was made on June 14, 2006.

The 18th amendment was made on June 15, 2007.

The 19th amendment was made on June 16, 2009.

The 20th amendment was made on June 15, 2010.

The 21st amendment was made on June 15, 2011.

The 22^{ed} amendment was made on June 13, 2012.

The 23rd amendment was made on June 10, 2015.

The 24th amendment was made on June 3, 2016.

The 25th amendment was made on June 28, 2018.