

ENNOSTAR Inc. Articles of Incorporation

Chapter 1 General Provisions

- Article 1 This Company is incorporated in accordance with the provision of the Company Limited by Shares of the Company Act, the full name of the Company is ENNOSTAR Inc.
- Article 2 The scope of business operated by this company shall be as follows:
H201010 General investment
- Article 3 The Company may provide guarantee for other companies and proceed it in compliance with the Company's guarantee operation procedure.
- Article 4 When the Company reinvests in another company as a liability-limited shareholder, the total amount of the Company's reinvestment shall not be subject to the restriction of not more than 40% of the Company's paid-up capital as provided in the Company Act.
- Article 5 The Company is headquartered in Hsinchu City Taiwan and may have branches, offices or business offices set elsewhere domestically and abroad as resolved by the Board of Directors.
- Article 6 Public announcement of the Company shall be handled in accordance with Article 28 of the Company Act.

Chapter 2 Shares

- Article 7 The approved capital of the Company is NT\$ 15,000,000,000 divided into 1,500,000,000 shares, at NT\$10 par value, and may be issued separately. Among the above-mentioned shares, 50,000,000 shares shall be retained for the exercise of stock options through the issued stock option vouchers, special shares with stock options and bonds with stock options.
- Article 8 The issuance of any employee stock options of which the stock option price is less than the closing price shall be determined by a vote of two-thirds of the shareholders attending who represent a majority of the total shares issued, and then shall be reported and handled separately in a year from the date of the resolution at the shareholders' meeting.
- Article 9 The transfer of stocks to employees by the Company at the price less than the average price at which the Company has bought the stocks back shall be determined by a vote of two-thirds of the shareholders attending who represent a majority of the total shares issued. In the subjects of convening the meeting of shareholders, the following items

shall be mentioned and explained, and shall not be presented through provisional motions.

1. Transfer price, discount ratio, calculation basis and its rationality
2. Shares to be transferred, purpose and its rationality
3. Qualifications and conditions for the employees entitled to stock options, and shares allowed to be acquired
4. Items affecting shareholders' equity:
 - (1) Amount that might be recognized as expense, and its effect on dilution of the Company's EPS
 - (2) Any financial burden to the Company because of the stock transferred to employees at the price less than the average price at which the Company has bought the stock back shall be explained.

Article 10 The object of transfer of treasury shares bought back by the Company may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The object of issue of employee stock option certification of the Company may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The object of issue of restricted stock for employees may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The object of subscription of new shares of the Company may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The term of "certain conditions" in this Article is authorized to be set by Board of Directors.

Article 11 The Company is exempted from printing share certificate in accordance with the provisions of Article 161-2 of the Company Act, but shall register the issued shares with the centralized securities depository enterprise and follow the regulations of that enterprise.

Article 12 The transfer of stock shall not be made 60 days prior to shareholders' general meeting, 30 days prior to shareholders' extraordinary meeting, or 5 days prior to dividends and bonus distribution or other interest distribution.

Article 13 Except otherwise provided in laws, share matters of the Company shall be handled in compliance with regulations provided by authorities.

Chapter 3 Shareholders' Meeting

Article 14 There are two kinds of shareholders' meetings in the Company: the General Meetings and extraordinary Meetings. General meeting shall be held once a year. The board of directors shall convene a general meeting within 6 months after the final account at the end of each fiscal year. An extraordinary meeting will be held if necessary.

Article 15 The general meeting shall be convened by sending the notification to shareholders 30 days prior to the meeting date upon convening. The extraordinary meeting shall be convened by sending the notification to shareholders 15 days prior to the meeting date upon convening. In the notification, the date, place, and subjects of the meeting shall be indicated.

Article 16 Shareholders of the Company have one vote for each share they hold. After the Company is listed, the means of electronic transmission is one of the channels for shareholders to exercise their voting rights.

Article 17 Except otherwise provided in applicable laws, resolutions of the shareholders' meeting shall be made by a vote of a majority of the shareholders attending who represent a majority of the total number of shares issued.

Article 18 The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairman of the meeting, and distributed to each shareholder within 20 days after the meeting date. The Company may have the minutes served through a public announcement.

Chapter 4 Directors, Supervisors and the Audit Committee

Article 19 The Company shall have five to thirteen directors and two supervisors who shall be elected at a shareholders' meeting from persons of legal capacity. The term of office is three years, and all directors and supervisors shall be eligible for re-election. The by-election and re-election after the establishment will adopt the candidates nomination system, and the directors and supervisors will be elected from the list of candidates and be eligible for re-election.

When the Company applies the regulations of independent directors, the number of independent directors to be elected among the number of directors in the preceding paragraph shall not be less than three, and shall not be less than one fifth of the number of directors.

The independent directors' professional qualifications, shareholding, concurrent position restrictions, independence determination, nomination and selection methods, and other compliance matters shall be handled in accordance with the relevant laws and regulations.

The Company shall set up a functional committee in accordance with the requirements of the law and depending on the Company's needs.

The Company may purchase liability insurance for the directors and supervisors, to the extent of the compensation responsibility assumed in business execution in their term of office according to law. The Board of Directors is authorized to determine the remuneration of directors and supervisors, based on the level of participation and the value of contribution to the Company's business operations and taking into account the common remuneration level in the same industry.

Article 19-1

The Company is a newly incorporated company that is listed by share exchange in accordance with the provisions of Article 31 of the Business Mergers and Acquisitions Act, and the regulations of independent directors shall apply from the year when the first term of the directors and supervisors expires. However, in accordance with practical needs, before the expiration of the first term, the Board of Directors may decide to apply the provisions of independent directors in advance, and in accordance with the provisions of Article 14-4 of the Securities Exchange Act, to set up an audit committee to replace the supervisors. The audit committee is composed of all independent directors. If it is decided to set up an audit committee during the first term, the supervisors will be dismissed at the same time when the audit committee is formed.

The composition of the audit committee, authority, rules of procedure and other compliance matters shall be handled in accordance with the relevant regulations of the competent authority. During the establishment of the audit committee, the terms of the supervisors in this Article of Incorporation shall cease to apply except that the supervisors may still apply for the payment of the supervisor's remuneration for the year in which he/she is appointed.

Article 20

The Board of Directors is organized by the directors. The directors shall elect a Chairman of the Board of Directors, and may elect Vice Chairman of the Board of Directors, from among themselves by a majority in a meeting attended by more than Two-thirds of directors. The Chairman shall have the authority to represent the Company. The Chairman shall

preside at the meeting for the Board of Directors. In the event Chairman is incapable of performing duties, Vice Chairman shall act on his behalf pursuant to the Article 208 of the Company Act. If there is no Vice-Chairman or Vice-Chairman who also asks for leave or is incapable of performing duties, the Chairman shall appoint one of the directors to act on his behalf. In case the Chairman fails to appoint any director to act on his behalf, the person to act on his behalf may be elected by and among the directors. , Directors shall attend the board meeting in person. Any director who is unable to attend the board meeting shall appoint another director as his proxy. Each director is limited to act as a proxy by one person only.

Article 21 The Board of Directors' (hereinafter "BOD") meeting should be convened at least once every quarter. Each BOD director and supervisor is entitled to be informed with the agenda 7 days prior to the meeting. However, an ad-hoc meeting may occur in the case of emergency. The notification of the aforesaid meeting can be made in written, via email or facsimile or other electronic manner.

Chapter 5 Managers and Employees

Article 22 The Company shall have one President whose appointment, discharge and remuneration shall be handled according to Article 29 of the Company Act. For the appointment or demission of other non-appointed managers (including but not limited to vice president), the president shall obtain the Chairman's consent then submit to the Board of Directors to be approved by a majority of directors in a meeting attended by more than half of the directors.

Chapter 6 Accounting

Article 23 The Company's fiscal year starts from January 1 and ends on December 31. At the end of every year, the Board of Directors shall prepare the statements and records of accounts in compliance with the Company Act and submit it to shareholders' general meeting for recognition.

Article 24 The Company shall dispatch 10% to 20% of the annual profit to the employee remuneration and no more than 2% to directors and supervisors as remuneration. However, when the Company still has accumulated losses, the Company shall offset the accumulated losses. The "annual profit" in the preceding paragraph means the year's pre-tax

benefits before deducting the distribution of employees' remuneration and directors and supervisors' remuneration.

Employee remuneration could be by stock or by cash. The object of the issue of shares or cash including the employees of subsidiaries or parents of the Company who meet certain conditions. The term of "certain condition" is authorized to be set by the Board of Directors.

Dispatched remuneration of employees and directors shall be decided by the Board of Directors with more than two-thirds of the directors present and resolved by majority of the attended directors and report to shareholder meeting.

Article 25

The surplus earning distribution or loss offsetting of the Company may be made after the end of each quarter.

If there is any proposal of surplus earning distribution or loss offsetting of the Company in the first three quarters, it, together with the business report and financial statements, should be forwarded to supervisors for their auditing, and afterwards be submitted to the Board of Directors for approval before the end of the next quarter. If such surplus earning is distributed in the form of cash, it shall be resolved by the Board of Directors and reported to the shareholders' meeting in accordance with the provisions of Article 228-1 and paragraph 5, Article 240 of Company Act.

The Company shall distribute the after-tax profit after annual accounting settlement, shall first make up for the losses, then allocate 10% as legal reserve. However while such legal reserve amounts to the total authorized capital, this provision shall not apply and, if necessary, allocate or reverse special reserve. Balance plus the previous cumulative undistributed earnings to be allocated surplus, in addition to discretion of reservations, the distribution shall be proposed by the Board of directors, if the proposal is to distribute by issuing new shares, it shall be submitted to shareholders' meeting for resolution; if the proposal is to distribute by cash, it shall be resolved by the Board of directors, and the distribution ratio shall base on the proportion of shares held by each shareholder.

Pursuant to the provisions of Article 241 of the Company Act, the Company authorizes the Board of Directors to distribute all or part of the legal reserve and capital reserve by cash under the resolution which has been adopted by a majority vote at a meeting of the board of directors attended by more than two-thirds of all the directors, and the distribution shall be reported to the shareholders' meeting after resolved.

The Company is in the stable growth period. To in line with current and future development plans, investment environment, fund demand and competition from domestic and foreign regions, the distribution of earnings shall be executed in compliance with each of the above regulations, for which shareholders' interest and capital adequacy ratio shall be also taken into account. Besides, the shareholders' dividends to be distributed for the year is in the range from 10% to 80% of the distributable surplus for the year, and the ratio of cash dividends to be distributed shall not be less than 10% of the total dividends to be distributed.

Chapter 7 Supplementary Provisions

- Article 26 Any relevant matter not provided for in these articles of incorporation shall be handled in accordance with related regulations.
- Article 27 The Articles of Incorporation was set up at the meeting of the promoters on August 7, 2020.