

C.C.P. Contact Probes Co., Ltd.

Articles of Incorporation

Chapter I General Provisions

Article 1 The Company is incorporated under the Company Act of the Republic of China and named "C.C.P. Contact Probes Co., Ltd."

Article 2 The scope of business operated by the Company is as follows:

1. CB01010 machinery and equipment manufacturing.
2. CB01020 office machinery manufacturing.
3. F213030 computer equipment and transactional retailing.
4. F213080 mechanical appliances retailing.
5. CC01120 data storage media manufacturing and duplication industry.
6. CC01060 manufacturing business of wire telecommunication machinery and apparatus.
7. CC10170 manufacturing business of wireless telecommunication machinery and apparatus.
8. CC01080 manufacturing business of electronic parts and components.
9. F219010 Electronic materials retailing.
10. C804020 manufacturing business of rubber product for industrial purpose.
11. CD01030 manufacturing business of vehicle and its parts.
12. CD01040 manufacturing business of automobile and its parts.
13. F114020 Motorcycle wholesale trade.
14. F114030 wholesale business of motorcycle.

15. F199990 other wholesale business and magnetic iron.
16. F214020 retail business of motorcycle.
17. F214030 retail business of vehicle and motorcycle's parts.
18. F299990 other retail business and magnetic iron.
19. F401010 International trade.
20. ZZ99999 except permitted business, all other businesses not prohibited or restricted by the laws.
21. CA04010 metal surface treating.

Article 3 The Company shall have its head office in New Taipei City, Taiwan Province and shall set up domestic and overseas branch offices when necessary upon the approval of the Board of Directors.

Article 4 The Company may make reinvestment to other business if needs by business and shall not be subject to the restriction of Article 13 of Company Law.

Article 5 The Company may provide endorsement and guarantee and act as a guarantor when the Company deems it necessary to carry out any of its business activities.

## Chapter II Capital Stock.

Article 6 The total capital stock of the Company shall be in the amount of NT\$750,000,000, divided into 75,000,000 shares, at a par value of Ten New Taiwan Dollars(NT\$10) each, and shall be issued in installments subject to the authorization to the Board of Directors.

Within the aforementioned capital, NT\$40,000,000 divided into 4,000,000 shares shall be reserved for issuing warrants to be subscribed by employee, that shall be issued in installments subject to the resolution of the Board of Directors.

Article 7 The share certificates of the Company shall be assigned with serial numbers, affixed with the signatures or personal seals of three or more Directors. The share certificates shall be duly certified or authenticated by the competent authority or a certified institution appointed by the competent authority before issuance. When the Company issues shares without printing share certificates, the shares shall be registered in a securities central depository institution. For the new shares to be issued by the Company, the Company may be exempted from printing any share certificate for such shares, however, those shares shall be registered in a securities central depository institution. The new shares, its issuance is in accordance with the regulation of preceding item, the deposit for the share certificates be merged to print or the shares exempted from printing share certificates, that shall be conducted as per the instruction of securities central depository institution, and also shall be merged to replace with the securities with large amount of par value as per the demand of securities central depository institution.

Article 8 All share certificates of the Company shall be handled in accordance with the related statute and the regulation of government authority.

Article 9 Except otherwise regulated by law, the transfer of share certificates shall be endorsed by shareholder and then can be transferred, and shall register the true name of transferee on the share certificate, and shall register the true name of transferor on the shareholder's roster of the Company.

Article 10 Registration for transfer of shares shall be suspended 60 days before the date of a general meeting of shareholders, and 30 days before the date of any extraordinary meeting of shareholders, or within five days before the day on which dividends, bonus, or any other benefit is scheduled to be paid by the Company.

### Chapter III Shareholders' Meetings

Article 11 Shareholders' meetings of the Company shall be of two types, namely general meetings and extraordinary meetings. General meetings shall be convened once a year within six months after the close of each fiscal year. When necessary, extraordinary meetings shall be convened in accordance with the related rules.

Article 12 A notice to convene a general meeting shall be given to the shareholders no later than 30 days or 45 days to the silent shareholders prior to the scheduled meeting date. A notice to convene an extraordinary meeting shall be given to the shareholders no later than 15 days or 30 days to the dormant shareholders by public announcement.

Article 13 A shareholders' meeting shall be presided over by the President. In case of President's absence, the Presidents shall designate one director to act on his/hers behalf. In the absence of such designation, the directors shall elect one to act on behalf. If the meeting is convened by the person with right to convene other than the Board of Directors, then the meeting shall be presided over by the said person. If more than two persons with right to convene, they shall elect one among themselves as the chairman of the meeting.

Article 14 Each share of stock shall be entitled to one vote provided that the condition stipulated by Article 179 of the Company Law. In case a shareholder fails to attend the shareholders' meeting personally, the shareholder may appoint a proxy to vote and shall be handled in accordance with the regulation of "Rules on the use of proxy to attend shareholders' meeting of a listed company".

Article 15 Unless otherwise provided for in the Company Law, a resolution made by a shareholders' meeting shall be adopted if voted in favor by the majority of votes at a shareholders' meeting at which shareholders of more than one-half of the total issued and outstanding shares are present.

Article 16 Resolutions adopted at the shareholders' meeting shall be recorded in the minutes and signed or sealed by the chairman of the meeting. The minutes shall be distributed to shareholders within 20 days after the meeting. Production and distribution of procedure in the preceding paragraph, the minutes can be notified by public announcement. The minutes shall include the date, time, place of the meeting, name of the chairman, resolution method, and the manner in which resolutions had been adopted as well as the essentials and result of the meeting, and shall be kept permanently during the existence of the Company. The sign-in book of attending shareholders or shareholders attended by proxies that shall be kept at least one year provided that to those whom be charged by the shareholders in accordance with the regulation of Article 189 of the Company Law, that should be kept until the end of litigation.

## Chapter IV Directors and Supervisors

Article 17 The Company shall have seven directors and three supervisors to be elected at the shareholders' meeting by the shareholders from any person with legal capacity, The tenure of office of directors and supervisors shall be three years and they shall be eligible for re-election. Among the directors aforementioned, at least two are independent director, the recognition standard of independent director that shall be examined in accordance with the regulation of securities management institutes, the election for which is to adopt the nomination system from candidates. With regard to each item of regulation of the nomination system that shall be handled in accordance with the regulation of Article 192 of the Company Law. The minimum number of aggregate shares of registered share certificate held by the entire directors and supervisors of the Company that shall be conducted in accordance with the "Numbers of Shares held by Directors and Supervisors of a Listed Company and Auditing Implementation Rules" enacted by the Securities & Futures Management Committee of Ministry of Finance and the related statutes.

Article 17-1 Among the directors of the Company should have more than half of the seats. Among the supervisors or among the directors and supervisors shall have at least one seats that may not have the following relationship:

1. Spouse.
2. Within the second-degree relative.

Article 18 The Board of Directors shall be organized by directors.

The President of the Company shall be elected by a majority of the directors present at a meeting attended by two-thirds of the directors. The President shall represent the Company to execute all the business for the Company in accordance with statutes, Articles of Incorporation, resolutions adopted by shareholders' meeting or Board of Directors. In the event that the President is on leave or fails to exercise functions and powers, the agent for whom shall be conducted in accordance with the regulation of Article 208 of the Company Law.

Article 18-1 All board Directors and Supervisors need to be notified through written notices, emails and faxes seven days prior to the convene of the board

meeting. The board shall call for an emergency meeting, but through notifications in the form of written notices, emails and faxes.

Article 19 In case that vacancies of the Board of Directors exceed one-third of the total number of the directors, an extraordinary shareholders' meeting shall be convened by Board of Directors to elect new directors to fill the vacancies, the term of office shall be subject to the limit of the original tenure of office.

If the entire members of supervisor are dismissed, an extraordinary shareholders' meeting shall be convened within 60 days by Board of Directors to elect new supervisors

Article 20 While upon expiration of term of office of directors or supervisors and fails to re-elect in time, the term of office can be extended until completion of re-election. However, the competent authorities may order the Company to re-elect as per its discretion, if any director or supervisor rejects to re-elect upon expiration of term of office, then who will be dismissed as it should be since expiration of term of office.

Article 21 The operating policy for the Company or other important items that shall be resolved by Board of Directors. Except the first time of Board of Directors' meeting shall be convened in accordance with the regulation of Article 203 of the Company Law, the other meetings shall be convened by the President and shall preside over the meeting. If the President fails to execute job duties, the President may appoint on director to act on behalf, otherwise that shall be elected by directors.

Article 22 Except otherwise regulated by the Company Law, the Board of Directors' meeting shall be attended by more than half of directors, and resolution shall be consented by a majority of directors. If any director fails to attend meeting, who may issue a proxy to enumerate the scope of authorization and to entrust other director to attend the Board of Directors but must be subject one director only.

Article 23 Resolutions adopted at the Board of Directors' meeting shall be recorded in the minutes and signed or sealed by the chairman of the meeting. The minutes shall be distributed to each director within 20 days after the meeting. The minutes shall include the essentials and result of the meeting, the minutes and sign-in book and proxy to act on behalf of attending shall be kept in the Company. permanently during the existence of the Company.

Article 24 The supervisors of the Company shall exercise supervisory right and shall attend Board of Directors to state opinions, but may not participate in voting.

Article 25 The Board of Directors has been authorized to pay salary or traffic expenses equivalent to the level of the same trader to the directors, supervisors, or the shareholders in executing business whatsoever gain or loss.

#### Chapter V Managerial Personnel

Article 26 The Company may appoint managerial personnel. The appointment and dismissal and remuneration shall be conducted in accordance with Article 29 of the Company Law.

#### Chapter VI Settlement of Accounts

Article 27 The fiscal year of the Company shall begin from January 1 and end on December 31 of each year. At the end of each fiscal year, the Board of Directors shall prepare: (1) report of operations, (2) financial statements, (3) proposal for distributing earnings or covering losses, and submit to the supervisors for their review and approval 30 days prior to the general shareholders' meeting for their recognition.

Article 28 The company shall, after its losses have been covered and all taxes and dues have been paid and at the time of allocating surplus profits, first set aside ten percent of such profits as a legal reserve, however, if the legal reserve should have reached the capital amount of the Company, that shall not be subject to this limit, and allocate for legal reserve by law, or a certain proportion in its earnings as special reserve in accordance with the regulation, then the rest shall be distributed 8~12% to employees' bonus, 1~4% to remuneration of directors and supervisors, then the rest profits together with non-distributed dividend which will be allocated to the surplus profit distributions, the surplus allocation proposal shall be prepared by Board of Directors, and then submitted to Shareholders' Meeting for resolution.

If the bonus allocated to employees is to be granted by stock, the object of which shall include the employees of subordinated company that have conformed to a certain terms and conditions, the said terms and conditons shall be established by Board of Directors.

Article 29 The dividend policy shall be based on the consideration of the industrial environment situated by the Company and shall meet with the long term financial planning of the Company, on the premise of sustainable operations and steady development and the benefit of shareholders may acquire the maximum protection, the dividend policy is planned as follows:

As per the forgoing provisions, after the surplus earning plus the non-distributed surplus of preceding year, and deems the future capital expenditure budget and fund demand condition of the Company, the surplus allocation can be made by cash dividend, stock dividend, or partial cash dividend and partial stock dividend. However, the proportion of stock dividend can not be higher than 50% of total dividend in principle. Moreover, the Company may deem the real operating condition and consider the capital budget planning of next year, the most proper dividend policy shall be determined by Board of Directors.

## Chapter VII Supplementary Provisions

Article 30 Any details not contained in this Articles of Incorporation, that shall be conducted in accordance with the Company Law ad the regulation of the related statute.

Article 31 This Articles of Incorporation was established on November 4, 1985.

The first amendment was made on December 9, 1985.

The second amendment was made on January 31, 1989.

The third amendment was made on August 5, 1991.

The fourth amendment was made on February 5, 1993.

The fifth amendment was made on May 11, 1998.



The sixth amendment was made on June 13, 1998.

The seventh amendment was made on July 14, 1999.

The eighth amendment was made on June 26, 2000.

The ninth amendment was made on June 27, 2002.

The tenth amendment was made on May 6, 2003.

The eleventh amendment was made on June 15, 2004.

The twelfth amendment was made on June 15, 2004.

The thirteenth amendment was made on September 9, 2005.

The fourteenth amendment was made on June 30, 2006.

The fifteenth amendment was made on June 17, 2011.

The sixteenth amendment was made on June 26, 2012.

The seventeenth amendment was made on June 21, 2013.

The eighteenth amendment was made on June 11, 2015.

The nineteenth amendment was made on October 5, 2015.

The twentieth amendment was made on June 24, 2016.