

Fulltech Fiber Glass Corp.

Article of Incorporation

Chapter 1 General Principles

- Article 1 The Company shall be incorporated under the Company Act of R.O.C., and its name shall be Fulltech Fiber Glass Corp.
- Article 2 The scope of business of the Company is as follows:
1. C901020 Glass and Glass Products Manufacturing.
 2. F199990 Other Wholesale Trade (Glass and Glass Products) .
 3. F299990 Retail Sale of Other Products (Glass and Glass Products) .
 4. F401030 Manufacturing Output.
 5. F601010 Intellectual Property Rights.
 6. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 Deleted.
- Article 3 The Company is registered in Yunlin County, and when it is determined to be necessary, upon the resolution of the Board of Directors, branch offices may be established domestically or overseas.
- Article 4 The Company's public announcement method shall be handled in accordance with Article 28 of the Company Act.

Chapter 2 Shares

- Article 5 The total capital of the Company shall be NT\$6,000,000,000, divided into 600,000,000 shares, at a par value of NT\$10 per share, and the Board of Directors is authorized to perform share issuance at discrete times.
- Article 6 The shares of the Company shall be in registered form, shall be signed or sealed by the director representing the Company, and may be issued according to the laws. The shares may be issued without printing share certificates and shall be registered with a centralized securities depository enterprise.
- Article 7 Shareholders shall provide their real names or titles, national identification card numbers or uniform business numbers and residences to the Company, fill out a seal and signature card, and submit it to the Company for future reference. In case of loss of the seal, a new seal may be substituted after the loss is reported to the Company in writing.
- Article 8 Registered share certificates of the Company shall be assigned only by the holder thereof by way of endorsement, and unless the name or title of the assignee shall be indicated on the share certificate, and the full name or title, national identification card number or uniform Invoice number and residence of the transferee are recorded in the shareholders' roster of the Company, such transfer shall not be set up as a defense against the Company.
- Article 9 In case of loss of share certificate, it is required to inform the Company to apply for loss, and public summon proceeding shall be applied with the court with jurisdiction to announce the abolishment of such share certificate with five days according to the provision of the Code of Civil Procedure. In addition, after a judgment of abridgment of rights is affirmed, relevant supporting documents described above shall be submitted to the Company to apply for the reissuance of new share certificate.
- Article 10 The Company may conduct reinvestment(s) in other businesses for business needs, and the reinvestment total amount shall not be subject to the limitation under Article 13 of the Company Act specifying that its reinvestment(s) shall not exceed 40% of its paid-in capital.
- Article 11 Any transfer registration of shares shall be prohibited within thirty days prior to an ordinary shareholders' meeting, fifteen days prior to an extraordinary shareholders' meeting, or five days prior to the record date for the distribution of dividends and bonuses or other interests by the Company.
After the public offering of the Company, changes in the entries of the shareholders' roster shall not be permitted within sixty days prior to the convening date of an ordinary shareholders' meeting, or within thirty days prior to the convening date of an extraordinary shareholders' meeting.

Chapter 3 Shareholders' meeting

- Article 12 The shareholders' meeting shall be classified into two types: the ordinary shareholders' meeting and extraordinary shareholders' meeting. An ordinary shareholders' meeting shall be convened once annually, and shall be convened by the Board of Directors within six months after the close of each fiscal year. An extraordinary shareholders' meeting shall be convened whenever necessary and the procedure of meeting convention shall be handled in accordance with Article 172 of the Company Act. The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.
- Article 13 Where a shareholder for any reasons cannot attend the shareholders' meeting in person, he or she may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney according to the regulation of Article 177 of the Company Act.
- Article 14 During the convening of a shareholders' meeting, the Chairman of the board shall act as the chair of the meeting. In case where the Chairman is on leave or cannot exercise his power and authority for any cause, the Chairman may appoint a director to act as a proxy thereof; where the Chairman fails to appoint a proxy, the directors shall elect one person from among the directors to act as the proxy. If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
- Article 15 Unless otherwise specified in the laws, each shareholder of the Company shall have one voting right for each share held.
- Article 16 Resolutions in the shareholders' meeting, unless otherwise specified for in the Company Act, shall be adopted by a majority vote in the meeting which is attended by shareholders who represent a majority of the total issued shares.
- Article 17 Proceedings at a shareholders' meeting shall be recorded in meeting minutes. The meeting minutes shall be signed or stamped by the Chairman of the meeting and shall be publicly announced within twenty days after the end of the meeting. The meeting minutes shall record a summary of the essential points of the proceedings and the result of the discussion. The attendance list bearing the signatures of the shareholders present at the meeting shall be maintained together with the meeting minutes and the power of attorney of the proxies in the Company according to the provision of Article 183 of the Company Act.

Chapter 4 Directors

- Article 18 Unless otherwise specified in the Company Act, a Board of Directors' meeting of the Company shall be convened by the Chairman once quarterly. For the following resolutions, such resolutions shall be adopted based on the attendance of a majority of directors and the consents of a majority of the attending directors.
1. Proposal for amendment of the Articles of Incorporation of the Company.
 2. Approval of annual budget and review of annual settlement, including the preparation and execution of annual business plan.
 3. Proposal for distribution of earnings or covering of losses.
 4. Proposal for capital increase or decrease.
 5. Relocation within the administration area specified in Article 3 of these Article of Incorporation.
 6. Establishment and dissolution of branch offices.
 7. Approval for the Company's reinvestment in other enterprises or transfer of shares.
 8. Approval for the application of financing, guarantee, acceptance and other credit and loan of the Company from a financial institution or a third party.
 9. Approval for making of endorsement, guarantee or acceptance under the name of the Company.
 10. Approval of transactions between the Company and interested parties (including affiliates) .
 11. Proposal for dissolution, liquidation or ending of business of the Company.
- Article 18-1 During the convention of Board of Directors' meeting, notices indicating the reasons of the convention shall be delivered to all directors seven days in advance; provided that in case of emergencies, such meeting may be convened at any time. The notices of meeting convention described in the preceding paragraph may be made in writing, facsimile or e-mail method.
- Article 19 For the following resolutions, such resolutions shall be adopted based on the attendance of more than two thirds of directors and the consents of a majority of the attending directors.
1. Proposal for entrusting all or an important part of the operating properties of the Company to others for management or engaging in the establishment, change or termination of joint management contract with others.
 2. Proposal and resolution on the transfer, sale, lease, pledge, mortgage or other methods of disposition on all or important parts of the Company's operating properties.
 3. Proposal for assignment of all business or properties to others such that the operation of the Company is significantly affected.
 4. Public offering of corporate bonds.
 5. Resolution for issuance of new shares within the authorized capital.

- Article 20 The Company shall have seven to nine directors, who shall be elected by the shareholders' meeting from among the persons disposing capacity, with the term of office of three years.
The elections of Directors shall be conducted in accordance with the candidates nomination system set out in Article 192-1 of the Company Act.
In the roster of directors described in the preceding paragraph, the number of independent directors shall not be less than three.
- Article 20-1 The Company may purchase liability insurance for directors during their terms with respect to the liability they are required to bear under the law for damages in relation to the scope of duties they perform, so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoing or negligence of a director.
- Article 20-2 Except where the competent authority has granted approval, any one of the following relationships may not exist among more than half of the Company's directors :
1. Spouse.
 2. Relative within the second degree of kinship.
- Article 20-3 Pursuant to the provision of Article 14-4 of the Securities and Exchange Act, the Company shall establish the Audit Committee in 2017 and the Audit Committee shall be composed of the entire number of independent directors and is responsible for the execution of the authorities of the supervisors in accordance with the provisions of the Company Act, Securities and Exchange Act and other laws and regulations.
- Article 21 When the number of vacancies of directors reaches one third of the total number of directors, the Board of Directors shall convene a shareholders' meeting according to the laws in order to fill the vacancies, and the term of office thereof shall be limited to fulfill the unexposed term of office of the predecessor.
- Article 22 In case where no election of new directors is effected after the expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new Directors within a given time limit; and if no reelection is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.
- Article 23 Directors shall form the Board of Directors. With the attendance of more than two third of the directors and the consents of more than half of the attending directors, a Chairman shall be elected among the directors, and the Chairman shall represent the Company externally. The Chairman shall execute all affairs of the Company in accordance with the laws, Article of Incorporation, resolutions of the shareholders' meeting and Board of Directors' meeting. When it is considered necessary, the Chairman may designate one director to assist the Chairman in handling the resolutions of the Board of Directors' meeting and daily material duties of the Company.

- Article 24 Except where the first meeting of each term of the Board of Directors' meeting shall be convened in accordance with Article 203 of the Company Act, the rest of the Board of Directors' meetings shall be convened by the Chairman as the chair of the meeting. In case where the Chairman is on leave or cannot exercise his/her authorities or power, the Chairman shall designate a director to act as a proxy thereof. In case where no designation is made, one person shall be elected from among the directors to act as the proxy thereof.
- Article 25 In case where a director cannot attend a Board of Directors' meeting due to reasons, he or she may issue a power of attorney indicating the scope of authority for the reasons of meeting convention in order to appoint another director to act as a proxy for attending the Board of Directors' meeting on his or her behalf, provided that the proxy shall only accept the appointment of one director only. If a board meeting is held through video conference, any director participating in the meeting through video conference shall be deemed to have attended the meeting in person.
- Article 26 Matters related to the resolutions of the Board of Directors' meeting shall be recorded in meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and shall be distributed to each director within twenty days after the meeting. The meeting minutes shall record a summary of the essential points of the proceedings and the result of the discussion. The meeting minutes and the attendance list bearing the signatures of the directors present at the meeting as well as the power of attorney of the proxies shall be maintained altogether in the Company, and the preservation period shall be handled in accordance with Article 183 of the Company Act
- Article 27 Deleted.
- Article 28 Deleted.
- Article 28-1 The remuneration of the Chairman, directors (including independent directors) shall be paid based on the participation level and the value of their contributions to the operation of the Company along with the consideration of the common standards adopted in the same industry.

Chapter 5 Managerial Officers and Employees

Article 29 The Company may have one President and several Business Unit Presidents, and the appointment, discharge and the remuneration thereof shall be handled according to Article 29 of the Company Act.

Article 30 Deleted.

Chapter 6 Final Account

- Article 31 At the end of each fiscal year of the Company, the Board of Directors shall prepare the following reports and statements for submission to the ordinary shareholder's meeting for ratification.
1. Business report.
 2. Financial statements.
 3. Proposal for distribution of earnings or covering of losses.
- Article 32 When the Company has a profit in a fiscal year, not less than 1% to 10% thereof shall be set aside for the remuneration of employees and not higher than 5% thereof shall be set aside for the remunerations of directors first. In addition, after the approval of the Board of Directors, report to the shareholders' meeting shall be made; however, when the Company is subject to accumulated losses, sufficient amount shall be reserved in priority to compensate such losses before appropriation of amounts according to the aforementioned ratio.
- Article 32-1 When the Company has surplus earnings in the final account of a fiscal year, after tax is paid according to the laws and losses are covered, 10% of such earnings shall be set aside as the legal reserve, followed by appropriating or reversing the special reserve according to the relevant laws or rules of the competent authority. Subsequently, if there is still remaining surplus earning, such remaining amount along with the accumulated undistributed surplus earnings are then submitted to the Board of Directors for the establishment of an earnings distribution proposal, followed by submitting to the shareholders' meeting for resolution on the distribution of shareholders' bonus.
- Regarding the dividend policy of the Company, since the overall industrial environment and business scale are under development, and based on the consideration of the capital expenditure plan, cash flow and operating surplus earning status as well as the shareholders' interests, the shareholders' bonuses are to be issued as a combination of both shares and cash. Furthermore, cash dividends issued, shall account for more than 20% of the total amount shareholders' bonuses issued in principle

Chapter 7 Supplemental Provisions

- Article 33 The internal organization charter of the Company shall be handled according to resolutions of the Board of Directors' meetings.
- Article 34 Any matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.
- Article 35 These Articles of Incorporation were approved by all initiators and were duly enacted on January 11, 1999. The first amendment was made on June 13, 2000. The second amendment was made on May 23, 2002. The third amendment was made on May 23, 2002. The fourth amendment was made on November 12, 2004. The fifth amendment was made on May 19, 2005. The sixth amendment was made on June 8, 2006. The seventh amendment was made on June 14, 2007. The eighth amendment was made on December 14, 2007. The ninth amendment was made on June 27, 2008. The tenth amendment was made on May 27, 2009. The eleventh amendment was made on June 30, 2010. The twelfth amendment was made on June 24, 2011. The thirteenth amendment was made on June 22, 2012. The fourteenth amendment was made on June 28, 2013. The fifteenth amendment was made on June 22, 2016. The sixteenth amendment was made on June 22, 2017. The seventeenth amendment was made on June 18, 2020. The eighteenth amendment is made on June 24, 2022. and takes effect after being resolved in the shareholders' meeting.

**Fulltech Fiber Glass Corp.
Chairman : Yuan-Pin Chang**