

Universal Microwave Technology, Inc.

Articles of Incorporation

Chapter One

General Provisions

Article I

Article I The Company is duly incorporated in accordance with provisions governing limited companies under the Company Law in the full name of Universal Microwave Technology, Inc. (Hereinafter referred to as the “Company”).

Article II

The Company shall engage in the following business:

1. CC01080 Manufacture of electronic parts & components.
2. F119010 Electronic material wholesale.
3. CC01070 Wireless Communication Mechanical Equipment Manufacturing.
4. CA02990 Other Metal Products Manufacturing
5. ZZ99999 The Company may, other than those businesses subject to special permission (franchise), engage in all businesses except those banned or restricted by laws.

Article III

As the company is a limited liability shareholder of another company, its total investment amount is not subject to the limitation of no more than 40% of the paid-in capital as specified in Article 13 of the Company Act.

Article IV

The Company is headquartered in Keelung City and may have branches set elsewhere at home and abroad as resolved by the Board of Directors. °

Article V

The company's announcement shall be handled in accordance with Article 28 of the Company Act.

Article V-1

The company may provide guarantees or collateral for property in accordance with securities management regulations.

Article V-2

The board of directors has full authority to handle the leasing, disposal, or other management matters related to idle assets.

Chapter Two

Shares

Article VI

The company's total capital is set at NT\$ 1 billion, divided into 100 million shares (including 15 million employee stock options), with a par value of NT\$ 10 per share. The board of directors is authorized to issue shares in installments.

Article VI-1

The company may transfer treasury shares to employees at a price lower than the average repurchase price or issue employee stock options at a subscription price lower than the closing price on the issue date, with the consent of more than two-thirds of the voting rights of the shareholders present at a shareholders' meeting where more than half of the total issued shares are represented. The recipients include employees of subsidiary companies who meet the conditions set by the board of directors.

Article VII

The shares of the company are registered and must be signed or stamped by the representative director and legally verified before being issued. In the event of new share issuances, the company can choose to use a registration

method without printing physical shares and instead process it through the securities central depository institution. Alternatively, physical shares may be printed for each issuance, or large-denomination securities may be consolidated and replaced upon request from the central depository institution. All share-related matters must comply with the regulations governing public offering companies and other applicable laws and regulations.

Article VIII Changes to the shareholders' register cannot be made within 60 days before the annual general meeting, 30 days before the extraordinary general meeting, or 5 days before the base date for dividend and bonus distribution or other benefits.

The transfer, succession, gift, pledge, loss, and extinguishment of shares, and other matters related to shares, shall be handled in accordance with the Company Act and other relevant laws and regulations.

Chapter Three Shareholders' meeting

Article IX There are two types of shareholders' meetings: regular and extraordinary. When the company convenes a shareholders' meeting, voting rights may be exercised in writing or electronically. A regular meeting shall be convened at least once a year by the board of directors within six months after the end of each fiscal year, and an extraordinary meeting shall be convened as necessary in accordance with the law. Unless otherwise provided by the Company Act, the shareholders' meetings shall be convened by the board of directors.

Article IX-1 The company may hold shareholders' meetings using videoconferencing or other methods announced by the central competent authority. Shareholders attending a meeting by videoconference shall be deemed present in person. The conditions, procedures, and other matters to be observed for holding a videoconferencing shareholders' meeting shall be in accordance with the regulations of the securities competent authority.

Article X A shareholder who is unavailable to attend the shareholders' meeting may duly present a power of attorney with the form provided by the Company, bearing the scope of the authorized powers to authorize a proxy to attend on-behalf. The power of attorney shall be duly used in accordance with applicable laws and ordinances and the rules promulgated by the competent authority.

If a shareholder cannot attend a shareholders' meeting due to any reason, they may issue a power of attorney printed by the company with a specified scope of authorization, sign and seal it, and appoint a proxy to attend the meeting. The proxy attendance shall be governed by Article 177 of the Company Act.

Article XI Each share of the company shall have one voting right, except as otherwise provided by law.

Article XII Resolutions of the shareholders' meeting, unless otherwise provided by the Company Act, shall be adopted by the attendance of shareholders

| | |
|---------------------|---|
| | representing more than half of the issued shares and the consent of more than half of the voting rights of the attending shareholders. |
| Article XII-1 | The proceedings of the shareholders' meeting shall be conducted in accordance with the company's rules of procedure for shareholders' meetings. |
| Article XII-2 | The chairman of the shareholders' meeting, unless otherwise provided by the Company Act, shall be the chairman of the board of directors, or a substitute shall be appointed in accordance with the provisions of the Company Act. |
| Article XII-3 | The cancellation (suspension) of the public issuance of the company's shares shall take effect only after being approved by a resolution of the shareholders' meeting. |
| Chapter Four | Directors |
| Article XIII | The company has seven to nine directors, with a term of three years. They are elected by the shareholders' meeting from among persons with legal capacity and may be re-elected consecutively. Among the aforementioned director positions in the company, the number of independent directors must not be less than three, and must not be less than one-fifth of the total director seats. The election of directors adopts the candidate nomination system stipulated in Article 192-1 of the Company Law. The acceptance method, announcement, and other related matters for the nomination of director candidates shall be handled in accordance with the relevant provisions of the Company Law, Securities and Exchange Act. |
| Article XIII-1 | The company establishes an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of all independent directors, and it is responsible for carrying out the powers and duties of supervisors stipulated in the Company Law, Securities and Exchange Act, and other laws and regulations, as well as the powers and duties of the audit committee stipulated in the Securities and Exchange Act. |
| Article XIV | Resolutions of the board of directors, except as otherwise provided by the Company Law, shall be adopted with the attendance of a majority of directors and the consent of a majority of the attending directors. When holding a board meeting through video conference, the directors participating in the meeting through video are deemed to be present in person. |
| Article XV | The board of directors is organized by the directors. With the attendance of at least two-thirds of the directors and the consent of a majority of the attending directors, they elect one chairman and one vice-chairman. The chairman represents the company externally. |
| Article XVI | When the chairman is on leave or unable to exercise his duties, the acting chairman shall handle the matter according to Article 208 of the Company Law. Directors shall attend board meetings in person. If a director cannot attend due to any reason, he/she shall issue a power of attorney in accordance with the law, specifying the scope of authorization for the matters to be convened, |

and entrust another director to attend on his/her behalf. The aforementioned proxy is limited to one person.

All affairs of the company, except those that must be resolved by the shareholders' meeting according to laws, regulations, or the articles of association, may be resolved by the board of directors.

Article XVI-1

When convening a board meeting, the matters to be discussed shall be specified and written notice shall be given to each director seven days in advance. However, in case of emergency, a meeting may be convened at any time. The convening of the company's board meeting may be notified to each director by written, email, or fax methods.

Article XVII

(deleted)

Article XVIII

The remuneration of the company's directors, regardless of the company's operating profit or loss, is paid by the company. The remuneration is authorized by the board of directors to be determined according to the directors' involvement in and contribution to the company's operations, and with reference to the usual levels in the industry. If the company has a profit, additional remuneration will be distributed according to the provisions of Article 21.

Article XVIII-1

During the term of office of the directors, the company may purchase liability insurance for them to cover the compensation liability they should bear according to the law within the scope of their business execution, in order to reduce and diversify the risk of significant damages to the company and shareholders caused by illegal acts of directors.

Chapter Five

Managers

Article XIX

The Company may, as resolved in the Board of Directors, have a certain number of managers all of whom shall be duly appointed, discharged and paid in accordance with Article 29 of the Company Law.

The authority to manage the company's affairs and sign documents, as well as the scope of this authority, shall be separately determined by the board of directors.

Chapter Six

Accounting

Article XX

The company shall, at the end of each fiscal year, submit the following documents to the board of directors for resolution upon the agreement of the audit committee: (1) financial statements, and the board of directors shall prepare (2) a business report, and (3) a proposal for profit distribution or loss offsetting. These documents shall be submitted to the audit committee for review 30 days before the regular shareholders' meeting. The audit committee shall then issue a report on the preparation and review of the aforementioned (1) financial statements, (2) business report, and (3) profit distribution or loss offsetting proposal, and submit it to the regular shareholders' meeting for approval.

Article XXI

If the company has annual profits (profits are defined as pre-tax income minus employee and director remuneration), it shall allocate no less than 8% for employee remuneration and no more than 3% for director remuneration. However, if the company has accumulated losses (including adjustments to undistributed earnings), the amount needed to offset the losses shall be reserved first.

Employee remuneration in the preceding paragraph may be in the form of stocks or cash, and the recipients may include employees of subsidiary companies who meet the conditions set by the board of directors. The director remuneration in the preceding paragraph shall only be in cash.

The matters in the preceding two paragraphs shall be resolved by the board of directors and reported to the shareholders' meeting.

Before the establishment of the audit committee of the company, the remuneration of the supervisors shall be distributed in the same way as the director remuneration, with a maximum of 3% of annual profits, and the provisions of this article shall apply.

Article XXI-1

If there is net profit after tax upon the final settlement of account of each fiscal year, the Company shall first to offset any previous accumulated losses (including unappropriated earnings adjustment if any) and set aside a legal reserve at 10% of the net profits, unless the accumulated legal reserve amounts reach to the total capital of the Company; then set aside special reserve in accordance with relevant laws or regulations or as requested by the authorities in charge.

The remaining surplus, along with the undistributed earnings (including the adjustment of the undistributed earnings amount) at the beginning of the period, will be proposed by the board of directors for a profit distribution plan. The board of directors, with the attendance of more than two-thirds of the directors and the resolution of the majority of the attending directors, will distribute dividends and bonuses or the entire or part of the legal reserve and capital reserve as specified in Article 241(1) of the Company Act., in the form of cash, and report to the shareholders' meeting. The part of the distribution in the form of stock dividends will need to be approved by the shareholders' meeting.

The company's dividend policy is to allocate no less than 10% of distributable earnings each year for shareholders' dividends and bonuses, taking into account current and future development plans, investment environment, capital needs, domestic and international competition, and shareholder interests. However, if the accumulated distributable earnings are less than 10% of the paid-in capital, no distribution will be made. Dividends and bonuses for shareholders can be distributed in cash or stock, with cash dividends no less than 10% of the total dividend amount.

Chapter Seven**Bylaws****Article XXII**

(Delete)

Article XXIII

Any matters insufficiently provided for in the Articles of Incorporation shall be subject to the Company Law and other applicable laws and ordinances.

Article XXIV

The Articles were duly stipulated on August 23, 1999.

The Articles were duly amended on July 21, 2000 as the 1st amendment
The Articles were duly amended on May 31, 2001 as the 2nd amendment
The Articles were duly amended on June 10, 2002 as the 3rd amendment
The Articles were duly amended on May 29, 2003 as the 4th amendment
The Articles were duly amended on June 18, 2004 as the 5th amendment
The Articles were duly amended on May 31, 2005 as the 6th amendment
The Articles were duly amended on June 9, 2006 as the 7th amendment
The Articles were duly amended on December 21, 2006 as the 8th amendment
The Articles were duly amended on June 28, 2007 as the 9th amendment
The Articles were duly amended on June 28, 2007 as the 10th amendment
The Articles were duly amended on June 6, 2008 as the 11th amendment
The Articles were duly amended on June 10, 2009 as the 12th amendment
The Articles were duly amended on June 18, 2010 as the 13th amendment
The Articles were duly amended on June 21, 2012 as the 14th amendment
The Articles were duly amended on June 14, 2016 as the 15th amendment
The Articles were duly amended on June 21, 2019 as the 16th amendment
The Articles were duly amended on June 24, 2021 as the 17th amendment
The Articles were duly amended on June 15, 2022 as the 18th amendment
The Articles were duly amended on June 21, 2023 as the 19th amendment