

(Translation)

ARTICLES OF INCORPORATION

Chapter 1: General Principles

Article 1:

The Company is incorporated as a company limited in accordance with the Company Law (the "Company Law") and shall have the name of Shihlin Electric & Engineering Corporation.

Article 2 :

The Company shall conduct business in the following areas :

1. CB01010. Machinery and Equipment Manufacturing.
2. CB01030. Pollution Controlling Equipment Manufacturing.
3. CB01990. Other Machinery Manufacturing Not Elsewhere Classified.
4. CC01010. Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing.
5. CC01030. Electric Appliance and Audiovisual Electric Products Manufacturing.
6. CC01040. Lighting Facilities Manufacturing.
7. CC01060. Wired Communication Equipment and Apparatus Manufacturing.
8. CC01070. Telecommunication Equipment and Apparatus Manufacturing.
9. CC01080. Electronic Parts and Components Manufacturing.
10. CC01990. Electrical Machinery, Supplies Manufacturing.
11. CD01020. Tramway Cars Manufacturing.
12. CD01030. Automobiles and Parts Manufacturing.
13. CD01040. Motor Vehicles and Parts Manufacturing.
14. CE01030. Photographic and Optical Equipment Manufacturing.
15. D401010. Heat Energy Supplying
16. E601010. Electric Appliance Construction.
17. E601020. Electric Appliance Installation.
18. E603050. Cybernation Equipments Construction
19. E604010. Machinery Installation Construction.
20. E701010. Basic Telecommunications Equipment Construction.
21. E701040. Basic Telecommunications Equipment Construction
22. F107010. Wholesale of Paints, Varnishes and Lacquers
23. F107170. Wholesale of Industrial Catalyst
24. F107200. Wholesale of Chemistry Raw Material
25. F111090. Wholesale of Building Materials
26. F112040. Wholesale of Petrochemical Fuel Products
27. F113010. Wholesale of Machinery.
28. F113020. Wholesale of Household Appliance.

- 29.F113050. Wholesale of Computing and Business Machinery Equipment.
- 30.F113060. Wholesale of Metrological Instruments.
- 31.F113070. Wholesale of Telecom Instruments.
- 32.F113100. Wholesale of Pollution Controlling Equipments. 33. 33.F114030. Wholesale of Motor Vehicle Parts and Supplies.
- 34.F116010. Wholesale of Photographic Equipment.
- 35.F119010. Wholesale of Electronic Materials.
- 36.F207170. Retail Sale of Industrial Catalyst
- 37.F213010. Retail Sale of Household Appliance.
- 38.F213030. Retail sale of Computing and Business Machinery Equipment.
- 39.F213050. Retail Sale of Metrological Instruments.
- 40.F213060. Retail Sale of Telecom Instruments.
- 41.F213080. Retail Sale of Machinery and Equipment.
- 42.F213100. Retail Sale of Pollution Controlling Equipments.
- 43.F214030. Retail Sale of Motor Vehicle Parts and Supplies.
- 44.F216010. Retail Sale of Photographic Equipment.
- 45.F219010. Retail Sale of Electronic Materials.
- 46.F401010. International Trade.
- 47.H701010. Residence and Buildings Lease Construction and Development .
- 48.H701040. Specialized Field Construction and Development.
- 49.H701060. New County and Community Construction and Investment.
- 50.IG01010. Biotechnology Services
- 51.IG03010. Energy Technical Services
- 52.I30100. Software Design Services
- 53.I301020. Data Processing Services.
- 54.I401010. General Advertising Services.
- 55.IZ01010. Copying Services.
- 56.JZ99030. Photographic Studios.
- 57.CE01021. Metrological Instruments Manufacturing.
- 58.F401021. Restrained Telecom Radio Frequency Equipments and Materials Import.
- 59.E103101. Environmental Protection Construction.
- 60.J101060. Wastewater (Sewage) Treatment
- 61.J101990. Other Environmental Protection Construction
- 62.ZZ99999. All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 :

Where the Company invests in other companies and becomes a shareholder with limited liability, its total investment should exceed 40 percent of the paid-up share capital of the company.

Article 4 :

Where necessary, the Company may require external assurances.

Article 5 :

The Company has its head-office in Taipei City, Taiwan. Subject to the approval of the Board of Directors and government authority, the Company may, if necessary, set up additional branches or business offices in Taiwan, or outside Taiwan.

Article 6 :

Public notices by the Company shall be made in accordance with the Company Law.

Chapter 2: Shares

Article 7 :

The Company's total capital shall be 5.8 billion New Taiwan Dollars

(NT\$5,800,000,000) divided into 580,000,000 shares of NT\$10 each. The Board of

Directors is authorized to issue the un-issued shares in separate tranches.

Article 8 :

Matters relating to the Company's shares shall be dealt with according to the

Provisions of the "Regulations Governing Handling of Stock Affairs by Public

Companies" and the relevant laws and regulations.

Chapter 3: Shareholders' Meetings

Article 9 :

The shareholders' meetings shall be general or extraordinary shareholders' meetings.

— General shareholders' meeting shall be held once a year within 6 months of the end of the Company's financial year.

— Extraordinary shareholders' meeting shall be convened by the Board of Directors where it deems necessary.

Article 10:

Each share has one voting right.

Article 11 :

Unless otherwise stipulated by the Company Act, attendance of shareholder's proxies shall be in accordance with the provisions of "Regulation Governing the Use of Proxies For Attendance of Shareholders' Meeting of Public Companies".

Article 12:

Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent a majority of the total issued shares. According to the competent authority's requirement, the Company's shareholders may exercise their voting rights by means of electronic transmission, and the shareholders' who exercise voting rights by means of electronic transmission shall be deemed attending the meeting in person. The related matters shall be handled in accordance with the relevant laws and regulations.

Article 13 :

The Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of the Directors. In case the Chairman is on leave or absent or can not exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves an acting chairman for the meeting.

Chapter 4: Chapter IV. Board of Directors and *Audit Committee*

Article 14:

The Company has 15~19 directors with three-year terms of office who shall be elected at the shareholders' meeting from the *name list of candidates* under the candidate nomination system, and who are eligible for re-election.

The directors referred to in the preceding paragraph shall consist of no less than three independent directors who shall account for no less than one-fifths of the director seats.

The independent and non-independent directors shall be elected at the same time, but in separately calculated numbers.

The professional qualifications, restrictions on shareholders and concurrent positions held, assessment of independence, method of nomination and election, and other matters for compliance with respect to independent directors shall be governed by the Securities and Exchange Act and related laws.

Article 15 :

The Company shall have 5 directors. In case the Chairman is on leave or absent or can not exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of

such a designation, the Directors shall elect from among themselves an acting chairman for the meeting.

Article 16 :

Meetings of the Board of Directors shall be convened quarterly by the Chairman.

Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the Directors. The Chairperson may, where necessary, convene extraordinary meetings of the Board at any time.

Article 17 :

The functions and responsibilities of the Board of Directors shall be as follows : 1. Propose and review amendments to the Articles of Incorporation. The operational guidelines of the decisions.

Approve budget and review the results at year-end.

Proposals for allocation of surplus profits or for making up losses.

Propose capital increases or decreases.

Propose and review plans in connection with transferring securities, sales, leases, pledges, mortgages, or disposal of all or a substantial portion of the assets of the Company.

Appoint or remove corporate officials at the level of vice presidents and higher.

Decisions concerning institutional restructuring of the company and other important matters.

Review annual reports.

Perform such other duties and responsibilities as prescribed by law or authorized at shareholder's meetings.

Article 18 :

Meetings of the Board of Directors **shall** be convened quarterly by the Chairman.

Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the Directors. The Chairman may, where necessary, convene extraordinary meetings of the Board at any time. When a Director is unable to attend the meeting of the Board of Directors in person, he/she may be represented by another Director in accordance with laws.

Article 19 :

Except as otherwise provided by Law, a resolution of the board of directors

shall be adopted at a meeting attended by a majority of the directors with the consent of a majority of the directors present at the meeting.
A resolution of the board should be signed by the chairman.

Article 19-1:

The Remuneration Committee is authorized to propose the remuneration to the Company's directors (including independent directors) based on the Company's overview of business and in accordance with the standard prevailing in the same trade, and report the same to the Board of Directors for resolution pursuant to laws.

Article 20:

The Company has 3 supervisors with three-year terms of office who shall be elected by the shareholders' meeting from amongst the persons with disposing capacity, subject to the candidate nomination system, and who are eligible for re-election.

Article 21 :

The functions and responsibilities of the Supervisors shall be as follows :

Examine business of the Company.

Examine business and financial conditions of the Company, examine the books, records and documents.

The supervisors ask about a variety of reports at the shareholders' and provide advice.

Perform such other duties and responsibilities as prescribed by law or authorized at shareholder's meetings.

Article 22 :

The supervisors may be present at a meeting of the board of directors, or may be present at a meeting of supervisors without the right to vote.

Article 22-1:

The Company shall establish an Audit Committee pursuant to laws, which shall consist of all independent directors of the Company.

The functions to be exercised by supervisors pursuant to the Company Act, Securities and Exchange Act and other laws shall be exercised by the Audit Committee. Term of office, functions, parliamentary rules, and resources to be provided by the Company when the Committee exercises functions, with respect to the Audit Committee shall be defined separately pursuant to the Articles of Association of the Audit Committee pursuant to laws.

The requirements referred to in the preceding three paragraphs shall apply

as of the date when the new directors are elected at a shareholders' meeting 2017.

Article 22-2:

The provisions about supervisors referred to in Articles 20~22 and in Chapter IV shall cease to take effect as of the date when Article 22-1 herein takes effect.

Chapter 5 : Managers

Article 23 :

The Company shall have a General Manager, Deputy General Managers, a Factory Director, a Chief Engineer, and branch managers. The appointment and dismissal of the above staff shall be approved by the resolutions of the Board of Directors and adopted by a majority of the Directors at meetings attended by a majority of the Directors.

Chapter 6 : Accounting

Article 24 :

The Company's fiscal year shall commence on January 1st of each year, and end on December 31st of the same year. The final accounts are settled at the end of the Company's fiscal year. The Board of Directors shall, in accordance with laws, furnish various documents and statements and forward the same to the Supervisors for review prior to the general shareholders' meeting, following which the said statements reviewed by the Supervisors and their reports shall be submitted for approval at the general shareholders' meeting.

Article 25:

If the Company retains earnings in the current year, it shall allocate the profit in the same manner:

- 1. No more than 4% for remuneration to directors/supervisors;***
- 2. 1% ~8% for remuneration to employees.***

Notwithstanding, if the Company retains accumulated losses, it shall reserve the amount to be covered in advance.

The retained earnings refer to earnings before the income before tax less remuneration to directors/supervisors and employees.

Article 25-1:

If the Company retains earnings after final fiscal year accounting, it shall first pay the taxes, offset any losses made in previous years, and set aside the legal reserve of 10% of the earnings, and allocate special reserve from the remaining profit, if any, in the current year. The allocation of a

special reserve and distribution of stock dividend and bonus shall be subject to the resolution made by the shareholders' meeting on the motion submitted by the Board of Directors.

Said information shall be posted on the M.O.P.S. pursuant to laws.

The Company will plan allocation of the stock dividends subject to the status of profit sought by the Company, funding need for future operating plans and changes in the industrial environment, and allocate no less than 5% of the remaining profit, if any, plus accumulated undistributed earnings from the previous year as the stock dividend and bonus. Among the other things, the cash dividend and bonus shall be no less than 20% of the total stock dividends and bonus. The percentage or method for the allocation of stock dividends to shareholders is adjusted subject to the Company's overview of business, and the resolution made by a shareholders' meeting on the motion for allocation drafted and submitted by the Board of Directors.

Chapter 7 : Supplementary Regulations

Article 26 :

Additionally the organizational rules and bylaws of the Company may be redrawn and amended.

Article 27 :

For matters not covered herein, provisions in the Company Law shall govern.

Article 28 :

Matters relating to Company's Shares shall be dealt with according to the provisions of "Regulations Governing Handling of Stock Affairs by Public Companies" and the relevant laws and regulations.

Article 29:

These Articles were enacted on August 1, 1955.... (omitted).

48th amendments hereto were made on June 8, 2016.