

Articles of Incorporation

Chapter I General

1. This company is incorporated under the Company Act of the Republic of China, in the name of “CTCI Corporation” (hereinafter the “Company”).

2. Scope of the Company’s business activities include the following:
 - 1 B101010 Coal Mining
 - 2 B102010 Crude Petroleum and Natural Gas
 - 3 B201010 Metal Ore Mining
 - 4 B202010 Nonmetallic Mining
 - 5 B601010 On land Clay and Stone Quarrying
 - 6 C801010 Basic Industrial Chemical Manufacturing
 - 7 C801020 Petrochemical Manufacturing
 - 8 C801030 Precision Chemical Materials Manufacturing
 - 9 C801060 Synthetic Rubber Manufacturing
 - 10 C801100 Synthetic Resin & Plastic Manufacturing
 - 11 C801110 Fertilizer Manufacturing
 - 12 C801120 Manmade Fiber Manufacturing
 - 13 C801990 Other Chemical Materials Manufacturing
 - 14 C802120 Industrial Catalyst Manufacturing
 - 15 C802200 Paints, Varnishes, Lacquers, Dyeing Mills and Dyestuff Manufacturing
 - 16 C802990 Other Chemical Products Manufacturing
 - 17 C901040 Concrete Mixing Manufacturing
 - 18 C901050 Cement and Concrete mixing manufacturing
 - 19 CA01010 Iron and Steel Refining
 - 20 CA01020 Iron and Steel Rolls over Extends and Crowding
 - 21 CA01030 Iron and Steel Casting
 - 22 CA01050 Iron and Steel Rolling, Drawing, and Extruding
 - 23 CA01990 Other Non-ferrous Metal Basic Industries
 - 24 CA02010 Metal Architectural Components Manufacturing
 - 25 CA02050 Metal Valves Manufacturing
 - 26 CA02060 Metal Containers Manufacturing
 - 27 CA02080 Metal Forging industry
 - 28 CA03010 Metal Heat Treating
 - 29 CA04010 Metal Surface Treating
 - 30 CB01010 Machinery and Equipment Manufacturing
 - 31 CB01030 Pollution Controlling Equipment Manufacturing
 - 32 CB01990 Other Machinery Manufacturing Not Elsewhere Classified
 - 33 CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
 - 34 CC01040 Electric Wires and Cables Manufacturing
 - 35 CC01080 Electronic Parts and Components Manufacturing
 - 36 CC01090 Batteries Manufacturing
 - 37 CC01110 Computers and Computing Peripheral Equipments Manufacturing
 - 38 CC01120 Data Storage Media Manufacturing and Duplicating
 - 39 CC01990 Electrical Machinery, Supplies Manufacturing
 - 40 CD01020 Tramway Cars Manufacturing
 - 41 CE01010 Precision Instruments Manufacturing
 - 42 D101040 Non-Public Electric Power Generation

43	D101050	Steam and Electricity Paragenesis
44	D301010	Water Supply
45	D401010	Heat Energy Supplying
46	E103101	Environmental Protection Construction
47	E401010	Dredge Engineering
48	E402010	Ballast and Mud Construction on Sea
49	E501011	Water Pipe Construction
50	E502010	Fuel Pipe Construction
51	E599010	Pipe Lines Construction
52	E601010	Electric Appliance Construction
53	E601020	Electric Appliance Installation
54	E603010	Cables Construction
55	E603020	Elevator Construction
56	E603040	Fire Fighting Equipments Construction
57	E603050	Cybernation Equipments Construction
58	E603080	Traffic Signals Construction
59	E603090	Illumination Equipments Construction
60	E603100	Electric Welding Construction
61	E603110	Quench Construction
62	E603120	Sand Spurting Construction
63	E603130	Gas Water Heater Construction
64	E604010	Machinery Installation Construction
65	E605010	Computing Equipments Installation Construction
66	E701020	Channel KU and C of Satellite TV Equipments and Materials Construction
67	E701030	Restrained Telecom Radio Frequency Equipments and Materials Construction
68	E801010	Building Maintenance and Upholstery
69	E801020	Doors and Windows Construction
70	E801030	Interior Light Rigid Frame Construction
71	E801040	Glass Construction
72	E801070	Kitchen and Bath Facilities Construction
73	E901010	Painting Construction
74	E903010	Eroding and Rusting Construction
75	EZ02010	Derrick Construction
76	EZ03010	Furnace Installation Construction
77	EZ05010	Apparatus Installation Construction
78	EZ06010	Traffic Labels Construction
79	EZ07010	Drilling Construction
80	EZ09010	Static Electricity Protecting and Clearing Construction
81	EZ13010	Nucleus Construction
82	EZ14010	Sports Ground Equipments Construction
83	EZ15010	Warming and Cooling Maintenance Construction
84	EZ99990	Other Construction
85	F106010	Wholesale of Ironware
86	F107170	Wholesale of Industrial Catalyst
87	F107200	Wholesale of Chemistry Raw Material
88	F107990	Wholesale of Other Chemical Products
89	F113010	Wholesale of Machinery
90	F113020	Wholesale of Household Appliance

91	F113030	Wholesale of Precision Instrument
92	F113050	Wholesale of Computing and Business Machinery Equipment
93	F113060	Wholesale of Metrological Instruments
94	F113070	Wholesale of Telecom Instruments
95	F113090	Wholesale of Traffic Signal Equipments and Materials
96	F113100	Wholesale of Pollution Controlling Equipments
97	F114080	Wholesale of Tramway Cars and Parts
98	F117010	Wholesale of Fire Fighting Equipments
99	F118010	Wholesale of Computer Software
100	F119010	Wholesale of Electronic Materials
101	F120010	Wholesale of Refractory Materials
102	F199010	Wholesale of Recycling Materials
103	F199990	Other Wholesale Trade
104	F206010	Retail Sale of Ironware
105	F207170	Retail Sale of Industrial Catalyst
106	F207200	Retail sale of Chemistry Raw Material
107	F207990	Retail Sale of Other Chemical Products
108	F211010	Retail Sale of Building Materials
109	F213010	Retail Sale of Household Appliance
110	F213030	Retail sale of Computing and Business Machinery Equipment
111	F213040	Retail Sale of Precision Instruments
112	F213050	Retail Sale of Metrological Instruments
113	F213060	Retail Sale of Telecom Instruments
114	F213080	Retail Sale of Other Machinery and Equipment
115	F213090	Retail Sale of Traffic Signal Equipments and Materials
116	F213100	Retail Sale of Pollution Controlling Equipments
117	F214080	Retail Sale of Tramway Cars and Parts
118	F217010	Retail Sale of Fire Fighting Equipments
119	F218010	Retail Sale of Computer Software
120	F219010	Retail Sale of Electronic Materials
121	F220010	Retail Sale of Refractory Materials
122	F299990	Retail Sale of Other Retail Trade Not Elsewhere Classified
123	F401010	International Trade
124	H701010	Residence and Buildings Lease Construction and Development
125	H701020	Industrial Factory Buildings Lease Construction and Development
126	H701030	Funeral Places Lease Construction and Development
127	H701040	Specialized Field Construction and Development
128	H701050	Public Works Construction and Investment
129	H701060	New County and Community Construction and Investment
130	H701070	Land Levy and Delimit
131	H701080	Reconstruction within the renewal area
132	H701090	Renovation, or maintenance within the renewal area
133	H702010	Construction Management
134	H703090	Real Estate Commerce
135	H703100	Real Estate Rental and Leasing
136	H703110	Senior Citizen's Development
137	I101061	Engineering Consultancy
138	I101070	Agriculture, Forestry, Fishing and Animal Husbandry Consultancy
139	I102010	Investment Consultancy
140	I103060	Manages Consultant Business

141	I199990	Other Consultancy
142	I301010	Software Design Services
143	I301020	Data Processing Services
144	I301030	Digital Information Supply Services
145	I501010	Product Designing
146	I503010	Landscape and Interior Designing
147	I599990	Other Designing
148	IF01010	Fire Fighting Equipments Overhauling
149	IF02010	Electricity Equipments Checking and Maintenance
150	IF04010	Harmless Checking Services
151	IG01010	Biotechnology Services
152	IG02010	Research Development Service
153	IG03010	Energy Technical Services
154	IZ09010	Management System Verification
155	IZ13010	Internet Identify Services
156	IZ15010	Marketing Research and Opinion Poll
157	IZ99990	Other Industry and Commerce Services Not Elsewhere Classified
158	J101010	Buildings Cleaning Service
159	J101030	Waste Disposing
160	J101040	Waste Disposing
161	J101050	Sanitary and Pollution Controlling Services
162	J101060	Wastewater (Sewage) Treatment
163	J101070	Radwaste Disposing Service
164	J101080	Waste Recycling
165	J101090	Waste Collecting and Disposing
166	J101990	Other Environmental Protection Construction
167	J399990	Other Publishers Not Elsewhere Classified
168	JD01010	Industry and Commerce Credit Bureau Services
169	JE01010	Rental and Leasing Business
170	ZZ99999	All business items that are not prohibited or restricted by law, except those that are subject to special approval

3. The Company has established its headquarter in Taipei, R.O.C., and may establish branches within or outside of the territory of R.O.C.
4. Public announcement of the Company shall be made in accordance with the Company Act and other relevant rules and regulations.

Article 4-1 To the extent of the necessary practice, the Company may make endorsement and guarantee according to the Rules governing procedure for making of endorsements or guarantees.

Chapter II Capitals

5. The Company has an authorized capital of NT\$9 billion dollars, divided into 900 million shares at NT\$10 dollars par value per share. For shares that are not issued, the Company hereby authorizes the board of directors to issue such shares in installments as necessary by board resolution.
The Company may issue employee stock options in installments as per board resolution. A total of NT\$800 million dollars, divided into 80 million shares at NT\$10 dollars par value per share, amount the above capital should be reserved for issuing employee stock options.

Article 5-1 The total amount of the Company's reinvestment is not be subject to the restriction of not more than forty percent of the Company's paid-up capital as provided in Article 13 of the Company Act. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the board of directors.

6. The shares certificates of the Company shall be duly signed and sealed by a minimum of three directors, assigned serial numbers and clearly identified all items as required under Article 162 of the Company Act and shall be issued after having been authenticated by the competent authority or the registration institution issuing the shares. The Company may, upon the request of Taiwan Depository and Clearing Corporation, change the share certificates from 1000 shares per certificate to certificates with larger number of shares and proceed with the relevant procedure accordingly. The stock certificates of the Company may be made without physical certificates. However, the stock of the Company shall be registered with the securities centralized depository institution.
7. The shares of the Company shall be name-bearing shares, clearly identify the real name of each shareholder. Each shareholder shall register its address with the Company. In the event where a shareholder is a juristic person, such shareholder shall register the real name and address of its representative with the Company.
8. With respect to the assignment of a shareholder's shares, unless such assignment is recorded with the Company and the name of the assignee is indicated on the share certificates and the name and address of the assignee recorded on the shareholder roster of the Company, the rights with respect to such shares shall deem to belong to the original shareholder.
9. In the event where the share certificates are lost or destroyed, the provisions of Criteria Governing Handling of Stock Affairs by Public Companies shall govern.
10. Where new shares are re-issued because of assignment of ownership, loss or damages of shares, the Company may charge a fee sufficient to cover the printing cost.
11. Shareholders shall register their seals with the Company, so as to allow the Company to verify the authenticity of the seals at the time when the shareholders receive dividends or exercise their shareholders' rights.

12. If a shareholder has lost the seal registered with the Company, the shareholder shall proceed in accordance with the provisions of Criteria Governing Handling of Stock Affairs by Public Companies shall govern.
13. No amendment shall be made to the shareholders' roster within sixty days immediately before the general shareholders' meeting, or thirty days immediately before the special shareholders' meeting, or five days before the date on which dividends and bonuses or other benefits are scheduled to be paid by the Company.

Chapter III Shareholders' Meeting

14. There are two types of shareholders' meeting:
General shareholders' meeting
Special shareholders' meeting
General shareholders meeting shall be convened within six months after the end of each fiscal year by the board of directors. Special shareholders' meeting shall be convened in accordance with the laws when necessary.
15. A written notice setting forth the reason for convening the shareholders' meeting shall be sent to each shareholder to its last-known address registered with the Company at least thirty days before the scheduled meeting for general shareholders' meeting or fifteen days before the scheduled meeting for special shareholders' meeting.
16. Except as provided in the Company Act and other relevant rules and regulations, the shareholders' meeting shall only be held if it is attended by shareholders representing more than half of the total number of issued shares. The resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting.
17. (Deleted)
18. Except as provided in the Company Act and other relevant rules and regulations, the shareholder shall have one voting right for each share owned in the Company.
19. Where a shareholder cannot attend the shareholders' meeting, he or she may appoint a representative to attend the meeting and exercise his or her rights on his or her behalf pursuant to Article 177 of the Company Act. The representative does not need to be a shareholder of the Company.
20. The shareholders' meeting shall be chaired by the chairman. In the event where the chairman is absent or cannot exercise its duties for any reasons, Article 208 of the Company Act shall govern.
21. Resolutions adopted at the shareholders' meeting shall be recorded in the meeting minutes, signed or sealed by the chairman of the shareholders' meeting. The meeting minutes, together with the attendance sheet and proxies, shall be filed and kept at the Company pursuant to the laws.

Chapter IV Directors and Audit Committee

22. The Company shall have nine to thirteen directors, who shall be elected from people with legal capacity at the shareholders' meeting. However, the total number of the name-bearing shares held by all directors shall not be less than a certain percentage of the total shares issued by the Company. The percentage shall be determined by the regulations of the competent authority.
- In compliance with the Securities and Exchange Act, the Company shall have, among the aforementioned directors, at least two independent directors, and the number of independent directors shall be no less than one-fifth of the total number of the directors. The directors (including independent directors) shall be elected from among the nominees listed in the roster of director candidates pursuant to the candidates nomination system as specified in Article 192-1 of the Company Act. Compliance matters with respect to independent directors shall comply with the Company Act and the regulations of the competent securities authority.

Article 22-1 The election of directors shall be made in cumulative vote by open ballots. Each share shall enjoy as many votes as the number of directors' positions up for election. Shareholders may concentrate their full share of votes on one or several candidates.

Article 22-2 In compliance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of the entire number of independent directors. The Audit Committee or the members of Audit Committee shall be delegated the power as set forth in the provisions regarding supervisors in the Company Act, the Securities and Exchange Act, and other laws and regulations.

23. The term of office of directors shall be three years and all directors shall be eligible for re-election.
24. The board of directors shall have the authority to perform the followings:
- (1) Set out business guidelines
 - (2) Approve important bylaws and contracts
 - (3) Appoint or remove executing officers
 - (4) Establish or dissolve branches
 - (5) Approve budget and financial reports
 - (6) Recommend proposals for the amendment the articles of incorporation, change capital and dissolution or merger of the Company at the shareholders' meeting
 - (7) Recommend proposals regarding the allocation of profit or covering losses at the share holders' meeting
 - (8) Decide on other important matters
25. The directors shall elect amongst themselves three to four managing directors who shall include not less than one independent director member pursuant to Article 208 of the Company Act and the managing directors shall elect amongst themselves a chairman and may elect a vice chairman.
26. The Chairman shall externally represent the Company and, when representing the Company externally, the chairman shall act in accordance with the articles of incorporation, the shareholders' resolutions and the board of directors' resolutions.

27. The board meeting shall be chaired by the chairman. In the event where the chairman is absent or cannot exercise its duties for any reasons, Article 208 of the Company Act shall govern.
28. Meetings of the board of directors shall be convened by the chairman of the board of directors, except for the first meeting of each term of the board of directors, which shall be convened by the director who has received the largest number of ballots for exercising voting rights. In calling a meeting of the board of directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director, by means of written document, email or facsimile, no later than 7 days prior to the scheduled meeting date. However, in case of emergency, a meeting may be convened at any time.
29. A director may, by a written proxy, appoint another director to attend the board meeting on its behalf and may authorize such director to vote on his or her behalf regarding all matters submitted at the meeting; provided that a director may only act as proxy on behalf of one other director.
30. Directors shall carry out its authority pursuant to the resolution adopted at the board meeting. Unless otherwise provided by the Company Act, the board meeting shall be held only if it is attended by more than half of the directors. Resolutions shall be adopted with the concurrence of the majority of the directors present at the meeting.

Article 30-1 The Company may set up various functional committees under the Board of Directors. Each functional committee shall stipulate the operating rules for its functioning and such operating rules shall only take effect after the approval of the Board of Directors.

31. (Deleted)
32. (Deleted)

Chapter V Human Resources

33. The appointment, removal and remuneration of corporate officer of the Company shall be made in accordance to Article 29 of the Company Act.
34. The Company may purchase liability insurance for directors for statutory liabilities that may incur during their terms of office for the execution of business activities.
35. The remuneration of directors, chairman and vice chairman shall be determined by the Board of Directors in reference to the industry standard and their respective contribution.

Chapter VI Financial Reports

36. The fiscal year of the Company shall commence on January 1 of each year until December 31 of the same year. At the end of each fiscal year, the Board of Directors shall prepare the following documents to be audited by the Audit Committee and submitted them for the shareholders' approval at the general meeting of the shareholders:
 - (1) Business report
 - (2) Financial statements
 - (3) Proposal for profit distribution or covering of losses

37. When net profit occurs in the annual accounts, the Company shall first pay the profit-seeking enterprise income taxes and offset its losses in previous years and set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve has equaled the total capital of the Company; then set aside a special capital reserve in the amount equivalent to the balance of shareholders' equity deficit of the current fiscal year.

After having paid the corporate taxes and off-set past losses, 10% of the profit earned by the Company of each fiscal year shall be set aside as statutory reserve, except where such reserve has reached the total authorized capital of the Company. Furthermore, a special reserve shall be set aside. If there is recovery of the balance of shareholders' equity deficit, the recovered amount shall be included in the distribution of the profit for the current year. The allocable profit for the current year, which is the balance after the profit distribution and covering losses aforementioned, together with the cumulative undistributed profit of the previous year shall be referred to as cumulative allocable profit, which shall be distributed according to shareholders' resolutions.

Chapter VII Profit Allocation

38. In order to meet the requirements in business expansion and industry growth, fulfilling future operating needs and stabilizing financial structure is the priority of the Company's dividend policy. Thus, the distribution of the cumulative allocable profit according to the percentage pursuant to the shareholders' resolutions are as follows:
- (1) Employee bonus: 2% of the annual allocable profit or above.
 - (2) Directors' remuneration: be limited to 2% of the allocable profit for the current year.
 - (3) Shareholders' bonus: the remainder of cumulative allocable profit minus the amount under item (1) and (2), if any, shall be listed as shareholders' bonus.
 - (4) The amount of shareholders' bonus shall not be less than 50% of cumulative allocable profit of the Company; in particular cash dividend shall not be less than 20%.

Chapter VIII Miscellaneous

39. The internal organizational bylaws and procedural rules shall be set out by the Board of Directors.
40. All matters that are not provided for herein shall be subject to the Company Act.

41. These Articles of Incorporation were enacted on March 23, 1979. The first amendment was approved on April 23, 1981, the second amendment on December 28, 1982, the third amendment on July 12, 1983, the fourth amendment on February 25, 1984, the fifth amendment on July 7, 1984, the sixth amendment on March 1, 1985, the seventh amendment on April 3, 1985, the eighth amendment on March 20, 1986, the ninth amendment on April 28, 1986, the tenth amendment on July 4, 1986, the eleventh amendment on June 17, 1987, the twelfth amendment on December 1, 1987, the thirteenth amendment on May 27, 1988, the fourteenth amendment on May 30, 1989, the fifteenth amendment on April 4, 1990, the sixteenth amendment on June 29, 1990, the seventeenth amendment on March 25, 1991, the eighteenth amendment on May 20, 1991, the nineteenth amendment on May 15, 1992, the twentieth amendment on January 29, 1993, the twenty-first amendment on May 24, 1994, the twenty-second amendment on June 12, 1995, the twenty-third amendment on June 10, 1996, the twenty-fourth amendment on June 19, 1997, the twenty-fifth amendment on June 19, 1998, the twenty-sixth amendment on February 8, 1999, the twenty-seventh amendment on May 22, 2000, the twenty-eighth amendment on May 28, 2001, the twenty-ninth amendment on February 8, 2002, the thirtieth amendment on June 20, 2002, the thirty-first amendment on June 15, 2004, the thirty-second amendment on June 14, 2005, the thirty-third amendment on June 23, 2006, the thirty-fourth amendment on June 15, 2007, the thirty-fifth amendment on June 19, 2009, the thirty-sixth amendment on June 18, 2010, the thirty-seventh amendment on June 22, 2011, the thirty-eighth amendment on June 28, 2013, the thirty-ninth amendment on June 26, 2014.

CTCI Corporation
Chairman

John T. Yu