

# **Phihong Technology Co., Ltd.**

## **Articles of Incorporation**

### **Chapter 1 General Provisions**

Article 1: The Company is organized according to the Company Act and named 飛宏科技股份有限公司; the English name is PHIHONG TECHNOLOGY CO., LTD..

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

1. CC01010 Power Generation, Transmission and Distribution. Machinery Manufacturing.
2. CC01020 Wiring and Wiring Devices Manufacturing.
3. CC01030 Audio and Video Electronic Products Manufacturing.
4. CC01060 Wired Communication Equipment and Apparatus Manufacturing
5. CC01080 Electronic Parts and Components Manufacturing.
6. CC01110 Computers and Peripheral Equipment Manufacturing.
7. CC01990 Other Special-purpose Machinery Manufacturing.
8. CD01030 Motor Vehicle Parts Manufacturing.
9. CD01040 Motorcycles and Parts Manufacturing.
10. CE01030 Optical Instruments Manufacturing.
11. F113020 Wholesale of Electrical Household Appliances.
12. F113070 Wholesale of Telecommunication Apparatus.
13. F114030 Motorcycles and Parts Manufacturing.
14. F114070 Wholesale of Aircraft and Component Parts Thereof.
15. F119010 Wholesale of Electronic Materials.
16. F401010 International Trade.
17. F213060 Retail Sale of Telecommunications Equipment.
18. IG03010 Energy Technical Services.

19. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company may provide guarantees to external parties due to business requirements.

Article 4: The announcement method of the Company is subject to Article 28 of the Company Act.

Article 5: The headquarters of the Company is in Taoyuan City, Taiwan. The Company may establish domestic and foreign branches, offices, and business locations when necessary.

Article 5-1: (Deleted)

Article 5-2: The Company may invest in other businesses for business requirements and may become a shareholder of another limited company based on the resolution of the Board, without being restricted by the requirement that the total investment shall be no more than 40% of the Company's share capital under Article 13 of the Company Act.

## **Chapter 2 Shares**

Article 6: The total capital of the Company is NT\$6,000,000,000, divided into 600,000,000 shares with a par value of NT\$10 per share, and the Board is authorized to issue the shares in batches subject to the requirements.

Within the scope of total capital above, the Company may reserve 80,000,000 shares for the issuance of employee stock warrants, corporate bonds with warrants, and preferred shares with warrants.

The payment targets of the employees' treasury shares, employee stock warrants, new share subscriptions by employees, and restricted stock awards include employees of subordinates who fulfill certain conditions.

Article 6-1: If the share subscription price for the employee stock warrants issued by the Company is lower than the closing price of the ordinary shares of the Company on the issuance date, the issuance shall be subject to the receipt of consent from attending shareholders with over two-thirds of voting rights at a shareholders' meeting attended by shareholders who represent over half of the total issued shares.

When the Company transfers shares to employees at a price lower than the average price of the repurchased shares, it shall receive consent from attending shareholders with over two-thirds of voting rights at the latest shareholders' meeting that is attended by shareholders who represent over

half of the total issued shares before the transfer.

Article 7: The stocks of the Company are registered, signed or affixed with the seal by a Director who represents the Company, and issued after being certified by a bank that is eligible for being a certifier of stock issuance. Shares issued by the Company are exempted from the printing of stock certificates; however, the Company shall register the shares with a central securities depository institution for registration.

Article 8: Share transfers are suspended 60 days, 30 days, or 5 days before an annual shareholders' meeting, an extraordinary shareholders' meeting, or the base day for the distribution of dividends and bonuses determined by the Company. The treatment of stock affairs are subject to laws, regulations, and requirements of the regulatory authority.

### **Chapter 3 Shareholders' Meeting**

Article 9: Shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings are convened once a year by the Board within six months from the end of each fiscal year, according to the law, and extraordinary shareholders' meetings are convened according to the law when necessary.

Shareholders' meetings of the Company may be convened by way of video conferences or other methods announced by the central regulatory authority.

Article 10: When a shareholder is unable to attend shareholders' meetings, he/she may issue a proxy form printed and distributed by the Company, set out the scope of authorization, sign, and affix his/her seal to engage a proxy to attend the meeting based on the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" announced by the regulatory authority.

The proxy form in the preceding paragraph shall be delivered to the Company five days before the shareholders' meeting.

Article 11: Except for as otherwise stated in laws and regulations, the shareholder of the Company is entitled to one voting right for each share held.

Article 12: Except for as otherwise stated in the Securities and Exchange Act, a resolution of the shareholders' meeting shall receive consent from attending shareholders with over half of the voting rights at a meeting attended by shareholders who represent over half of the total issued shares. According to the requirements of the regulatory authority, shareholders of the Company may exercise their voting rights via electronic means, and shareholders who exercise their voting rights via electronic

means are deemed to be attending the meeting in person. Relevant matters shall be subject to laws and regulations.

#### **Chapter 4 Board Meetings**

Article 13: The Company has 9 to 11 Directors, with a term of office of three years, and they may be re-elected and re-appointed.

Article 13-1: Within the number of Directors in the preceding Article, there shall be at least 3 Independent Directors.

The candidate nomination system in Article 192-1 of the Company Act is adopted for the election of the Company's Directors. Matters related to the acceptance methods for the nomination of Director candidates and announcements are subject to the Company Act, Securities and Exchange Act, and relevant laws and regulations.

Article 13-2: The Company established its Audit Committee according to Article 14-4 of the Securities and Exchange Act, and the Audit Committee is responsible for implementing the powers of supervisors according to the Company Act, Securities and Exchange Act, and relevant laws and regulations.

Article 14: Directors organize the Board. The Chairman is elected among Directors according to Article 208 of the Company Act, and the Vice Chairman may be elected among Directors by adopting the same method. The Chairman represents the Company to external parties.

Article 14-1: The reason for convening a Board meeting shall be specified, and Directors shall be notified seven days in advance. However, Board meetings may be convened at any time for emergencies.

The meeting notice in the preceding paragraph shall set out the reasons and may be made in writing or via e-mail or facsimile.

Article 15: (Deleted)

Article 16: (Deleted)

Article 17: If the Chairman is on leave or is unable to exercise his/her powers due to other reasons, his/her proxy shall make arrangements according to Article 208 of the Company Act.

Article 17-1: If a Director is unable to attend a Board meeting due to other reasons, he/she may engage another Director to act on his/her behalf. To engage another Director to attend a Board meeting, a proxy form shall be issued each time, and the scope of authorization for the reasons for the meeting

shall be set out.

For the proxy in the preceding paragraph, a Director may only be the proxy of up to one Director.

Article 18: The Board is authorized to determine the remuneration of all Directors based on the level of participation in the Company's operations and the value of contributions of each Director with reference to the general payment standards within the industry.

Article 18-1: (Deleted)

### **Chapter 5 Managers**

Article 19: The Company has managers, and their appointment and dismissal shall be subject to Article 19 of the Company Act.

### **Chapter 6 Accounting**

Article 20: After the end of each fiscal year, the Board shall prepare the following book and statements and submit them to the shareholders' meeting for ratification according to the statutory procedures.

I. Business Report.

II. Financial statements.

III. The proposal for earnings distribution or loss compensation.

Article 21: If the Company records profits for the year, it shall appropriate no less than 10% as remuneration to employees, and no less than 10% of the remuneration to employees shall be the remuneration distributed to non-executive employees. The remuneration to employees may be distributed in stock or cash. The distribution targets include employees of subordinates who fulfill certain conditions. The Board may resolve to appropriate no more than 2% of the profits above as remuneration to Directors. The proposal for the distribution of remuneration to employees and remuneration to Directors shall be reported at the shareholders' meeting.

If the Company has accumulated losses, it shall reserve the amount for compensation and then appropriate remuneration to employees and remuneration to Directors based on the ratio in the preceding paragraph.

Article 21-1: If the Company records earnings from the annual final account, it shall pay taxes, compensate for accumulated losses, and then appropriate 10% as the legal reserve. However, if the amount of legal reserve has reached the paid-in capital of the Company, the appropriation is no longer required. For the remainder, the board

may appropriate or reverse the special reserve according to laws and regulations. If there is any remaining balance, combine it with the accumulated undistributed earnings, and the Board shall formulate the proposal for earnings distribution and submit it to the shareholders' meeting for the resolution of the distribution of shareholders' bonuses.

The dividend policy of the Company considers future capital requirements and long-term financial planning. If the distributable earnings of the year are less than 15% of the paid-in capital, the distribution will not be made. If the distributable earnings of the year are more than 15% of the paid-in capital, no less than 10% of the distributable earnings shall be allocated as shareholders' bonuses, and cash dividends shall be no less than 10% of the total dividends distributed each year.

### **Chapter 7 Supplementary Provisions**

Article 22: Unaddressed matters in the Articles shall be subject to the Company Act and Securities and Exchange Act.

Article 23: The Articles were established on December 7, 1972.

The 1<sup>st</sup> amendment was made on May 1.

The 2<sup>nd</sup> amendment was made on March 29, 1974.

The 3<sup>rd</sup> amendment was made on November 17, 1977.

The 4<sup>th</sup> amendment was made on November 17, 1977.

The 5<sup>th</sup> amendment was made on September 18, 1979.

The 6<sup>th</sup> amendment was made on December 15, 2980.

The 7<sup>th</sup> amendment was made on June 15, 1981.

The 8<sup>th</sup> amendment was made on June 15, 1981.

The 9<sup>th</sup> amendment was made on October 29, 1983.

The 10<sup>th</sup> amendment was made on September 25, 1985.

The 11<sup>th</sup> amendment was made on November 10, 1987.

The 12<sup>th</sup> amendment was made on November 14, 1989.

The 13<sup>th</sup> amendment was made on June 17, 1990.

The 14<sup>th</sup> amendment was made on May 26, 1991.

The 15<sup>th</sup> amendment was made on January 31, 1998.

The 16<sup>th</sup> amendment was made on June 18, 1998.

The 17<sup>th</sup> amendment was made on April 26, 2000.

The 18<sup>th</sup> amendment was made on April 27, 2001.

The 19<sup>th</sup> amendment was made on June 10, 2002.

The 20<sup>th</sup> amendment was made on June 10, 2002.

The 21<sup>st</sup> amendment was made on June 9, 2003.  
The 22<sup>nd</sup> amendment was made on June 9, 2003.  
The 23<sup>rd</sup> amendment was made on June 14, 2005.  
The 24<sup>th</sup> amendment was made on June 13, 2008.  
The 25<sup>th</sup> amendment was made on June 10, 2009.  
The 26<sup>th</sup> amendment was made on June 15, 2010.  
The 27<sup>th</sup> amendment was made on June 15, 2011.  
The 28<sup>th</sup> amendment was made on June 19, 2012.  
The 29<sup>th</sup> amendment was made on June 14, 2013.  
The 30<sup>th</sup> amendment was made on June 11, 2015.  
The 31<sup>st</sup> amendment was made on June 8, 2016.  
The 32<sup>nd</sup> amendment was made on June 13, 2018.  
The 33<sup>rd</sup> amendment was made on July 30, 2021.  
The 34<sup>th</sup> amendment was made on December 16, 2021.  
The 35<sup>th</sup> amendment was made on June 8, 2022.  
The 36<sup>th</sup> amendment was made on June 9, 2023.  
The 37<sup>th</sup> amendment was made on June 10, 2025.