

FONG CHIEN CONSTRUCTION CO., LTD

Articles of Incorporation

Chapter 1 General Provisions

- Article 1 The Company shall be incorporated under the Company Act of the Republic of China regarding limited liability companies, and its name shall be Fong Chien Construction Company, Limited.
- Article 2 The Company's business includes the following:
1. H701010 Housing and Building Development and Rental
 2. H701020 Industrial Factory Development and Rental
 3. H701040 Specific Area Development
 4. H701050 Investment, Development and Construction in Public Construction
 5. H703090 Real Estate Business
 6. H703100 Real Estate Leasing
 7. F106030 Wholesale of Molds
 8. F113030 Wholesale of Precision Instruments
 9. F119010 Wholesale of Electronic Materials
 10. F401010 International Trade
 11. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The total amount of the Company's reinvestment shall 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.
- Article 4 The Company shall have its head office in Taichung City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.
- Article 5 If the company is required to provide endorsement and guarantee for outside parties as necessary for business needs, it shall be processed in accordance with the company's endorsement guarantee policy.

Chapter 2 Capital Stock

- Article 6 The total capital stock of the Company shall be in the amount of 2 billion New Taiwan Dollars, divided into 200 million shares, at 10 New Taiwan Dollars each, to be fully issued (or to be issued in installments). The board of directors is authorized to conduct incremental issuance in accordance with the Company Act and related laws and regulations. The shares issued by the company may be exempted from stock certificate issuance, but should be registered with the centralized securities depository enterprises
- Article 7 The transfer of shares shall be made by the transferor and transferee by filling out an application form and signing or affixing a seal, and applying to the company's stock transfer agent. Until the transfer procedures are completed, the transfer shall not be effective against the company.
- Article 8 Registration for transfer of shares shall be suspended for a period of sixty days before the convening date of a regular shareholders meeting, thirty days before the convening date of a special shareholders meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.

Chapter 3 Shareholders' Meeting

- Article 9 Shareholders meetings of the Company are of two kinds:
1. regular meeting, held within six months after close of each fiscal year, and
 2. special meeting, held whenever necessary according to the laws and regulations.
- Article 9-1 When holding a shareholder meeting, the Company may conduct it through video conferencing or other methods announced by the competent authority. Attendance via tele- or video-conference is deemed as attendance in person.
- Article 10 When a shareholder is unable to attend a shareholder meeting for any reason, he/she/it may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to the proxy.
- Article 11 The chairman of the board of directors shall preside the shareholders' meeting. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.
- Article 12 Unless otherwise provided for in the Company Act, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting. Each shareholder is entitled to one vote for each share held. However, those who are restricted or have no voting rights as prescribed by the Company Act shall be subject to such provisions. During voting, if the Chairman consults the attending shareholders and there is no objection, it shall be deemed as passed, and its effectiveness is equivalent to a vote.
- Article 13 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The distribution of the minutes of shareholders' meeting may be effected by means of a public notice.

Chapter 4 Directors and the Audit Committee

- Article 14 The Company shall have 5 to 9 Directors. The number of directors shall be determined by the board of directors by authorization. The company adopts a candidate nomination system; and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The term of office of a director is three years; but he/she may be eligible for re-election. The qualifications of candidates shall comply with relevant laws and regulations such as the Company Act and the Securities and Exchange Act. Total shareholding of the registered shares of the Company held by all directors is regulated in accordance with Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies promulgated by Securities and Futures Bureau of the Financial Supervisory Commission. A company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship.
- Article 14-1 The company appoint independent directors in accordance with Article 14-2 of Securities and Exchange Act. The Competent Authority shall require it to appoint independent directors, not less than two in number and not less than one-fifth of the total number of directors. The company adopts a candidate nomination system in accordance with the Company Act and the shareholders shall elect the directors from among the nominees listed in the roster of independent director candidates. Regulations governing the professional qualifications, restrictions on shareholdings, terms of office and concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be prescribed

by the Competent Authority.

- Article 14-2 In accordance with Article 14-4 of Securities and Exchange Act, the company establish an audit committee, which shall be composed of the entire number of independent directors. The regulations of related organizations shall be established by the Board of Directors. Regulations and matters related thereto shall be prescribed in accordance with relevant laws and regulations, as well as provisions of the Company's bylaws.
- Article 15 The Board of Directors is the governing body of the company, responsible for executing all business operations in accordance with laws, regulations, the company's Articles of Incorporation, and resolutions passed by the shareholders' meeting. Its duties include:
1. Convening the shareholders' meeting and executing its resolutions.
 2. Determining the company's business policies.
 3. Preparing the company's budgets and final accounts.
 4. Formulating various rules and regulations.
 5. Deciding on the establishment or dissolution of branch offices.
 6. Appointing or dismissing the general manager, deputy general manager, finance director, and internal auditor.
 7. Deciding on the purchase, sale, division, exchange, or establishment of property rights related to real estate.
 8. Making decisions on significant financial matters.
 9. Making decisions on new business investments.
 10. Appointing the compensation committee.
- Article 16 The board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman of the board of directors shall externally represent the company.
- Article 17 The chairman of the board of directors shall preside the meeting of the board of directors. In case the chairman of the board of directors is absent or can not exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the directors, or the directors shall elect from among themselves an acting chairman of the board of directors.
- Article 18 Meetings of the board of directors shall be convened by the chairman of the board of directors, except as otherwise provided by the Company Act. The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice may be effected by means of written documents, facsimile transmissions, and E-mails, after obtaining prior consent from the recipients thereof. The resolution of the board of directors shall be approved by a majority vote at a meeting attended by over half of the directors, except as otherwise provided by the Company Act.
- Article 19 Each director shall attend the meeting of the board of directors in person; if attendance in person is not possible, they may appoint another director to attend a board meeting in his or her place shall in each case give to that director a proxy stating the scope of authorization with respect to the reasons for meeting. A proxy may accept a proxy from one person only. The Board of Directors may conduct meetings via tele- or video-conference, and attendance via tele- or video-conference is deemed as attendance in person.
- Article 20 The meeting agenda of the board of directors' meetings shall be handled in accordance with Article 207 of the Company Act.
- Article 21 The remuneration of the directors of the company shall be determined by the board of directors based on the general industry standards.

Chapter 5 Managers and Employees

Article 22 A company may have one or more managerial personnel. Appointment and discharge and the remuneration of the managerial personnel shall be decided in accordance with the Company Act.

Article 23 The appointment and dismissal of the chief financial officer of the company shall be resolved by a majority vote at a meeting attended by all directors.

Chapter 6 Accounting

Article 24 The fiscal year of the company runs from January 1 to December 31, and annual closure of accounts shall be conducted once a year.

Article 25 In accordance with Article 228 of the Company Act, at the close of each fiscal year, the board of directors shall prepare the following statements and records and shall forward the same to the general meeting of shareholders:

1. the business report;
2. the financial statements; and
3. the surplus earning distribution or loss off-setting proposals.

Article 26 To incentivize employees and management team, in the event of the company's annual profit after covering accumulated losses, the following shall be set aside:

1. Employee remuneration shall not be less than 0.1%.
2. Director remuneration shall not exceed 3%.

A company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation distributed in the form of shares or in cash; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The remuneration for directors mentioned above can only be paid in cash.

Qualification requirements of employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive shares or cash.

Article 27 In the event that our company has annual net profit, it shall be distributed in the following order:

1. Tax and dues payments.
2. Compensation of accumulated losses.
3. Allocation of 10% of net profit as legal reserve. However when the legal reserve amounts to the authorized capital, this shall not apply.
4. Allocation or reversal of special reserves according to relevant laws and regulations.
5. The remaining balance, after adding up the accumulated undistributed earnings from previous years, shall be the accumulated distributable earnings. The board of directors shall propose a resolution for profit distribution and decide on its allocation.

Our company's dividend policy is based on the company's operating conditions, funding needs, internal and external environment changes, and consideration of shareholder interests. Dividends may be fully or partially distributed in the form of cash dividends or share dividends. However, cash dividends shall not be less than 10% of the total dividends.

For the distribution of cash dividends, the board of directors shall make the decision in accordance with Article 240, Paragraph 5 of the Company Act and report to the Shareholders' Meeting, without the need to submit a request for approval from the Shareholders' Meeting.

Chapter 7 Terms of Use

Article 28 In the absence of provisions in these Articles, matters shall be handled in accordance

with the Company Act and the relevant laws and regulations.

Article 29 This charter was established on April 18, 1984 of the Republic of China, first revised on June 5, 1987, second revised on May 13, 1989, third revised on May 20, 1990, fourth revised on December 13, 1991, fifth revised on September 12, 1994, sixth revised on March 11, 1995, seventh revised on December 2, 1997, eighth revised on May 31, 1999, ninth revised on June 26, 2000, tenth revised on June 26, 2001, eleventh revised on May 24, 2002, twelfth revised on June 3, 2003, thirteenth revised on June 9, 2005, fourteenth revised on June 13, 2006, fifteenth revised on June 5, 2007, sixteenth revised on June 17, 2009, seventeenth revised on June 22, 2010, eighteenth revised on June 13, 2011, nineteenth revised on June 12, 2012, twentieth revised on June 9, 2014, twenty-first revised on June 13, 2016, twenty-second revised on June 4, 2018, twenty-third revised on June 3, 2019, twenty-fourth revised on May 27, 2020, and twenty-fifth revised on June 8, 2022.

Fong Chien Construction Company Limited

Chairperson: Yu-Qi, Yuan