

# **Taya Electric Wire & Cable Co., Ltd.**

## **Articles of Incorporation**

### Chapter 1 General Provisions

Article 1 : This Company has been organized pursuant to the regulations governing Companies Limited by Shares set forth in the Company Act under the name of Taya Electric Wire & Cable Co., Ltd.

Article 2 : The company's business scope shall be defined as follows :

1. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
2. CC01020 Electric Wires and Cables Manufacturing
3. CC01060 Wired Communication Equipment and Apparatus Manufacturing
4. CC01070 Telecommunication Equipment and Apparatus Manufacturing
5. CC01080 Electronic Parts and Components Manufacturing
6. CD01020 Tramway Cars Manufacturing
7. E599010 Pipe Lines Construction
8. E601010 Electric Appliance Construction
9. E603010C Cables Construction
10. E603040 Fire Fighting Equipment Construction
11. E603080 Traffic Signals Construction
12. E605010 Computing Equipment Installation Construction
13. E701020 Channel KU and C of Satellite TV Equipment and Materials Construction
14. E701030 Restrained Telecom Radio Frequency Equipment and Materials Construction
15. EZ99990 Other Construction
16. C801060 Synthetic Rubber Manufacturing
17. C801100 Synthetic Resin & Plastic Manufacturing
18. C801990 Other Chemical Materials Manufacturing
19. C802200 Paints, Varnishes, Lacquers, Dyeing Mills and Dyestuff Manufacturing
20. C802990 Other Chemical Products Manufacturing
21. C804020 Industrial Rubber Products Manufacturing
22. C804990 Other Rubber Products Manufacturing
23. C805010 Plastic Sheets, Pipes and Tubes Manufacturing
24. C805020 Plastic Sheets & Bags Manufacturing

25. C805030 Plastic Made Grocery Manufacturing
26. C805050 Industrial Plastic Products Manufacturing
27. C805060 Plastic Leathers Manufacturing
28. C805070 Strengthened Plastic Products Manufacturing
29. C805990 Other Plastic Products Manufacturing
30. CA01060 Steel Wires and Cables Manufacturing
31. CA01090 Aluminum Casting Manufacturing
32. CA01100 Aluminum Material Rolls over Extends and Crowding
33. CA01120 Copper Casting
34. CA01130 Copper Material Rolls over Extends and Crowding
35. CA01990 Other Non-ferrous Metal Basic Industries
36. CA02010 Metal Architectural Components Manufacturing
37. F106010 Wholesale of Ironware
38. F107170 Wholesale of Industrial Catalyst
39. F113010 Wholesale of Machinery
40. F113070 Wholesale of Telecom Instruments
41. F113090 Wholesale of Traffic Signal Equipment and Materials
42. F119010 Wholesale of Electronic Materials
43. F206010 Retail Sale of Ironware
44. F207170 Retail Sale of Industrial Catalyst
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. H703100 Real Estate Rental and Leasing
51. IF02010 Electricity Equipment Checking and Maintenance
52. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
53. IG03010 Energy Technical Services

Article 2-1 : In accordance with actual needs, the reinvested capital may exceed 40% of the paid-up capital.

Article 3 : Company HQ has been set up in Tainan City. Subsidiaries may be established domestically or internationally subject to board resolution if deemed necessary.

Article 4 : Public announcements shall be made pursuant to the regulations set forth in the Company Act and other relevant laws.

## Chapter 2 Shares

Article 5 : The total capital of the Company is NT\$ 10 billion divided into 1 billion shares. The par value is NT\$ 10. Non-issued shares may be issued by the board in a piecemeal fashion..

Article 6 : The Company's share certificates shall all be in non-bear form and shall be issued only after they have been signed and sealed by at the directors representing the Company, and affixed with the Company's seal, and duly certified by the competent authorities or its authorized registration institution.

Article 7 : Shareholders shall register their names, designations, legal residences, seal specimens, and changes thereof on the Shareholders List of the Company. Where a name change is requested due to inheritance, the heir shall present legal documentation. Where shareholders acquire dividends or exercise their shareholder rights in writing, the company shall conduct verification based on the retained specimens. Stock transfer registration shall be suspended within 60 days prior to regular shareholders meetings, within 30 days prior to extraordinary shareholders meetings, or within 5 days prior to the base date of dividend, bonus, or profit distribution decided by the Company.

Article 8 : Where stock is lost or damaged, the shareholder shall notify the Company in writing. Stock may be reissued upon proper handling pursuant to the regulations set forth in the Company Act and relevant laws.

Article 9 : In case of share transfer or pledge setting, the transferor and transferee or pledger and pledgee shall submit a joint application form with affixed seals and signatures to the Company or a registrar agency designated by the Company to request transfer registration. Prior to transfer registration, transfer of shares shall not be contestable.  
The Company shall be authorized to charge a processing fee for reissue or issue of new shares in case of transfer or loss/damage.

Article 9-1 : Taiwan Depository & Clearing Corporation may request joint reissue of securities of a high par value and coordinated operations to facilitate stock handling.

### Chapter 3 Shareholders Meeting

Article 10 : The Company may convene regular and extraordinary shareholders meetings :

- (a) Regular shareholders meetings shall be convened by the board within 6 months after the end of fiscal years.
- (b) Extraordinary shareholders meetings may be convened as required in accordance with relevant laws.

The meetings can be held by video conference or other methods announced by the competent authority.

Article 11 : Where shareholders are unable to attend shareholders meetings, they may commission a proxy to attend the meeting on their behalf by issuing a power of attorney printed by the Company with the affixed Company seal. Every shareholder may only issue one power of attorney and commission only one proxy. Powers of attorney shall be sent to the Company or a shareholder services agent at least 5 days prior to the meeting. Where the same person is commissioned by two or more shareholders, the voting rights represented by that person shall not exceed 3% of the voting rights for all issued shares. Voting rights in excess of this prescribed quota shall not be counted.

Article 12 : Shareholders shall have one vote for each share held.

Article 13 : Shareholders meetings shall be chaired by the Chairperson of the Board. Where the Chairperson is absent, the Vice Chairperson shall act in lieu of him/her. Where the Chairperson and Vice Chairperson are both absent, they shall designate a director to act in lieu of them. Where no acting chair has been designated, the directors shall elect a suitable candidate from among themselves.

Shareholders shall be notified of regular and extraordinary shareholders meetings 30 days and 15 days in advance, respectively. Notices shall specify meetings dates, locations, and reasons for convening.

Shareholders meeting resolutions require attendance of shareholders representing a majority of the issued shares unless stipulated otherwise in relevant laws. Resolutions shall be subject to approval by a majority of the voting rights in attendance.

Article 14 : Shareholders meeting resolutions shall be compiled into the meeting minutes which shall specify meeting dates, locations, number of shareholders in attendance, represented equity and voting rights, name of

the chair, resolutions, and voting methods. The chair shall affix his/her seal or signature Meeting minutes attendance books, and powers of attorney shall be preserved in accordance with relevant regulations. The meeting minutes shall be distributed to shareholders within 20 days after meetings. Meetings minutes may also be distributed by public announcement.

#### Chapter 4 Directors and Audit Committee

- Article 15 : The Company shall appoint 6-9 directors elected by a shareholders meeting from candidates with legal capacity. At least three of the aforementioned directors shall be independent directors. The total amount of registered stock held by directors shall meet the criteria set forth in regulations of competent authorities. A candidate nomination system shall be adopted pursuant to the regulations set forth in Article 192-1 of the Company Act. Matters pertaining to the handling and public announcement of candidate nominations shall be handled pursuant to relevant regulations set forth in the Company Act and Securities and Exchange Act. Elections for independent and non-independent directors shall be held together and quotas shall be calculated separately.
- Article 15-1 : The Company shall establish an Audit Committee pursuant to the regulations set forth in Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of independent directors. Exercise of powers and other matters pertaining to the Audit Committee shall be handled pursuant to regulations and laws enacted by competent authorities.
- Article 16 : Directors shall serve for a term of three years and may be reelected. Vacancies shall be filled through by-elections. Directors elected in by-elections shall serve until the term of the originally elected director expires.
- Article 17 : The directors shall elect a Chairperson and Vice Chairperson from among themselves. The directors constitute the board which shall have the following functions and powers:
- (a) Formulation of business plans.
  - (b) Formulation of earnings distribution or loss-makeup proposals.
  - (c) Formulation of capital increase/decrease proposals.
  - (d) Review and approval of key rules and contracts.
  - (e) Appointment/dismissal of executives of the rank of Assistant Vice

President and above.

(f) Subsidiary establishment and dissolution of subsidiaries.

(g) Review of budgets and final accounts.

(h) Decisions on other key matters.

Article 18 : The Chairperson shall represent the Company and preside over all services assisted by the directors.

Article 19 : The Chairperson shall chair the board. Where the Chairperson is on leave or unable to exercise his/her powers, the Vice Chairperson shall act in lieu of him/her. Where the Chairperson and Vice Chairperson are both unable to exercise their powers, they shall designate a director to act in lieu of them. Where no acting chair has been designated, the directors shall elect a suitable candidate from among themselves. Convening notices shall be sent out by e-mail or fax.

Article 20 : Performance of services shall be subject to board resolution except matters prescribed by the Company Act or the Articles of Incorporation which shall be subject to resolution by shareholders meetings.

Article 21 : Board resolutions require attendance of a majority of the board members and approval by a majority of the board members in attendance unless stipulated otherwise in the Company Act. The chair shall affix seal and signature to the board meeting minutes shall. Board members may commission other members to attend board meetings on their behalf.

Article 22 : The Audit Committee shall have the following functions and powers :

(a) Auditing of account tables, books, and reports submitted to shareholders meetings by the board

(b) Auditing of budgets and final accounts

(c) Verification of ledgers, documents, expenditures, revenues, and all assets

(d) Inspection of Company services

(e) Other functions and powers bestowed by the Company Act

Article 23 : Directors shall be entitled to compensation and reimbursement of travel expenses for performance of their duties in accordance with industry standards.

Article 24: The Company shall appoint a President and several managers. Their appointment, dismissal, and compensation shall be approved by a majority of directors in board meetings attended by a majority of board members.

Article 25 : The fiscal year shall begin on January 1 and end on December 31.  
Accounts shall be settled once a year. Upon final settlement, the board shall compile a business report, financial report, and earnings distribution and loss-makeup proposal submitted to a Shareholders meeting for ratification.

Article 26: Where the Company earns an annual profit, 1% shall be allocated as employee compensation and no more than 3% shall be allocated as director compensation. Where the Company has accumulated losses, an amount sufficient to make up losses shall be retained prior to allocation of compensations.

Employee dividend or cash compensation shall be approved by two thirds of the Board of Directors attendance and over one and half of such attendance to agree upon the compensation. The compensation shall be Reported to the shareholders' meeting. The above mentioned compensation shall be provided to the employees in affiliated companies with specified conditions. (Employees may have compensation from parent company and its affiliates).

Qualification requirements of employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, entitled to receive the transfer of company treasury stocks, share subscription warrant, new bought stocks and issued restricted stocks for employees, the relevant conditions or distribution method shall be authorized by the board of directors to determine.

Article 26-1 : Where the Company records a surplus upon final settlement of accounts, a sufficient amount shall be allocated for payment of income taxes and making up of accumulated losses, followed by allocation of 10% as a legal reserve.

This regulation shall not apply where the legal reserve has already reached the amount set forth in relevant laws and regulations. This shall be followed by appropriation of special reserves pursuant to relevant laws or regulations of competent authorities. The board shall then formulate a distribution proposal for the remaining surplus and non-distributed earnings of the preceding year subject to shareholders meeting resolution. If the distribution of dividends or bonus dividend is paid by cash, it is authorized to the resolution of the board by two thirds attendance and over one half of the attendance and the resolution shall be

reported to the shareholders' meeting.

In line with current and future development plans, investment environment considerations, capital demands, mid- and long-term financial planning, and consideration of shareholder rights and interests, 20% to 90% of the Company's earnings may be allocated as dividends of the year. Cash dividends shall make up a minimum 10% of total dividends. The remainder may be issued as stock dividends.

#### Chapter 6 Guarantees

Article 27 : The Company shall be authorized to grant guarantees to same-industry/businesses.

#### Chapter 7 Supplementary Provisions

Article 28 : Organizational rules and detailed provisions for this company shall be formulated separately by board resolution

Article 29 : Matters not specifically covered in these articles shall be handled pursuant to regulations set forth in the Company Act and other relevant laws.

Article 30 : These articles were formulated on October 30, 1962

They were first amended on May 27, 1966 and subsequently amended on December 15, 1966 (2<sup>nd</sup> amendment), May 1, 1967 (3<sup>rd</sup> amendment), February 20, 1968 (4<sup>th</sup> amendment), August 2, 1968 (5<sup>th</sup> amendment), December 12, 1970 (6<sup>th</sup> amendment), December 4, 1971 (7<sup>th</sup> amendment), December 31, 1972 (8<sup>th</sup> amendment), December 27, 1973 (9<sup>th</sup> amendment), October 19, 1974 (10<sup>th</sup> amendment), October 18, 1975 (11<sup>th</sup> amendment), October 22, 1976 (12<sup>th</sup> amendment), October 31, 1977 (13<sup>th</sup> amendment), November 17, 1979 (14<sup>th</sup> amendment), June 22, 1980 (15<sup>th</sup> amendment), January 20, 1981 (16<sup>th</sup> amendment), February 20, 1982 (17<sup>th</sup> amendment), May 20, 1984 (18<sup>th</sup> amendment), April 12, 1986 (19<sup>th</sup> amendment), May 14, 1986 (20<sup>th</sup> amendment), March 15, 1987 (21<sup>st</sup> amendment), June 15, 1987 (22<sup>nd</sup> amendment), November 7, 1987 (23<sup>rd</sup> amendment), May 2, 1988 (24<sup>th</sup> amendment), July 3, 1988 (25<sup>th</sup> amendment), May 20, 1989 (26<sup>th</sup> amendment), May 31, 1990 (27<sup>th</sup> amendment), May 31, 1991 (28<sup>th</sup> amendment), May 23, 1992 (29<sup>th</sup> amendment), June 4, 1993 (30<sup>th</sup> amendment), May 12, 1994 (31<sup>st</sup> amendment).

amendment), May 25, 1995 (32<sup>nd</sup> amendment), May 23, 1996 (33<sup>rd</sup> amendment), June 3, 1997 (34<sup>th</sup> amendment), May 31<sup>st</sup>, 2000 (35<sup>th</sup> amendment), June 5, 2001 (36<sup>th</sup> amendment), June 14, 2002 (37<sup>th</sup> amendment), June 5, 2003 (38<sup>th</sup> amendment), June 9, 2006 (39<sup>th</sup> amendment), October 26, 2006 (40<sup>th</sup> amendment), June 13, 2007 (41<sup>st</sup> amendment), June 9, 2010 (42<sup>nd</sup> amendment), June 9, 2011 (43<sup>rd</sup> amendment), June 6, 2012 (44<sup>th</sup> amendment), June 6, 2014 (45<sup>th</sup> amendment), June 8, 2016 (46<sup>th</sup> amendment), June 5, 2018 (47<sup>th</sup> amendment), June 12, 2019 (48<sup>th</sup> amendment), June 11, 2020 (49<sup>th</sup> amendment), August 13, 2021 (50<sup>th</sup> amendment), June 10, 2022 (51<sup>th</sup> amendment), May 31, 2023 (52<sup>th</sup> amendment), May 31, 2024 (53<sup>th</sup> amendment) implemented subject to resolutions by shareholders' meetings.

## **Taya Electric Wire & Cable Co., Ltd.**

Chairman Shen, Shang-Hung