

KAIMEI ELECTRONIC CORP.

Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Company is organized under the Company Act as a company limited by shares and named 凱美電機股份有限公司. The Company's English name is Kaimei Electronic Corp.

Article 2 The Company engages in the following businesses:

1. CB01010 Mechanical Equipment Manufacturing
2. CB01990 Other Machinery Manufacturing
3. CC01010 Manufacture of Power Generation, Transmission, and Distribution Machinery
4. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
5. CB01010 Lighting Equipment Manufacturing
6. CC01070 Telecommunication Equipment and Apparatus Manufacturing
7. CC01080 Electronics Components Manufacturing
8. CB01010 Computer and Peripheral Equipment Manufacturing
9. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
10. CD01030 Motor Vehicles and Parts Manufacturing
11. CD01040 Motorcycles and Parts Manufacturing
12. F113010 Wholesale of Machinery
13. Deleted
14. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts and Accessories
15. F119010 Wholesale of Electronic Materials
16. F213010 Retail Sale of Electrical Appliances
17. F213030 Retail Sale of Computers and Clerical Machinery Equipment
18. F213060 Retail Sale of Telecommunication Apparatus
19. F213080 Retail Sale of Other Machinery and Equipment
20. F214030 Retail Sale of Motor Vehicle Parts and Motorcycle Parts and Accessories
21. F219010 Retail Sale of Electronic Materials
22. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

- Article 2-1 The Company may provide guarantees for companies in the same industry.
- Article 2-2 As the Company is a shareholder of limited liability in other companies, the total amount of its investments is not subject to the investment limitation specified in Article 13 of the Company Act.
- Article 3 The Company was incorporated in New Taipei City. If necessary, branches, factories, or offices may be set up in other appropriate places at home and abroad and the establishment, removal or relocation shall be determined by the Board of Directors.
- Article 4 Public announcements of the Company shall be made in accordance with the Company Act.

Chapter 2 Shares

- Article 5 The total capital amount of the Company is 5.7 billion New Taiwan Dollars (NT\$5,700,000,000), which is divided into 570 million (570,000,000) shares with a par value of ten New Taiwan Dollars (NT\$10) each and will be issued in installments by the Board of Directors.
- NT\$100 million of the capital referred to in the preceding paragraph shall be retained for issuance of employee stock option, 10 million shares in total, and may be issued in installments in accordance with resolutions by the Board of Directors.
- Article 6 The Company's shares shall be registered and numbered, and shall bear the signatures or personal seals of at least three Directors, and be issued upon certification in accordance with the law. The Company may be exempted from printing any share certificate for the shares issued. The Company not printing its share shall register the issued shares with a centralized securities depository enterprise.
- Article 7 Unless otherwise prescribed by the competent authority, the Company shall handle stock affairs in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies."
- Article 8 Registration for the transfer of shares shall be completed 60 days before the date of each annual shareholders' meeting, 30 days before the date of each special shareholders' meeting, or five days before the date on which dividends, bonus, or any other distributions will be paid or made by the Company.

Chapter 3 Shareholders' Meetings

- Article 9 There are two types of shareholders' meetings of the Company, the annual meeting and special meeting. The former shall be convened annually within six months from the closing of each fiscal year. The latter shall be convened in accordance with the law whenever the Company deems necessary.
- Article 9-1 The Shareholders' Meeting of the Company may be held by video conference or other means announced by the Ministry of Economic Affairs.
- Article 10 The notices for shareholders' meetings shall set out the discussion items of the meeting and be given to all shareholders 30 days in advance of an annual meeting and 15 days in advance of a special meeting. For shareholders holding less than 1,000 registered shares, notification shall be made by announcements.
- Article 11 A shareholder shall appoint a proxy to attend a shareholders' meeting on his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy in

accordance with the Company Act and the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.”

- Article 11-1 When the shareholders’ meeting is held, in addition to the Company Act and these Articles of Incorporation, the Company shall follow the Rules of Procedure for Shareholders’ Meetings of the Company.
- Article 12 The shareholders’ meeting shall be convened by the Board of Directors and chaired by the Chairman of the Board. When the Chairman of the Board is absent, one of the Directors shall be appointed to act on his/her behalf. Where the Chairman does not make such appointment, the representative shall be elected by the Directors from among themselves. When a meeting is convened by any other person having convening right, he/she will act as the chairman of the meeting. If one or more persons have convening right, the chairman of the meeting shall be elected from among themselves.
- Article 13 Unless otherwise provided for in the Company Act, resolutions shall be adopted by a majority vote at a meeting which is attended by shareholders who represent a majority of the total number of voting shares.
- Article 13-1 Shareholders may exercise their voting power in writing or by way of electronic transmission in accordance with applicable laws and regulations prescribed by the competent authority.
- Article 14 All shareholders are entitled to one vote for every share held, except for the circumstances stipulated in Article 179 of the Company Act where shares have no voting power.
- Article 15 Resolutions made at the shareholders’ meetings shall be recorded as minutes of the meeting, in which the date, venue, name of the chairman, method of resolution, and summary and results of meeting proceedings shall be recorded and signed or sealed by the chairman of the meeting. The minutes shall be distributed to each shareholder within 20 days after the shareholders’ meeting. The meeting minutes referred to in the preceding paragraph may be produced and distributed by means of announcements. The meeting minutes referred to in the preceding paragraph shall be retained throughout the life of the Company. The attendance register bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept for at least one year.

Chapter 4 Director and Audit Committee

- Article 16 The Company will have a Board of Directors consisting of seven to nine Directors, they will serve an office term of three years and may be re-elected.

Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

In the quota of Directors to be elected, Independent Directors shall be at least 3, representing one fifth or more of all Directors. The restrictions on professional qualifications, share ownership, concurrent positions held, the manner of nomination, the election of the Independent Directors, and other related matters shall comply with the Securities and Exchange Act and applicable laws and regulations prescribed by the competent authority. The Company may purchase liability insurance for Directors with respect to liabilities arising from exercising their duties during their term of office.

Remuneration of Directors of the Company shall be determined by the Board of Directors with authorization and may be paid based on prevailing rates in the industry. If the Company makes profits, remuneration shall be distributed in accordance with Article 27.

The Company's Board of Directors shall establish an Audit Committee, composed of the entire number of Independent Directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. The Audit Committee's duties, organizational rules, exercising of power, and other matters for compliance shall be handled in accordance with relevant laws and regulations or Articles of Incorporation.

- Article 17 The total number of shares held by all Directors in the Company's registered shares shall not be less than the amount specified by the competent authority.
- Article 18 The Board of Directors shall elect a Chairman of the Board by a majority of the Directors at a meeting attended by over two-thirds of the Directors. A Vice Chairman of the Board shall be elected in the same manner.
- Article 19 The Chairman shall represent the Company to organize and manage all matters of the Company. When the Chairman of the Board is on leave or for any reason is unable to exercise the powers of the Chairman, one of the Directors shall be appointed to act on his/her behalf. Where the Chairman does not make such appointment, the representative shall be elected by the Directors from among themselves.
- Article 20 The Company's business policy and other material issues shall be determined by the Board of Directors. In addition to the functional duties and power conferred by the Company Act and the shareholders' meeting, the duties of the Board shall include the following:
1. Acquisition or disposal of assets shall be handled in accordance with the Company's "Procedures for Acquisition or Disposal of Assets."
 2. Loans of funds, guarantees, acceptance, advance, or other debt financing exceeding NT\$50 million between the Company and financial institution or the third party shall be approved by the Board of Directors. The Chairman shall be authorized to execute the revolving action within a certain monetary limit resolved by the Board of Directors. The execution, however, shall be submitted to the next meeting of the Board of Directors for notification.
 3. Endorsements for others shall be handled in accordance with the Company's "Procedures for Endorsement and Guarantee."
 4. Cooperation agreement and acquisition or transfer of professional technologies(as required by Article 4 of the Technical Cooperation Act), patents, trademarks, copyrights, or agency rights shall be approved by the Board of Directors.
- Article 20-1 The first meeting of the Board of Directors of each term of office shall be convened and chaired by the Directors having the most voting power. The rest of the meetings of the Board of Directors shall be convened and chaired by the Chairman of the Board. When the Chairman of the Board is absent, one of the Directors shall be appointed to act on his/her behalf. Where the

Chairman does not make such appointment, the representative shall be elected by the Directors from among themselves.

Article 21 If a Director is unable to attend a meeting of the Board of Directors in person, the Director may appoint another Director to act on his/her behalf in writing. One Director may only act on behalf of one other Director.

Article 22 Unless otherwise provided for in the Company Act, resolutions shall be adopted by a majority vote at a meeting which is attended by Directors who represent a majority of the Directors holding office. The meeting minutes shall be signed or sealed by the chairman of the meeting and distributed to each Director within 20 days after the meeting. The minutes referred to in the preceding paragraph along with the attendance register bearing the signatures of Directors present at the meeting and the powers of attorney of the proxies shall be kept by the Company.

Article 22-1 The reasons for calling a Board of Directors meeting shall be notified to each Director at least seven days in advance in writing, or by facsimile, email, or other methods. In emergency circumstances, however, a meeting may be called at any time.

Article 23 The Company's Board of Directors may set up various functional committees, which shall formulate rules and regulations for the exercise of functions and powers and shall be implemented after being approved by the Board of Directors.

Chapter 5 Managerial Officers

Article 24 The Company shall have one Vice Chairman, one President and a number of managerial officers.

Chapter 6 Accounting

Article 25 The fiscal year of the Company shall start from January 1 to December 31 of each year.

Article 26 At the end of each fiscal year, the Board of Directors shall prepare the following documents and shall forward the same to the Audit Committee for auditing no later than 30 days prior to the meeting date of the annual shareholders' meeting, and the Audit Committee shall issue a report and submit it to the annual shareholders' meeting for approval:

1. Business report.
2. Financial statements.
3. Proposals of surplus earnings distribution or loss make-up.

Article 27 If the Company makes profits in the fiscal year (the so-called profit refers to the profit before tax and before compensation distribution to the employees, directors), no less than 0.2% of the profit shall be appropriated for employees' compensation and no higher than 4% for compensations of the directors.

From the above employee compensation amount, no less than 0.2% shall be allocated for distribution as compensation to entry-level employees.

The compensation distribution to the employees and Directors shall be reported to the shareholders' meeting. When there are accumulated losses, the Company shall reserve a sufficient amount to offset such losses.

The compensation to the employees may be distributed in cash or stock, eligible personnel includes employees of subsidiaries of the Company meeting the requirements set by the Board

of Directors. The compensation distribution to the employees, Directors, and Supervisors shall be resolved by the Board of Directors.

Where the Company has a profit at the end of each fiscal year, the Company shall first offset losses and then distribute the earnings in the following order:

1. Set aside 10% of said profits as legal reserve. Where such legal reserve amounts to the total paid-in capital of the Company, this provision shall not apply.
2. Appropriate special reserve in accordance with the law.
3. With the balance after deductions in the preceding paragraphs together with retained earnings from preceding years, the Board of Directors shall submit the earnings distribution proposal to the shareholders' meeting for a resolution. However, when the earnings distribution proposal proposes to issue all or part of the dividends and bonuses to be distributed in cash, the distribution may be made only after the presence of more than two-thirds of the directors and the resolution of more than half of the directors present, and shall report to the shareholders meeting.

The Company's policy on dividend distribution should prioritize maximizing shareholder equity, taking into account the current and future domestic and international industry competition, investment environment, and capital requirements. The Board of Directors is authorized to appropriately determine the ratio of cash and stock dividends. The cash dividend shall not be less than 5% of the total dividend amount. However, if the company has major investment plans or other special considerations, the Board of Directors may propose, and the shareholders' meeting may resolve not to distribute cash dividends.

If the Company has no losses, the Board of Directors may, with the presence of more than two-thirds of the directors, and a resolution of a majority of the directors present, allocate all or part of the legal reserve and the capital reserve stipulated in Paragraph 1 of Article 241 of the Company Law to shareholders in cash in proportion to their original shares and reported to the shareholders' meeting.

Article 27-1 The Company's surplus earnings distribution or loss make-up shall be made after the end of each semi fiscal year.

When distributing the first half of the fiscal year's earnings in accordance with the provisions of the preceding paragraph, the Company shall estimate and retain the amount of tax payable, loss make-up, employee remuneration and provision of surplus reserve. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply.

The proposal for surplus earnings distribution or loss make-up referred to in paragraph 1 shall take into account the current year's operating conditions and cash flow, submit them to the Audit Committee together with the business report and financial statements for audit, and then submit it to the Board of Directors for resolution. If the earnings distribution is issued in the

form of new shares, the Board of Directors shall submit to the shareholders' meeting for resolution in accordance with Article 240 of the Company Law.

- Article 28 Legal reserve shall be handled in accordance with the Company Act and applicable laws and regulations prescribed by the competent authority.

Chapter 7 Supplemental Provisions

- Article 29 The wage and allowances of employees shall be proposed by the President to the Chairman for approval pursuant to the Company's guidelines for employee wage and salary and shall be paid regardless of profit or loss.

- Article 30 Any matters inadequately provided for herein shall be subject to provisions concerned set forth in the Company Act and applicable laws and regulations.

- Article 31 These Articles of Incorporation were enacted on August 25, 1978. The 1st amendment was made on June 10, 1981. The 2nd amendment was made on May 13, 1985. The 3rd amendment was made on May 9, 1987. The 4th amendment was made on March 21, 1988. The 5th amendment was made on March 22, 1989. The 6th amendment was made on September 27, 1989. The 7th amendment was made on March 28, 1990. The 8th amendment was made on May 18, 1991. The 9th amendment was made on August 30, 1991. The 10th amendment was made on May 29, 1992. The 11th amendment was made on May 29, 1993. The 12th amendment was made on May 14, 1994. The 13th amendment was made on May 13, 1995. The 14th amendment was made on June 15, 1996. The 15th amendment was made on March 5, 1997. The 16th amendment was made on November 11, 1997. The 17th amendment was made on March 16, 1998. The 18th amendment was made on July 21, 1998. The 19th amendment was made on March 20, 1999. The 20th amendment was made on June 13, 2000. The 21st amendment was made on May 22, 2001. The 22nd amendment was made on April 22, 2002. The 23rd amendment was made on June 18, 2004. The 24th amendment was made on June 14, 2005. The 25th amendment was made on June 23, 2006. The 26th amendment was made on June 25, 2010. The 27th amendment was made on June 6, 2012. The 28th amendment was made on June 11, 2013. The 29th amendment was made on June 2, 2015. The 30th amendment was made on June 3, 2016. The 31st amendment was made on June 2, 2017. The 32nd amendment was made on June 5, 2018. The 33rd amendment was made on June 5, 2019. (Article 1 of these Articles of Incorporation takes effect from the reference date of the merger). The 34th amendment was made on June 5, 2020. The 35th amendment was made on July 7, 2021. The 36th amendment was made on June 8, 2022. The 37th amendment was made on June 6, 2023. The 38th amendment was made on May 29, 2024. The 39th amendment was made on May 23, 2025.