

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” in Chinese and “PHIHONG TECHNOLOGY CO., LTD.” in English.

Article 2 The scope of business is as follows:

1. CC01010 Power Generation, Transmission and Distribution Machinery Manufacturing.
2. CC01020 Electric Wires and Cables Manufacturing.
3. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing.
4. CC01060 Wired Communication Equipment and Apparatus Manufacturing.
5. CC01080 Electronics Components Manufacturing.
6. CC01110 Computer and Peripheral Equipment Manufacturing.
7. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing.
8. CD01030 Motor Vehicles and Parts Manufacturing.
9. CD01040 Motorcycles and Parts Manufacturing.
10. F113020 Wholesale of Household Appliance.
11. F113070 Wholesale of Telecom Instruments.
12. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories.
13. Wholesale of Electronic Materials.
14. International Trade.
15. Retail Sale of Telecommunication Apparatus.
16. IG03010 Energy Technical Services.
17. 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 for business requirements.

Article 4 The announcement method of the Company shall be subject to Article 28 of the Company.

Article 5 The headquarters of the Company is located in Taoyuan City, and the Company may establish branches, offices, and operating joints at appropriate domestic or overseas locations.

Article 5-1 (Deleted)

Article 5-2 The Company may invest in other businesses for its business requirements and may become a shareholder with limited responsibility of another company, and the Company shall not be subject to the restrictions relating to the total investment not exceeding 40% of the Company's share capital under Article 13 of the Company Act.

Chapter II Shares

Article 6 The Company's total capital 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 in batches according to the actual requirements.

Within the scope of the total capital above, 80,000,000 shares shall be preserved for the Company to issue the employee stock options, corporate bonds with warrants, and preferential shares with options.

The payment targets for the treasury shares, employee stock options, employees' subscription of new shares, restricted stock awards, and remunerations of employees of the Company include employees of companies controlled by the Company or subordinates who fulfill certain conditions.

Article 6-1 For the issuance of employee stock options with a subscription price lower than the closing price of the ordinary shares of the Company on the issue date, the Company shall obtain consent from more than two-thirds of the votes from the shareholders attended at a shareholders' meeting attended by shareholders representing more than half of the total issued shares.

When the Company transfers shares to employees at a price lower than the actual average price for repurchases of such shares, the Company shall submit the proposal to and obtain consent from the shareholders attended at the upcoming shareholders' meeting attended by shareholders representing more than half of the total issued shares before the transfer.

Article 7 The share certificates of the Company are registered, signed or affixed with a seal by the director representing the Company, and issued after being certified by a bank eligible for being the certifying institution for the share certificate issuance. The issued shares of the Company are exempted from the printing of share certificates; however, the Company shall register with a securities centralized depository institution.

Article 8 The transfer of shares shall be suspended 60 days prior to the annual shareholders' meeting, 30 days prior to the extraordinary shareholders' meeting, or 5 days prior to the base date on which the Company determines the distribution of share dividends and bonuses, or other interests. Stock affairs are subject to requirements of relevant laws and regulations and the competent authority.

Chapter III Shareholders' Meeting

Article 9 The shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened once a year by the Board within six months from the end of a fiscal year according to the law. Extraordinary meetings shall be convened according to the law when necessary.

The shareholders' meetings of the Company may be conducted by way of video conferences or other methods announced by the competent central authority.

Article 10 When a shareholder is unable to attend the shareholders' meeting, it may issue a proxy

printed by the Company that is signed and affixed with the seal to set the scope of authorization for appointing a proxy to attend the shareholders' meeting according to the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority. The abovementioned proxy shall be delivered to the Company five days prior to the shareholders' meeting.

Article 11 Except as otherwise stated by laws and regulations, shareholders of the Company are entitled to one voting right for each share possessed.

Article 12 Except for otherwise stated by the Company Act and the Securities Exchange Act, the resolutions made at the shareholders' meeting shall obtain consent from more than half of the votes from the shareholders attended at a shareholders' meeting attended by shareholders representing more than half of the total issued shares. According to the requirements of the competent authority, shareholders of the Company may exercise their voting rights by adopting an electronic method; shareholders who exercised their voting rights by adopting an electronic method shall be deemed as attending the meeting in person; relevant matters shall be subject to laws and regulations.

Chapter IV Board of Directors

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 quota of the directors in the preceding Article, the Company shall have at least three independent directors.

The election of the Company's directors adopts the candidate nomination system stated in Article 192-1 under the Company Act. The acceptance method for the nomination of director candidates and matters related to the announcement shall be subject to requirements under the Company Act, Securities Exchange Act, and relevant laws and regulations.

Article 13-2 The Company established the Audit Committee according to Article 14-4 of the Securities Exchange Act, and the Audit Committee is responsible for exercising the functions of supervisors under the Company Act, Securities Exchange Act, and other laws and regulations.

Article 14 The directors shall form the Board and elect a Chairman according to Article 208 of the Company Act; the Chairman shall represent the Company to external parties.

Article 14-1 A notice, which shall set out the reason for convening the Board meeting, shall be provided to directors three days in advance. However, when there is any emergency, the board meeting may be convened at any time.

The notice to convene the Board meeting in the preceding paragraph may be made in writing or through e-mail or facsimile.

Article 15 (Deleted)

Article 16 (Deleted)

Article 17 When the Chairman takes leave or fails to exercise his/her authority for any reason,

his/her proxy shall act pursuant to Article 208 of the Company Act.

Article 17-1 In case a director is unable to attend a board meeting, he/she may appoint another director to attend the meeting on his/her behalf, where he/she shall issue a written proxy each time and state therein the scope of authority for the subjects to be discussed at the meeting.

The proxy referred to in the preceding paragraph shall be limited to be entrusted by one director only.

Article 18 The remuneration of all directors is subject to be authorized by the Board of Directors, which shall be determined based on the degree of participation and contributions of the directors to the Company's operations as well as the level of remuneration normally paid among the industry.

Article 18-1 (Deleted)

Chapter V Managerial officers

Article 19 The Company has established managerial officers, who shall be appointed according to the provisions of Article 29 of the Company Act.

Chapter VI Accounting

Article 20 At the close of each fiscal year, the Company's board of directors shall prepare the following statements and records and submit them to the shareholders' meeting for recognition pursuant to the regulatory procedures.

I. Business Report.

II. Financial Statements.

III. Proposals for the distribution of profits or deficit compensation.

Article 21 The Company shall distribute no less than 10% of its profit for the year as employee compensation, which may be distributed by stock or cash upon resolution adopted by the board of directors. The target of distribution includes employees of the companies controlled by the Company who meet certain conditions; the Company may, upon resolution adopted by the board of directors, distribute no more than 2% of its profit for the year as the directors' remuneration. The distribution of employee compensation and the directors' remuneration shall be reported in the shareholders' meeting.

However, if the Company has accumulated losses, it shall reserve the amount for compensation, and distribute the employee compensation and the directors' remuneration according to the aforesaid ratio.

Article 21-1 If the Company makes a profit in a year, it shall pay taxes in accordance with the laws and regulations and make up for any accumulated losses first, and set aside 10% of the remaining amount as legal reserve, unless the legal reserve has already reached the total

capital; then, the Company may set aside or reverse special reserves according to the statutory requirements. After the dividends are distributed, the shareholders' meeting shall decide whether to distribute bonuses to shareholders using the surplus, if any, and submit the proposal to the board of directors to make resolutions for distributing bonuses to shareholders.

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

Chapter VII Supplementary Provisions

Article 22 The matters that are not covered in the Articles of Incorporation shall be subject to the provisions of the Company Act and the Securities and Exchange Act.

Article 23 The Articles of Incorporation was stipulated on December 7, 1972.

The 1st amendment was made on May 1, 1973.

The 2nd amendment was made on March 29, 1974.

The 3rd amendment was made on November 17, 1977.

The 4th amendment was made on November 17, 1977.

The 5th amendment was made on September 18, 1979.

The 6th amendment was made on December 15, 1980.

The 7th amendment was made on June 15, 1981.

The 8th amendment was made on June 15, 1981.

The 9th amendment was made on October 29 1983.

The 10th amendment was made on September 25, 1985.

The 11th amendment was made on November 10, 1987.

The 12th amendment was made on November 14, 1989.

The 13th amendment was made on June 17, 1990.

The 14th amendment was made on May 26, 1991.

The 15th amendment was made on January 31, 1994.

The 16th amendment was made on June 18, 1998.

The 17th amendment was made on April 26, 2000.

The 18th amendment was made on April 27, 2001.

The 19th amendment was made on June 10, 2002.

The 20th amendment was made on June 10, 2002.

The 21st amendment was made on June 9, 2003.

The 22nd amendment was made on June 9, 2003.

The 23rd amendment was made on June 14, 2005.

The 24th amendment was made on June 13, 2008.

The 25th amendment was made on June 10, 2009.

The 26th amendment was made on June 15, 2010.
The 27th amendment was made on June 15, 2011.
The 28th amendment was made on June 19, 2012.
The 29th amendment was made on June 14, 2013.
The 30th amendment was made on June 11, 2015.
The 31st amendment was made on June 8, 2016.
The 32nd amendment was made on June 13, 2018.
The 33rd amendment was made on July 30, 2021.
The 34th amendment was made on December 16, 2021.
The 35th amendment was made on June 8, 2022.
The 36th amendment was made on June 9, 2023.