

Articles of Incorporation of Swancor Holding Company Limited

Chapter 1 General Principles

- Article 1: The name of the Company is Swancor Holding Company Limited (上緯國際投資控股股份有限公司) (the "Company"), which is duly organized as a company limited by shares under the Company Act of Taiwan.
- Article 2: The business to be operated by the Company is as follows:
I. H201010 Investment.
II. ZZ99999 All business not prohibited or restricted by law, except for those subject to special approval
- Article 3: The Company specializes in investment, and the total amount of investment is not subject to the restrictions of Article 13 of the Company Act. The Board of Directors is authorized to make operational decisions for investments.
- Article 4: The Company may provide endorsement and guarantee for the outside parties. Procedures shall be in compliance with the Company's rules for endorsement and guarantee.
- Article 5: The Company shall have its head office in Nantou County, and when necessary may establish branches at home and abroad as resolved by the Board of Directors and approved by the competent authority.
- Article 6: Public announcements of the Company shall be duly made in accordance with Article 28 of the Company Act.

Chapter 2: Shares

- Article 7: The total capital amount of the Company is two billion New Taiwan Dollars (NT\$2,000,000,000), which is divided into two hundred million (200,000,000) shares with a par value of ten New Taiwan Dollars (NT\$10) each and will be issued in installments by the Board of Directors. A total of 1 million shares among the above total capital stock should be reserved for issuing employee stock options.
In compliance with related regulations to share repurchasing, the Board is authorized to buy back the issued shares per its discretion.
- Article 8: The share certificates hereof shall be name-bearing certificates, duly signed by or affixed with seals by the directors representing the Company, and duly authenticated by the competent authority or the issuance registry

institution accredited by the competent authority before issuance.

The Company may issue shares without certificates, and such shares shall be registered with a central securities depository.

Article 9: The Company's shares shall, unless otherwise specified by laws and regulations, be handled according to the "Regulations Governing the Administration of Shareholder Service of Public Companies".

Article 10: No change of record in the shareholders' register shall be made within sixty days (60) prior to an annual shareholder meeting, nor within thirty days (30) prior to a special (extraordinary) shareholder meeting, nor within five (5) days prior to the day on which dividend, bonus or other benefits is scheduled to be paid by the Company.

Article 11: Transfer of shares to employees at prices below the Company's actual average repurchase price or issue of employee stock options below the market price (net worth per share) are subject to resolution from a Shareholders' Meeting which must be attended by more than one-half of the total number of outstanding shares, and voted in favor by more than two thirds of votes present.

Article 11-1: The Company's treasury shares purchased in accordance with the Company Act shall be transferred to recipients that include employees of subordinate companies that meet the criteria.

The Company's share subscription warrants are entitled to employees, who meet specific requirements, of subordinate companies.

When the Company issues new share, the obtaining of new shares is entitled to subsidiary company employees meeting specific requirements.

The Company's restricted stocks are entitled to subsidiary company employees meeting specific requirements.

Chapter 3 Shareholders' meeting

Article 12: Shareholders' meeting can be classified into general or provisional meeting. The general meeting is held at least once per year, commenced within six months after the end of a fiscal year, and convened by the Board of Directors according to Article 172 of the Company Act, and the provisional meeting is held whenever necessary in accordance with the relevant laws and regulations. The notice may be given by electronic means with the consent of the other party.

The shareholders' meeting may be held in the form of a physical shareholders' meeting with the assistance of video conferencing (hybrid meeting), virtual-only shareholders' meeting, or other means announced by the central competent authority upon the resolution of the Board of

- Directors, and the criteria, operating procedures and other matters to be complied with by the Company shall be in accordance with the regulations of the competent securities authorities.
- Article 13: If a shareholder is unable to attend the shareholders' meeting for some reason, it shall be handled in accordance with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies."
- Article 14: When the shareholders' meeting is held, it shall be chaired by the chairperson. In the chairman's absence, the vice chairperson shall chair the meeting on behalf. In the event that the chairperson and the vice chairperson are absent, the chairperson shall, in advance, appoint a director to act in his/her place. In the event that the chairperson does not appoint an agent, one director shall be elected from among themselves to act in his/her place. Where a shareholders' meeting is convened by a person with the right to call other than the board of directors, the chair shall act in accordance with the provisions of Article 182-1 of the Company Act.
- Article 15: The shareholders of the Company shall have one vote per share, except in the case of restricted or non-voting shares in accordance with Article 179, Paragraph 2 of the Company Act.
- Article 16: Except as otherwise provided by the Company Act and other laws and regulations, a resolution of the shareholders' meeting shall be made by the shareholders representing more than half of the total number of issued shares in person or by proxy, and the resolution shall be made with the consent of more than half of the voting rights of the shareholders present. The voting power at a Shareholders' Meeting may be exercised by way of electronic means. Attendance via electronic means is deemed to be attendance in person. Related matters shall be handled subject to the relevant regulations.
- Article 17: The minutes of the shareholders' meeting shall be made and handled in accordance with Article 183 of the Company Act.

Chapter 4 Directors and Audit Committee

- Article 18: The Company shall have five to nine directors based on candidate nomination system. The number of directors shall be authorized by the board of directors, and the term of office shall be three years. The directors shall be elected by the shareholders' meeting from the list of candidates and may be re-elected.
- The total share ownership ratio of all directors of the Company shall not be less than which was prescribed in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies".
- The Company may purchase liability insurance for Directors to protect them against potential liabilities arising from exercising their duties during their tenure.
- The election method of directors of the Company adopts the cumulative voting system. Each share has the same voting right as the number of

directors to be elected. One person may be elected centrally or several persons may be elected separately. The person with more voting rights shall be elected as a director. When it is necessary to amend the method, in addition to Article 172 of the Company Act and other relevant provisions, the comparison table for amendment to the method shall be listed in the reasons for convening the meeting.

Article 19: Among the aforementioned number of directors, the number of independent directors shall be no less than 3 and one-third of the number of directors. The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected are calculated separately.

The professional qualification, shareholding and restrictions on concurrent position, independence identification, nomination and election methods, exercise of authority and other matters to be observed by independent directors shall be handled in accordance with the Securities and Exchange Act and relevant laws and regulations.

Article 20: The Company shall set up an Audit Committee to replace the functions and powers of the supervisor, and the Audit Committee shall be composed of all independent directors.

The number of Audit Committee members, term of office, exercise of authority and other matters to be observed shall be handled in accordance with relevant laws and regulations.

The Board of Directors of the Company may set up another functional committee such as remuneration committee; its membership, exercise of powers and related matters shall be handled in accordance with relevant laws and regulations, and shall be separately decided by the Board of Directors.

Article 21: In case that the vacancies in the office of directors reach one-third of the Board or if all independent director have been dismissed, the Board of Directors shall convene a special meeting of the shareholders within sixty (60) days to elect new directors to fill the vacancies. A director elected to fill such vacancy shall hold office for the unexpired term of the director whose office was vacant.

Article 22: The Board of Directors shall be formed by the Directors. The Chairman shall be elected by a majority of votes in a meeting attended by over two-thirds of the Directors, they may also elect one vice chairman in the same manner. The Chairman shall execute all matters of the Company in accordance with applicable laws, regulations, these Articles of Incorporation, and resolutions adopted at shareholders' meeting and by the Board of Directors.

Article 23: A board of directors shall meet at least quarterly. The reasons for calling a board of directors meeting shall be notified to each director (including independent directors) at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The meeting of the Board of Directors shall be convened by delivery a notice to each director via mail, e-mail, or fax.

Article 24: Except as otherwise provided by the Company Act, other laws and regulations, resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least

- a majority of the directors holding office. The meeting minutes may be produced and distributed in electronic form.
- Article 25: The Chairman of the Board shall preside at all meetings of the Board of Directors. If the Chairman of the Board is on leave or cannot exercise his powers and duties for any reason, a chairperson shall be appointed pursuant to Article 208 of the Company Act.
- Directors shall personally attend Board meetings, but for cause when a director cannot appear, he may appoint by instrument of limited powers of attorney, a person to appear in his place for the purposes of that meeting only, but only one person may serve as a delegate for any Director.
- If participation by means of video conferencing is made available at a meeting, directors who participate in the meeting by such means shall be deemed to have attended such meeting in person.
- Article 26: The Board of Directors are authorized to decide remuneration of Directors according to the level of participation in the Company's operation, value of their contribution, and the usual standard of the industry. The Board of Directors may pay transportation allowances to Directors based on prevailing rates in the industry.
- The Company may set reasonable remuneration for independent directors different from that for ordinary directors.
- Article 27: Directors of the Company might serve concurrently as directors and supervisors of its subsidiaries.

Chapter 5 Managers and Employees

- Article 28: The Company may appoint, dismiss, and pay managers in line with Article 29 of the Company Act.
- The General Manager shall handle the business of the Company in accordance with the resolutions of the shareholders' meeting or the board of directors, and has the right to manage the affairs of the Company and sign for the Company within the scope authorized by the Articles of Incorporation or the contract.
- A position of Chief Executive Officer (CEO) can be established pursuant to the resolution from the Board of Directors. The CEO position will coordinate and be held responsible for business operations and decisions for the Company and all its affiliates.

Chapter 6 Accounting

- Article 29: At the end of each accounting year, the Board of Directors shall compile the following statements and records, and submit them to the shareholders' meeting for ratification according to the legal procedures:

- (1) Business report.
- (2) Financial statements.
- (3) Proposals of earning distribution or loss coverage.

Article 30: If the Company has generated profits for the year, no less than 0.01% shall be allocated for the compensation of employees, and no less than 0.01% shall be allocated for the adjustment of salaries or the distribution of compensation for entry-level workers (the amount allocated for the compensation of entry-level workers shall be included in the aforementioned amount allocated for the compensation for employees). Additionally, no more than 3% shall be allocated for director compensation. When there are accumulated losses, the Company shall offset the appropriate amounts before remuneration. The remuneration to be paid to employees in stock or cash referred to in the preceding paragraph may include employees of subordinate companies who meet certain conditions. The conditions and methods shall be decided by the Board of Directors and reported to the shareholders' meeting.

Article 30-1: The Company's distribution of surplus or the offset for losses may be carried out after the end of each half fiscal year. The Board of Directors shall prepare relevant proposals in accordance with applicable laws, the procedures and principles set forth in the Articles of Association, and report to the shareholders' meeting or submit them for the shareholders' meeting's resolution.

When distributing surplus, the Company shall first estimate and reserve an amount for the required tax payments, offset past losses in accordance with the law, and allocate 10% as the legal reserve. However, this requirement does not apply if the legal reserve has reached the Company's paid-in capital. Subsequently, a special reserve shall be set aside or reversed in accordance with laws, or the requirements of the competent authority. As for the distribution of surplus at the end of the first half of the fiscal year, the estimation and the retention of the compensation for employees and directors shall be made in accordance with the law and the provisions of this Articles of Association.

The Company, in accordance with Articles 240 and 241 of the Company Act, authorizes the Board of Directors to decide on the distribution of cash dividend with by a resolution adopted by a majority vote at a meeting attended by over two-thirds of the directors (including dividends distributed from surplus, as well as from the legal reserve and capital reserve, in whole or in part, in accordance with Article 241 of the

Company Act.), and report to the shareholders' meeting.

The Company is actively moving towards diversification in order to achieve sustainable operation and long-term development. The Company's policy on the distribution of dividends to shareholders is subject to the Company's current and future investment environment, diversified development investment capital requirements, domestic and international competition and capital budget, taking into account the interests of shareholders and the Company's long-term financial planning. The shareholders' bonus shall be appropriated from accumulated distributable earnings, the Board of Directors shall prepare a distribution proposal in accordance with the law. For the distribution of cash dividend, the proposal shall be reported to the shareholders' meeting, or a proposal for the distribution of stock dividend shall be submitted for the shareholders' meeting's resolution.

Shareholders' bonus may be distributed in the form of cash or shares, of which cash dividend shall not be less than 10% of the shareholders' bonus.

Chapter 7 Supplemental Provisions

- Article 31: The organizational charter and by-laws of the Company shall be separately adopted by the Board of Directors.
- Article 32: Any matters inadequately provided for herein shall be subject to provisions concerned set forth in the Company Act and relevant laws and regulations.
- Article 33: The Articles of Incorporation are established on May 31, 2016.
The first amendment was made on October 19, 2016.
The second amendment was made on May 30, 2018.
The third amendment was made on May 31, 2019.
The fourth amendment was made on May 31, 2022.
The fifth amendment was made on May 26, 2025.
The sixth amendment was made on September 1, 2025.

Swancor Holding Company Limited
Chairman: Jau-Yang Tsai