

WPG HOLDINGS LIMITED

Articles of Incorporation

Chapter 1. General Provisions

- Article 1. The Company shall be incorporated in accordance with the Business Mergers and Acquisitions Act, Company Act and the requirements of relevant acts, and its name shall be WPG Holdings Limited.
- Article 2. The headquarters of the Company shall be in Taipei City. Where it is necessary for business, the Company might set up branch companies and representative offices in appropriate locations within and outside the territory upon resolutions by the Board of Directors.

Chapter 2. Shares

- Article 3. The total capital stock of the Company shall be NT\$32 billion divided into 3.2 billion shares, with face value of each share at NT\$10. The Board of Directors is authorized to issue the shares by installments, part of which may be preferred shares. 100 million shares among the above shall be reserved for issuance of stock warrants, restricted stock awards, preferred shares with warrants or corporate bonds with warrants issued.

Where the Company issues share warrants to its employees, the share warrants may be purchased by employees of the Company or the companies controlled by or subordinate to the Company that meet certain conditions. Under the special resolution of the shareholders' meeting, the exercise prices of such share warrants issued to the employees might be lower than the market prices. Such an issue shall be preceded and reported in batches within 1 year from the date of resolution by a shareholders' meeting.

The Company may repurchase treasury stocks to transfer them to employees of the Company or the companies controlled by or subordinate to the Company. If the stocks are transferred at a price lower than the average repurchase price, prior to such transfer, it shall be submitted to the most recent shareholders' meeting for special resolution.

When the Company issues new stocks, it must retain a portion for purchase by employees according to Article 267-1 of the Company Act. This can include employees of the Company and its subsidiary companies or

domestic/international controlled companies that meet certain conditions. Restricted stock awards, according to Article 267-9 of the Company Act, are new stocks with service conditions or performance conditions attached that are issued to employees with restricted stock rights until the conditions are met. Restricted stock awards issuance by the Company shall be approved through special resolution at shareholders' meeting. The stocks can be issued to employees of the Company and its subsidiary companies or domestic/international controlled companies that meet certain conditions. Such an issue shall be preceded and reported in batches within 1 year from the date of resolution by a shareholders' meeting.

Article 3-1 The rights and obligations of this Company's preferred stock and related issuing conditions are as follows:

1. Preferred stock dividend is limited to an annual rate of 8%, calculated based on the issuing price of each share. The dividend can be issued in a cash lump sum each year. After the annual shareholders' meeting accepts the Financial Statements, the Board of Directors shall set a benchmark date to issue the previous year's dividend. The issued dividend of the issuing year and the recovery year is based on the calculation of the current year's actual issued days.
2. The Company's preferred stock dividend distribution has autonomous discretion. If the Company's annual final account shows no earnings or the earnings are insufficient for preferred stock dividend distribution, or any other consideration, the shareholders' meeting may decide not to distribute preferred stock dividends without violation of the contract. If the issued preferred stock is of the non-cumulative type, and the resolution is not to distribute or to distribute insufficient dividend, this is not accumulated as deferred payment in future earnings years.
3. In addition to receiving dividend described in Item one, the holder of preferred stocks shall not participate in the distribution of common stock earnings, capital reserve for cash, and capitalization.
4. The holder of the Company's preferred stocks has priority over holders of common stocks in the distribution of the Company's remaining asset. Holders of preferred stock also have the same compensation priority sequence as the holder of other preferred

stocks issued by the Company, and are only second to ordinary creditors. However, this is limited to the amount calculated based on the number of circulating preferred stock and the issuing price.

5. The holders of preferred stock do not have voting or election rights in the shareholders' meeting. However, holders of preferred stocks have voting rights in the preferred stock shareholders' meeting and regarding issues in the shareholders' meeting that is unfavorable to the rights and obligations of preferred stockholders.
6. Preferred stock cannot be converted to common stock.
7. Preferred stock has no expiration date. Holders of preferred stock cannot request this Company to buy back their preferred stocks. However, the Company can buy back part or all preferred stock on the following day of the 5-year anniversary of the issuing based on the actual issuing price. The unrecovered preferred stock will continue to have the aforementioned issuing conditions and rights and obligations. If the Company decides to issue dividends for the current year, the dividend that should be issued up to the recovery date shall be calculated according to the current year's actual number of issuing days.
8. The paid-in-capital that the preferred stock premium is issued from shall not be used for capitalization during the preferred stock issuing period other than to make up for losses.

The name of the preferred stock, the issuing date, and specific issuing conditions shall be determined by the Board of Directors based on actual market situation and investors' willingness to purchase the stocks at the time of issuance. The Directors' authorization is according to the Articles of Incorporation and related regulations.

Article 4. The share certificates of the Company shall all be name-bearing, be signed or sealed by Directors representing the company and numbered in accordance with the requirements of the competent securities authority. The Company might issue shares without printing share certificates, that such are registered or kept in custody by a centralized securities depository enterprise.

Article 5. Shareholder services of the Company shall be administered in accordance with the Regulations Governing the Administration of Shareholder Services

of Public Companies enacted by the competent securities authority and the requirements of other relevant acts.

Chapter 3. Scope of Business

Article 6. The business operated by the Company:

1. H201010 General Investment.
2. F401010 International Trade.
3. IH01010 Industrial Holding Company.
4. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 7. The Company's total amount of investment shall not be limited to 40% of the paid-in capital of the Company by virtue of the second paragraph of Article 13 of the Company Act.

Article 8. With respect to guarantees to the external parties necessary for business or to the projects invested by the Company, the Board of Directors is authorized to formulate separate regulations.

Chapter 4. Shareholders' Meetings

Article 9. Shareholders' meetings shall be divided into regular shareholders' meetings and special shareholders' meetings. The regular shareholders' meeting shall be convened within 6 months after close of each fiscal year; a special shareholders' meeting shall be held when necessary in accordance with the requirements of the Company Act.

A shareholders' meeting shall, unless otherwise provided in the Company Act and other acts, be convened by the Board of Directors.

The preferred stockholders' meeting shall be convened in accordance with the relevant laws and regulations, whenever necessary.

Article 10. A notice to convene a regular shareholders' meeting shall be given no later than 30 days prior to the scheduled meeting date. Where a special shareholders' meeting is convened, notice shall be given no later than 15 days prior to the scheduled meeting date. The date, place, and cause(s) of a shareholders' meeting to be convened shall be notified to each shareholder and be announced. However, for shareholders holding registered shares that are less than one thousand shares, the notice of the shareholders' meeting may be issued by announcement. Such notice of a shareholders' meeting might be given by means of electronic transmission, after obtaining prior

consent from the recipient(s) thereof.

Article 11. A shareholder might appoint a proxy to attend a shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted. A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

Where a shareholder appoints a proxy to attend a shareholders' meeting on his/her/its behalf by a power of attorney printed by the Company, the appointment shall be invalid.

As the Company holds the shareholders' meeting, a shareholder, except attending the meeting in person, could also exercise his voting right in writing or by way of electronic transmission, which shall be exercised in accordance with the information in the meeting notice. Those who exercise his voting right in writing or by way of electronic transmission shall be deemed as participation in person, while deemed as abstention for the other business and special motions, and the amendment to the original agenda. In case a shareholder elects to exercise his voting right in writing or by way of electronic transmission, his declaration of intention shall be delivered to the Company 2 days prior to the scheduled meeting date of the shareholders' meeting, whereas if two or more declarations of the same intention are delivered to the Company, the first declaration of such intention received shall prevail, unless an explicit statement to rescind the previous declaration is made in the declaration which comes later. In case a shareholder who has exercised his voting right in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he shall, 2 days prior to the meeting date of the scheduled shareholders' meeting and in the same

manner previously used in exercising his voting right, deliver a separate declaration of intention to rescind his previous declaration of intention made in exercising the voting right under the preceding paragraph. In the absence of a timely rescission of the previous declaration of intention, the voting right exercised in writing or by way of electronic transmission shall prevail.

In case a shareholder has exercised his voting right in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting on his behalf, then the voting right exercised by the authorized proxy for the said shareholder shall prevail.

When the Company's shareholders' meeting is held, it may proceed via a visual communication network or other methods announced by the central competent authority. In case a shareholders' meeting proceeds via a visual communication network, the shareholders who participate in such visual communication meetings shall be deemed to constitute presence in person at the meeting. When a shareholders' meeting is convened by the Company, it shall assist the physical shareholders' meeting by a visual communication network or the shareholders' meeting is convened only by a visual communication network, which shall be subject to the resolution of the Board of Directors; The relevant acts, procedures of operation and other matters to be complied with for a meeting by a visual communication network convened by the shareholders shall be handled in accordance with the regulations of the competent authority.

Article 12. Each shareholder of the Company shall have one voting power in respect of each share; except the preferred stock with no voting rights issued by the Company or those with no voting right as set out in the second paragraph of Article 179 of the Company Act.

Where a government agency or a juristic person acts as the shareholder, the voting rights of such representatives shall be exercised based on their combined shareholding. Where there are more than two representatives, such representatives shall jointly exercise their voting rights.

Where a shareholder holds shares for others, such shareholder may exercise his voting right separately. The qualifications and methods of exercise shall comply with the regulation of the competent authorities.

Article 13. Except that the acts require otherwise, the following matters shall be

determined by shareholders' meetings:

- I. Formulation and amendments of the Articles of Incorporation of the Company.
- II. Election of Directors.
- III. Examination and approval of statements and reports prepared by the Board of Directors and the reports by the Audit Committee.
- IV. Resolutions on the increase/decrease of the total capital stock.
- V. Distribution of profits or covering of losses.
- VI. Dissolution, merger or split of the Company.
- VII. Other matters to be resolved by shareholders' meetings in accordance with the acts.

Article 14. For a shareholders' meeting convened by the Board of Directors, the Chairman of the meeting shall be the Chairman of the Board. In case the Chairman of the Board is on leave or absent or cannot exercise his power and authority for any cause, the Vice Chairman shall act on his behalf. In case the Vice Chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors shall elect one from among themselves to act for him. Where a shareholders' meeting is convened by a person with convening rights outside the Board of Directors, such person with convening right shall act as the Chairman; where two or more persons having the convening right, the Chairman of the meeting shall be elected from among themselves.

Article 15. Resolutions at a shareholders' meeting shall, unless otherwise provided in the Company Act or other acts, be adopted by a majority vote of the attending shareholders, who represent more than one-half of the total number of voting shares.

The "special resolution" in this charter refers to resolution passed by shareholders' meeting attended by shareholders that represent over 2/3 of the total issued shares, and the resolution was passed by over half the present votes. Or, according to regulations, when the number of shares represented by attending shareholders does not reach the aforementioned amount, attending shareholders must represent over half of the total issued shares and over 2/3 of the attending shareholders must agree to the

resolution. However, if other regulations stipulate shares held by attending shareholders or the votes of attending shareholders, follow the regulation.

Article 16. 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 20 days after the close of the meeting.

The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be made by means of electronic transmission. The distribution of the minutes of shareholders' meeting as required in the preceding paragraph to the registered stock shareholders whose shareholding is less than one thousand shares may be made by means of a public notice.

Chapter 5. Directors and the Audit Committee

Article 17. The Board of Directors of the Company shall have 7 to 11 Directors. The number of Directors shall be determined by the Board of Directors and shall be in accordance with the requirements of the relevant acts. The election of the Board of Directors, pursuant to Article 192-1 of the Company Act, shall adopt the candidate nomination measure. The shareholders shall elect the Directors from the list of candidates.

The percentage of shareholdings of all the Directors shall be subject to the provisions prescribed by the competent securities authority.

Among the number of Directors specified in the first paragraph, there shall be at least three Independent Directors, whom shall be elected from lists of candidates by shareholders' meetings in candidate nomination system. The professional qualifications, shareholdings, restrictions on concurrent positions, manners of nomination and election and other matters to be adhered to shall be handled in accordance with the requirements of the competent securities authority.

Article 18. Directors shall each hold office for a term not exceeding 3 years; but he/she may be eligible for re-election.

In case no election of new Directors is affected after expiration of the term of existing directors, the term of out-going directors shall be extended until the new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the Company to elect new

directors within a given time limit; and if no re-election is effected after the expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Within the terms of the directors, the Company might by resolution of the Board of Directors purchase liability insurance for the directors.

Article 19. The Company shall have one Chairman of the Board, whom shall be elected by more than half of the directors present at a meeting attended by more than two third of all Directors, and where necessary, a Vice Chairman of the Board of Directors shall be elected among themselves.

The Chairman of the Board shall internally preside at the shareholders' meetings and Board meetings and shall externally represent the Company.

Article 19-1 Other than the first Board meeting, which shall be convened by the Director with the most representative votes at the election, the Board meeting shall be convened by the Chairman.

Over half of the directors may request the Chairman to convene a Board meeting by filing a written proposal which sets forth the subjects for discussion and the reasons thereof.

If the Chairman does not convene a Board meeting within 15 days of the submission of the request, board meeting with over half of the directors can be convened on their own.

Article 20. In calling a Board meeting, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each Director no later than 7 days prior to the scheduled meeting date, which might be given by ways of facsimile or electronic mails. However, in the case of an emergency, the meeting may be convened at any time.

Unless otherwise provided in the Company Act, Business Mergers and Acquisitions Act or other acts, resolutions of the Board of Directors shall be adopted by a majority vote of the Directors at a meeting attended by a majority of the Directors.

Article 21. In case the Chairman of the Board is on leave or absent or cannot exercise his power and authority for any cause, where there is a Vice Chairman, the Vice Chairman shall act on his behalf. In case the Vice Chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors shall elect from

among themselves a Director to act on his behalf.

Article 22. Each Director shall attend the Board meeting in person. Where a Director cannot attend a Board meeting, he shall in each time appoint another Director to attend the meeting on his behalf by issuing a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A Director may accept the appointment to act as the proxy referred to in the above of one other Director only.

In case a Board meeting is proceeded via visual communication network, the Directors participate in such visual communication meetings shall be deemed as participation in person.

Article 23. The powers of the Board of Directors shall be as follows:

- I. Determination of guiding principles of business.
- II. Approval of budgets and examination of final accounts.
- III. Approval of material internal regulations.
- IV. Drafting proposals on an increase/decrease of total capital stock.
- V. Drafting proposals on distribution of profits and covering of losses.
- VI. Resolutions on the issue of company bonds.
- VII. Resolutions on the purchase of the shares of the Company.
- VIII. Ratification of the appointment, dismissal, and remuneration of the Chief Manager.
- IX. Designation of directors and supervisors of subsidiaries.
- X. Other powers stipulated by acts to be exercised by the Board of Directors and matters authorized by shareholders' meetings.
- XI. The Board of Directors of the Company might establish various specialized functional committees, each of which shall be accountable to the Board of Directors and shall submit its proposals to the Board of Directors for resolutions. The committees shall establish the regulations governing the exercise of their power, which shall be approved by the Board of Directors.
- XII. The Company shall, in accordance with Article 14-4 of the Securities and Exchange Act, establish an Audit Committee, which or the members of which shall be responsible for exercising the powers of supervisors stipulated by the Company Act, Securities and Exchange Act and other acts. The Audit Committee shall be composed of all Independent Directors. The relevant articles shall be formulated by resolutions of the Board of Directors.

Article 24. (Deleted)

Article 25. (Deleted)

Article 26. Where a Director of the Company fulfill duties for the Company, without regard to the operational profits or losses, the Company shall pay remuneration considering his degree of participation in the operation of the Company and the value he contributes, and with reference with the industrial standards within and outside the territory. The Board of Directors is authorized to determine such remuneration. The remuneration of Independent Directors might be determined reasonably higher than and different from the remuneration of non-independent Directors. Where the Company makes profits, remunerations shall also be allocated in accordance with Article 31.

Article 27. Directors of the Company might serve concurrently as directors and supervisors of its subsidiaries.

Chapter 6. Chief Managers

Article 28. The Company shall, in accordance with the resolutions by the Board of Directors, appoint a President or Chief Executive Officer and several chief managers. The appointment, dismissal, and remuneration of whom shall be submitted for resolutions by more than half of the Directors present at a Board meeting attended by more than half of all Directors. The President or Chief Executive Officer shall be accountable to the Board of Directors and shall fulfill the duties designated by the Chairman of the Board or the Board of Directors.

The appointment and dismissal of the President or Chief Executive Officer in the preceding paragraph shall be submitted by the Chairman to the Board of Directors for handling in accordance with the requirements of the preceding paragraph.

The appointment and dismissal of other chief managers shall be submitted by the President or Chief Executive Officer to the Board of Directors for handling in accordance with the first paragraph.

Article 29. In addition to the powers conferred by the acts or the Articles of Incorporation of the Company, the regulations and authorizations with respect to the division of powers and responsibilities between the Board of Directors, President or Chief Executive Officer and each department shall be determined and executed by the Board of Directors.

Chapter 7. Accounting

Article 30. The fiscal year for the Company shall be from January 1 to December 31 of each year. After the closing of each fiscal year, the Board of Directors shall prepare the following statements and records the consolidated reports of the Company and all its subsidiaries. Such consolidated statements shall be forwarded to the Audit Committee for their auditing not later than the 30th day prior to the meeting date of a general shareholders' meeting.

I. Business Reports.

II. Financial Statements.

III. The surplus earning distribution or loss off-setting proposals.

The documents in the preceding paragraph and the preparation, audition, declaration, and reference of the items required by the competent authority shall comply with the Company Act, Securities and Exchange Act and other relevant regulations.

The financial statements in the first item, surplus earnings distribution, or loss make-up proposal, after presented at a shareholders' meeting for acceptance, shall be distributed to the shareholders. The distribution may be made by means of public announcement.

Article 31. Where the financial results for the fiscal year show a profit, the Company shall, by the resolution of Board of Directors, distribute not less than 0.01% and not more than 5% of the profit as employees' compensation, and distribute not more than 3% of the foresaid profit as remuneration of Directors and Supervisors. Reports of such distribution shall be submitted to the shareholders' meeting. However, in case of the accumulated losses, certain profits shall first be reserved to cover them.

The employees' compensation could be distributed in the form of shares or in cash and the employees of subsidiaries meeting certain specific requirements shall be entitled to receive shares or cash.

The profits stated in the first paragraph represent the pre-tax income of current year before deducting distributed employees' compensation and Directors' remuneration.

When the Company has no surplus, it shall not pay dividends and bonuses. If the Company has surplus at the end of the year, after tax payment and recovery of losses over the years, 10% of the amount shall be appropriated as legal capital reserve; the balance after the special capital reserve is set

aside or reversed in accordance with laws and regulations (hereinafter referred to as "surplus earnings of the year") plus the retained earnings at the beginning of the year shall be used to pay the dividends for preferred shares in priority as the surplus earnings available for distribution. The distribution plan shall be proposed by the Board of Directors and subject to the resolution of the shareholders' meeting.

This Company's dividend policy and dividend distribution shall consider This Company's dividend policy and dividend distribution shall consider the Company's profitability, future operation funding needs, and changes in industry environment, as well as the shareholders' rights and the Company's long-term financial plans. This Company's yearly total dividend distribution amount shall be no less than 40% of the year's earnings. The distributed cash dividend shall be no less than 20% of the total dividend distribution amount. However, if the Company has no surplus earnings of the year, or the distributable surplus earnings of the year based on the aforesaid calculation is by far less than the dividend distributed by the Company in previous years, the Company may make the distribution from all or a part of its retained earnings or reserves in accordance with applicable laws or rules of competent authorities. Notwithstanding the foregoing, if the Company has any significant non-recurring income without corresponding cash inflow in a given fiscal year due to accounting principles such as different recognition timing or change of valuation methods, the Company may retain all or a part of such income without being subject to the aforesaid principles on dividend distribution ratio or cash dividend ratio.

Chapter 8. Supplementary Provisions

Article 32. The Board of Directors is authorized to formulate the Articles of Incorporation, detail procedures of operation and management rules for the Company.

Article 33. Matters not fully provided for by the Articles shall be handled in accordance with the Company Act, Securities and Exchange Act, Business Mergers and Acquisitions Act, and the requirements of other relevant acts.

Article 34. The Articles were formulated on June 14, 2005.

The first amendment was made on June 14, 2006.

The second amendment was made on June 13, 2007.
The third amendment was made on June 25, 2008.
The fourth amendment was made on June 16, 2009.
The fifth amendment was made on June 21, 2010.
The sixth amendment was made on June 22, 2012.
The seventh amendment was made on June 19, 2013.
The eighth amendment was made on June 18, 2014.
The ninth amendment was made on June 22, 2016.
The tenth amendment was made on June 28, 2019.
The eleventh amendment was made on June 24, 2020.
The twelfth amendment was made on May 26, 2022.
The thirteenth amendment was made on May 31, 2023.
The fourteenth amendment was made on May 24, 2024.