

**FSP Technology Inc.**  
**Articles of Incorporation**  
**Chapter 1. General Principles**

- Article 1: The Company is organized pursuant to the Company Act and it is named "FSP Technology Inc."
- Article 2: The business scope of the Company is as follows:
- I. CB01010 Manufacture of machinery and equipment.
  - II. CC01010 Power generation, transmission and distribution machinery manufacturing.
  - III. CC01080 Electronic parts and components manufacturing.
  - IV. CE01010 Precision instruments manufacturing.
  - V. E603050 Automated control equipment engineering.
  - VI. EZ05010 Apparatus installation construction.
  - VII. F113030 Precision equipment wholesale.
  - VIII. F213040 Precision equipment retail.
  - IX. F401010 International trade.
  - X. CC01100 Restricted telecom radio frequency equipment and materials manufacturing.
  - XI. F113110 Battery wholesale.
  - XII. CC01990 Other electrical engineering and electronic machinery equipment manufacturing.
  - XIII. IG03010 Energy technical services.
  - XIV. 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 external guarantees.
- Article 2-2: The Company may invest in other business entities and the Company's investments in other businesses shall not be restricted by the 40% of the Company's paid-up capital as specified in Article 13 of the Company Act.
- Article 3: The Company's headquarters is located in Taoyuan City. The Company may set up branch offices in locations in Taiwan or foreign countries as resolved by the Board of Directors, if necessary.
- Article 4: (Deleted).

**Chapter 2. Shareholding**

- Article 5: The Company's authorized capital is NT\$3.6 billion divided into 360 million shares with a par value of NT\$10 per share. The Board of

Directors is authorized to issue the unissued shares in installments if deemed necessary.

Of the authorized capital specified in the preceding paragraph, NT\$100 million is reserved and divided into 10 million shares priced at NT\$10 per share for the exercise of stock options on warrants, preferred shares with warrants, or corporate bonds with warrants.

Where the Company reports the issuance of employee stock warrants at a strike price which is lower than the closing price of the Company's common stocks on the date of issuance, it shall obtain the approval of at least two thirds of the voting rights present at the shareholders meeting attended by shareholders representing a majority of total issued shares before issuance.

Transfer of shares to employees at prices below the Company's average repurchase price must be approved by a resolution of the most recent shareholders' meeting, in which the resolution must be approved by at least two thirds of the voting rights present at the shareholders meeting attended by shareholders representing a majority of total issued shares.

Article 5-1: The recipients of the Company's treasury stock buyback, distribution of employee stock warrants, employee subscription of new shares, and issuance of new restricted employee shares include employees of controlling or subordinate companies that meet the criteria.

Where the scope of the employees in the preceding paragraph is otherwise specified by the competent authority of securities, such regulations shall prevail.

Article 6: (Deleted).

Article 7: Stocks issued by the Company are not required to be printed. The Company, however, shall contact the centralized securities depository enterprise for the registration of the share certificates.

Article 8: The transfer of shares shall be suspended within 60 days prior to the date of an annual shareholders' meeting, within 30 days prior to the date of a special shareholders' meeting, or within 5 days prior to the baseline date set by the Company for distribution of dividends, bonus or other benefits.

### **Chapter 3. Shareholders' Meeting**

Article 9: Shareholders' meeting can be divided into general meetings and special meetings. General meetings are convened by the Board of Directors once a year within six months of the end of each fiscal year in accordance with laws. Special meetings may be convened according to the law when

necessary.

Article 9-1: The Company shall administer stock transfer operations in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies."

Article 10: A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy.

Article 11: Each share held by the shareholders of the Company is entitled to one voting right. No voting power shall be granted, however, to company shares prescribed in Article 179 of the Company Act.

Article 12: Unless otherwise stipulated in the Company Act, any resolutions in a shareholders' meeting should be approved by a majority vote at a shareholders' meeting attended by shareholders representing a majority of total issued shares before issuance. The meeting minutes shall be disseminated to each shareholder no later than 20 days after the meeting. The aforementioned meeting minutes may be distributed in the form of announcements.

Article 12-1: When the Company convenes a shareholders' meeting, it may include electronic voting as one of the methods for exercising voting rights. A shareholder who exercises voting rights at a shareholders' meeting by electronic voting shall be deemed to have attended the shareholders' meeting in person. Other related matters shall be carried out in accordance with regulations.

Article 12-2: When the Company convenes a shareholders' meeting, it may use a video conference or other methods announced by the central competent authority. The method of implementation and related matters shall be processed in accordance with related regulations.

#### **Chapter 4. Directors and Supervisors**

Article 13: The Company shall have five to thirteen Directors, who are elected during shareholders' meetings from among persons of adequate capacity to serve a term of three years. They may be re-elected to serve consecutive terms.

According to Article 14-2 of the Securities and Exchange Act, the number of Independent Directors among the Directors in the preceding paragraph shall be no fewer than two and they shall constitute no less than one fifth of the Directors.

The election of the Company's Directors (including Independent

Directors) is held via a candidate nomination system and Directors shall be elected from the list of candidates in the shareholders' meeting. The compliance matters of Independent Directors shall be processed in accordance with the Company Act and regulations of the competent authority of securities.

The Company may purchase liability insurance for Directors.

Article 13-1: Article 13-1: The Company has established the Audit Committee in accordance with Article 14-4 of the Company Act, and its members are responsible for carrying out the duties of Supervisors specified in the Company Act, Securities and Exchange Act, and other relevant regulations.

Article 14: The Board of Directors is formed by the Directors. The Chairman shall be elected by a majority voting of the Directors present at a meeting of its Board of Directors attended at least two thirds of the Directors of the Company. The Board of Directors may elect one person to serve as the Vice Chairman in the same manner. The Chairman shall represent the Company externally.

Article 14-1: Directors shall be notified of Board meetings seven days prior to the meeting with the reason indicated. A board meeting may be called at any time in the event of an emergency.

Board meetings may be called by means written notice, email, or fax.

Article 14-2: The Board of Directors may establish different functional committees (they also may appoint external experts and academics to serve as members of the committees). The charters for the exercise of powers by functional committees shall be established by the Board of Directors.

Article 15: If the Chairman is on leave or cannot exercise powers due to other reasons, the Vice Chairman shall act on his/her behalf. If no Vice Chairman is appointed or if the Vice Chairman is also on leave or cannot exercise powers due to other reasons, the exercise of power shall be processed in accordance with Article 205 and Article 208 of the Company Act. If the Chairman is on leave or cannot exercise powers due to other reasons, the exercise of power shall be processed in accordance with Article 205 and Article 208 of the Company Act.

Article 16: The Company's remuneration for Directors shall be evaluated by the Remuneration Committee and the meeting of the Board of Directors is authorized to determine the remuneration.

## **Chapter 5. Managerial Officer**

Article 17: The Company shall appoint one President and several Vice Presidents to assist the President. The President is responsible for all business operations of the Company based on the instructions of the Board of Directors. The appointment and dismissal of the President shall be processed in accordance with laws.

## **Chapter 6. Accounting**

Article 18: At the end of each fiscal year, the Board of Directors of the Company shall submit (1) Business Report; (2) financial statements; (3) proposals on distribution of earnings or make-up of deficits, etc. to the annual shareholders' meeting to request ratification.

Article 19: (Deleted).

Article 20: Article 20 In case the Company makes a profit in the current year (profits refer to the income before tax and before the distribution of remuneration to employees and Directors), no less than 6% shall be allocated as the employees' remuneration (At least 10% of the employee compensation shall be allocated to entry-level employees.) and no more than 3% as the Directors' remuneration. However, if the Company has accumulated losses (including adjustment on undistributed earnings), the Company shall set aside a part of the surplus first for making up the losses.

The remuneration in the preceding paragraph to the employees may be distributed in stock or cash. The recipients of employee stock dividends or cash dividends include the employees of the companies controlled by or subordinate to the Company that meet certain criteria. The Board of Directors is authorized to determine the method of distribution. The director remuneration shall be distributed in cash.

The procedures in the two preceding paragraphs must be approved by the Board of Directors and reported to the shareholders' meeting.

Article 20-1: (Deleted).

Article 21: If the Company has net profit after tax in its final accounts of the year, it shall first make up for accumulated losses (including adjustments of the unappropriated retained earnings) and then set aside 10% as legal surplus reserve. However, no additional legal surplus reserve shall be appropriated once it reaches the Company's paid-in capital. The Company shall also appropriate or reverse special reserve based on the requirements for the Company's operations and legal requirements. The

Board of Directors shall draft the proposal for appropriation of earnings based on the remaining earnings, if any, combined with accumulated unappropriated earnings at the beginning of the period and submit it to the shareholders' meeting for resolution on distribution of bonus to shareholders.

The basis for the appropriation of the aforementioned legal surplus reserve is "the net profit after tax of this period plus items other than the net profit after tax of this period are included in the undistributed earnings of the current year."

Where the earnings, statutory surplus reserve, and capital reserve is distributed in cash, the Board of Directors shall be authorized to determine the distribution with a resolution adopted by a majority vote in a meeting of the Board of Directors attended by more than two thirds of the Directors and report to the shareholder's meeting. Where the Company intends to distribute earnings by issuing new shares, it shall file a proposal to the shareholders' meeting and obtain approval in a resolution.

Article 22: The Company's Dividend Policy is based on the Company's capital budgeting, plans for future capital demand, financial structure, and earnings. The Board of Directors shall formulate the earnings distribution proposal which shall be passed in a resolution of the shareholders' meeting.

As the Company is in a stable growth phase and the industry continues to centralize, the Company seeks to continue to expand its scale in order to achieve sustainable operations and stable growth. The Company's Dividend Policy is that when it has no accumulated losses for the previous period, the Company will distribute dividends to shareholders at a rate of not less than 50% of the Company's annual net profit after tax. The distribution may be made in the form of stock dividends or cash dividends and the distribution of cash dividends shall be no less than 30% of the shareholders' bonus.

Where the Company has no distributable earnings in the current year or has distributable earnings that are far lower than the earnings distributed by the Company in the previous year or where the Company makes a decision based on its finances, business, and operations, it may distribute all or parts of the surplus reserve in accordance with laws or regulations of the competent authority.

## **Chapter 7. Miscellaneous**

Article 23: Matters not prescribed in the Articles of Incorporation, if any, shall be processed in accordance with the provisions of the Company Act.

Article 24: The Articles of Incorporation were established on April 8, 1993.

The 1st amendment was made on January 20, 1994.

The 2nd amendment was made on October 9, 1994.

The 3rd amendment was made on August 9, 1997.

The 4th amendment was made on October 28, 1998.

The 5th amendment was made on June 15, 1999.

The 6th amendment was made on June 15, 2000.

The 7th amendment was made on June 16, 2001.

The 8th amendment was made on June 22, 2002.

The 9th amendment was made on December 26, 2003.

The 10th amendment was made on June 3, 2004.

The 11th amendment was made on June 10, 2005.

The 12th amendment was made on June 14, 2006.

The 13th amendment was made on June 15, 2007.

The 14th amendment was made on June 13, 2008.

The 15th amendment was made on June 10, 2009.

The 16th amendment was made on June 17, 2010.

The 17th amendment was made on June 15, 2011.

The 18th amendment was made on June 18, 2012.

The 19th amendment was made on June 10, 2013.

The 20th amendment was made on June 10, 2015.

The 21st amendment was made on June 8, 2016.

The 22nd amendment was made on June 8, 2017.

The 23rd amendment was made on June 16, 2020.

The 24th amendment was made on July 20, 2021.

The 25th amendment was made on June 9, 2022.

The 26rd amendment was made on June 12, 2023.

The 27rd amendment was made on June 11, 2025.

**FSP Technology Inc.**

**Chairman: Cheng, Ya-Jen**