

# Articles of Incorporation of Ampoc Far-East Co., Ltd

## Chapter 1 General provisions

Article 1: The Company is incorporated and named 揚博科技股份有限公司 according to the requirements of the Company Act. Its English name is Ampoc Far-East Co., Ltd.

Article 2: The scope of business of the Company is as follows:

- I. CB01010 Mechanical Equipment Manufacturing
- II. E603050 Automatic Control Equipment Engineering
- III. E604010 Machinery Installation
- IV. F107200 Wholesale of Chemical Feedstock
- V. F113010 Wholesale of Machinery
- VI. F113030 Wholesale of Precision Instruments
- VII. F113050 Wholesale of Computers and Clerical Machinery Equipment
- VIII. F113060 Wholesale of Measuring Instruments
- IX. F115010 Wholesale of Jewelry and Precious Metals
- X. F213030 Retail Sale of Computers and Clerical Machinery Equipment
- XI. F213040 Retail Sale of Precision Instruments
- XII. F213050 Retail Sale of Measuring Instruments
- XIII. F213080 Retail Sale of Machinery and Tools
- XIV. F215010 Retail Sale of Jewelry and Precious Metals
- XV. F401010 International Trade
- XVI. G801010 Warehousing
- XVII. I301010 Information Software Services
- XVIII. I501010 Product Designing
- XIX. C801010 Basic Chemical Industrial
- XX. C801030 Precision Chemical Material Manufacturing
- XXI. C802060 Veterinary Drug Manufacturing
- XXII. C802080 Environmental Agents Manufacturing
- XXIII. C802990 Other Chemical Products Manufacturing
- XXIV. CF01011 Medical Devices Manufacturing
- XXV. F107070 Wholesale of Veterinary Drugs
- XXVI. F107080 Wholesale of Environmental Agents
- XXVII. F108031 Wholesale of Medical Devices
- XXVIII. F207050 Retail Sale of Fertilizer
- XXIX. F207070 Retail Sale of Veterinary Drugs
- XXX. F207080 Retail Sale of Environmental Agents
- XXXI. F207200 Retail Sale of Chemical Feedstock
- XXXII. F208031 Retail Sale of Medical Apparatus
- XXXIII. F601010 Intellectual Property Rights
- XXXIV. IG01010 Biotechnology Services
- XXXV. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The headquarter of the Company is located in Taipei City, and it may establish domestic and foreign branches or offices upon the resolution of the Board when necessary.

Article 4: The announcement method of the Company shall be subject to the requirements under Article 28 of the Company Act.

## Chapter 2 Shares

Article 5: The total capital of the Company is NT\$1,788 million divided into 178,800,000 shares with a par value of NT\$10 per share and may be issued in installments, in which 8 million shares were retained for employee stock options, and the Board is authorized to issue them in batches.

The counterparties for the transfer of shares acquired by the Company according to the Company Act, the counterparties for the transfer of employee stock options, and

counterparties of new shares issued under the capital increase in cash that are retained for subscriptions by employees may include employees, who fulfill certain conditions, of controlled or subordinated companies of the Company, and the Board is authorized to establish the methods.

Article 6: The total investment is not subject to the restriction of no more than 40% of the Company's paid-in capital as provided in Article 13 of the Company Act.

Article 7: Share certificates of the Company are registered, shall be numbered, signed or sealed by Directors representing the Company and issued after being certified by the competent authority or its authorized registration institution in accordance with the law.

Shares issued by the Company are exempted from printing share certificates; however, the Company shall register them with a centralized securities depository enterprise.

Article 7-1: The transfer of shares, creation of pledges, re-issuance for losses, succession, gifting, and registration for the loss of seals, address alteration or change, and other stock affairs matters by shareholders of the Company shall be subject to the "Regulations Governing the Administration of Shareholder Services of Public Companies," except for otherwise stated in laws and regulations or securities rules.

Article 8: The registration for the transfer of shares shall be suspended 60 days before the annual shareholders' meeting, 30 days before the extracommon shareholders' meeting, or 5 days before the base date on which the Company decides to distribute dividends and bonuses or other benefits.

### **Chapter 3 Shareholders' Meetings**

Article 9: There are annual shareholders' meeting and special shareholders' meetings. Annual shareholders' meeting is convened once a year within six months after the end of each fiscal year, with shareholders being noticed 30 days in advance, and special shareholders' meetings are convened when necessary, with shareholders being noticed 15 days in advance.

Shareholders' meetings may be held through video conference or other forms announced by the central competent authority.

Article 10: If a shareholder is unable to attend a shareholders' meeting, the shareholder may issue a proxy form printed and issued by the Company and set out the scope of authorization to engage a proxy to attend the meeting on its behalf.

Except for otherwise stated in the Company Act, rules for engaging proxies by shareholders shall be subject to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.

Article 11: Except for otherwise stated under laws and regulations, shareholders of the Company have one vote for each share held.

Article 12: Except for otherwise stated in the Company Act, resolutions made by the shareholders' meeting shall receive the consent of attending shareholders with more than half of the voting rights at a meeting attended by shareholders representing more than half of the total number of shares.

### **Chapter 4 Directors**

Article 13: The Company has 5 to 11 Directors whose election method is the candidate nomination system in accordance with Article 192-1 of the Company Act, and they shall be elected by the shareholders' meeting from the list of candidates. The term of office is three years, and they may be re-elected and re-appointed.

In the number of Directors above, the number of Independent Directors shall be no less than two persons and no less than one-fifth of the number of all Directors. The qualification, shareholding, restriction on concurrent position, recognition of independence, nomination, election method, and other matters to be observed are subject to relevant requirements of the competent authority.

For the election of Directors, the Company complies with the requirements of the Company Act. The election of Independent Directors and Non-Independent Directors is performed at once, and the number of elected Independent Directors and Non-Independent Directors is calculated separately; those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. Total shares of the registered share certificates of the Company held by all Directors shall be established according to the standards stated in the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.”

The Board may establish functional committees according to the regulatory requirements or operating requirements.

Article 14: The Board is formed by the Directors; a Chairman shall be elected by receiving the consent of over half of the attending Directors at a meeting attended by over two-thirds of Directors; the Chairman represents the Company to external parties.

Article 15: If the Chairman is on leave or is unable to exercise its powers, its proxy may act on its behalf according to the requirements under Article 208 of the Company Act. A Director shall attend the Board meetings in person; if the Director is unable to attend the meeting, it may engage another Director as its proxy; a Director may only be the proxy of one Director.

For convening the Board meeting of the Company, Directors shall be notified seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The notice in the preceding Paragraph shall set out the reason for the meeting and may be made via correspondence, e-mail, or facsimile.

Article 16: For the remuneration of Directors, the Board is authorized to determine based on the level of participation of Directors and the value of contributions to the Company with reference to the general standards within the industry.

## **Chapter 5 Managers**

Article 17: The Company may have a President and a Vice President whose appointment, dismissal, and compensation are subject to the requirements under Article 29 of the Company Act.

## **Chapter 6 Accounting**

Article 18: The fiscal year of the Company is from January 1 to December 31 each year. At the end of each fiscal year, the Board shall prepare the following books and statements and submit them to the Audit Committee for review 30 days before the annual shareholders’ meeting and submit them to the shareholders’ meeting for ratification.

(I) Business Report

(II) Financial statements

(III) The proposal for earning distribution or loss compensation

Article 19: Deleted.

Article 20: If the Company has earnings from the final account of the year, it shall pay profit-seeking business income tax, compensate prior losses, and, if there are remaining balance, provide 10% as the legal reserve; however, if the legal reserve has reached the paid-in capital of the Company, the provision is exempted. After providing or reversing the special reserve when necessary according to the law and requirements of the competent authority, the remaining balance, plus the cumulative undistributed earnings from prior years, shall be the cumulative distributable earnings. The Board formulates the proposal for earning distribution above based on earnings available for distribution and submits it to the shareholders for the resolution of distribution.

In response to the business expansion requirements and industrial growth, the Company may plan for the capital required based on the overall capital budgets of the Company. Based on the principle of retaining capital through the distribution of share dividends, the remaining part may be distributed in cash dividends; however, the cash dividend shall be

no less than 10% of the total dividends distributed to the shareholders of the year; nonetheless, the Company may distribute share dividends if the cash dividends are less than NT\$0.5 per share.

The Board of the Company shall distribute the entire or partial dividends and bonuses, or capital reserve or statutory reserve in cash based on a resolution made by over half of the attending Directors at a meeting attended by over two-thirds of the Directors and report it to the shareholders' meeting; the requirements related to the resolutions by the shareholders' meeting in the preceding Paragraph.

Article 20-1: The Company, after compensating losses, if there is still a balance from the profit before tax of the year and before the distribution of remunerations of employees and Directors of the year, the Company shall appropriate 5% to 8% as the remuneration of employees and no more than 3% as the remuneration of Directors.

The distribution of remuneration of employees and remuneration of Directors shall be resolved by receiving consent from over half of the attending Directors at a Board meeting attended by over two-thirds of the Directors and reported to the shareholders' meeting.

Counterparties for the distribution of shares or cash under remuneration of employees include employees, who fulfill certain conditions, of controlled or subordinated companies of the Company, and the Board is authorized to establish certain conditions.

## **Chapter 7 Supplemental Provisions**

Article 21: The Company may provide guarantees to external parties according to the requirements of the government.

Article 22: Unaddressed matters shall be subject to the requirements of the Company Act.

Article 23: The Articles were established on October 15, 1980. The first amendment was made on July 13, 1981. The second amendment was made on November 21, 1982. The third amendment was made on March 16, 1983. The fourth amendment was made on March 6, 1985. The fifth amendment was made on May 31, 1985. The sixth amendment was made on November 15, 1985. The seventh amendment was made on November 27, 1986. The eighth amendment was made on October 6, 1988. The ninth amendment was made on September 8, 1989. The tenth amendment was made on November 24, 1990. The eleventh amendment was made on September 10, 1992. The twelfth amendment was made on November 11, 1992. The thirteenth amendment was made on March 5, 1993. The fourteenth amendment was made on August 10, 1995. The fifteenth amendment was made on October 4, 1996. The sixteenth amendment was made on August 15, 1997. The seventeenth amendment was made on October 8, 1998. The eighteenth amendment was made on December 11, 1998. The nineteenth amendment was made on June 29, 1999. The twentieth amendment was made on September 1, 1999. The twenty-first amendment was made on December 7, 1999. The twenty-second amendment was made on January 10, 2000. The twenty-third amendment was made on June 22, 2000. The twenty-fourth amendment was made on May 16, 2001. The twenty-fifth amendment was made on June 21, 2002. The twenty-sixth amendment was made on June 24, 2003. The twenty-seventh amendment was made on June 25, 2004. The twenty-eighth amendment was made on June 27, 2006. The twenty-ninth amendment was made on June 16, 2009. The thirtieth amendment was made on June 15, 2010. The thirty-first amendment was made on June 22, 2011. The thirty-second amendment was made on June 19, 2012. The thirty-third amendment was made on June 17, 2015. The thirty-fourth amendment was made on Jun 17, 2016. The thirty-fifth amendment was made on June 14, 2017. The thirty-sixth amendment was made on June 11, 2019. The thirty-seventh amendment was made on June 16, 2022. The thirty-eighth amendment was made on June 14, 2023.