

# **ThinTech Materials Technology Co., Ltd.**

## **Articles of Incorporation**

### Chapter I General Provision

- Article 1: The Company is incorporated in accordance with the Company Act and named "ThinTech Materials Technology Co., Ltd".
- Article 2: The business scope of the Company is as follows:
1. CA01100 Aluminum Rolling, Drawing and Extruding.
  2. CA01130 Copper Rolling, Drawing and Extruding.
  3. CA01990 Other Non-ferrous Metal Basic Industries.
  4. CA04010 Surface Treatments.
  5. CB01010 Mechanical Equipment Manufacturing.
  6. CC01080 Electronics Components Manufacturing.
  7. F401010 International Trade.
  8. F119010 Wholesale of Electronic Materials.
  9. F111090 Wholesale of Building Materials.
  10. C801990 Other Chemical Materials Manufacturing.
  11. C901010 Ceramic and Ceramic Products Manufacturing.
  12. CA02990 Other Fabricated Metal Products Manufacturing Not Elsewhere Classified.
  13. ZZ99999 All business items 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 in the same industry for business needs.
- Article 4: The Company is headquartered in Kaohsiung City and may establish branches at home or abroad when necessary by the resolution of the board of directors.
- Article 5: Any and all public announcements to be made by the Company shall comply with Article 28 of the Company Act.

### Chapter II Shares

- Article 6: The Company's authorized capital is NT\$1.5 billion consisting of 100 million and 5 thousand shares. The par value of each share is NT\$10, and such shares may be issued in tranches. Of the capital in the preceding, an amount of NT\$20 million is reserved for the issuance of employee stock warrants; a total of 2 million shares are to be issued with a par value of NT\$10 per share, which may be issued in tranches by resolution of the board of directors depending on the practical needs.
- Article 6-1: If the Company intends to cancel the public offering, it shall be approved by the board of directors and then passed with two-thirds or more of the voting rights represented by the shareholders present, in person or by deputy, at a shareholders' meeting attended by shareholders representing more than half of the total number of issued shares before the public offering is canceled.
- Article 7: The Company's shares are all registered and are issued after being signed or sealed by at least three directors and certified in accordance with the law.
- The Company may be exempted from printing stock certificates and shall register with the centralized securities depository enterprise when issuing

shares.

The Company's shareholders shall apply for services, such as share ownership transfer, share pledge, reissuance for lost shares, inheritance of shares, shares given as a gift, report of loss of a seal, seal replacement, or address change, in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" unless otherwise provided by laws and securities regulations.

The Company's cancellation of the public offering shall be approved by the board of directors and reported to and approved by the shareholders' meeting. This provision shall not be changed when the Company's shares are listed on emerging stock market, TWSE, or TPEX.

Article 8: The change of name and transfer of shares shall be suspended 60 days before a general meeting, 30 days before an extraordinary shareholders' meeting, or within five days before the Company decides to pay out dividends, bonuses, or other benefits.

### Chapter III Shareholders' Meetings

Article 9: There are annual general and extraordinary shareholders' meetings. The annual general meeting shall be held by the Board of Directors in accordance with the law once per year within six months after the end of each fiscal year. Extraordinary meetings may be convened at any time as needed.

The annual general and extraordinary shareholders' meetings shall be convened in accordance with the Company Act. Such meetings shall proceed in accordance with the Company's Rules of Procedure for Shareholders' Meetings.

The Company shall notify all shareholders no later than 30 days before convening an annual general meeting or 15 days before convening an extraordinary shareholders' meeting,

The Company shall announce the acceptance of shareholders' proposals and the acceptance location and period for each annual general meeting in accordance with Article 172-1 of the Company Act.

Article 9-1: The Company may hold an annual general meeting or extraordinary shareholders' meeting by video conference (including a shareholders' meeting by video conference or a hybrid shareholders' meeting) or in other methods announced by the central competent authority in accordance with Article 172-2 of the Company Act. However, due to natural disasters, accidents, or other force majeure events, the central competent authority may announce that the Company may hold a shareholders' meeting by video conference or in a method in an announcement made within a certain period of time without specifying it in the Articles of Incorporation.

In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

For the preceding two paragraphs, a public company shall be subject to regulations provided by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 10: Any shareholder who is unable to attend a shareholders' meeting for any

reason may appoint a deputy to attend the meeting by presenting a deputy form printed by the Company and signed or sealed by the shareholder, indicating the scope of the authorization.

A shareholder may appoint a deputy to attend such a meeting in accordance with the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” promulgated by the competent authority in addition to the Company Act.

Article 11: Resolutions at a shareholders' meeting shall, unless otherwise provided by the Company Act, be adopted by a majority vote of the shareholders present, who represent more than half of the total number of voting shares.

Article 12: The Company's shareholders shall be entitled to one vote for each share held, however, the shares under Article 179 of the Company Act shall be deemed non-voting shares.

Article 13: Resolutions adopted at a 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 twenty days after the close of the meeting. Said distribution may be carried out through public announcement. The meeting minutes shall contain the year, month, day, place, chair's name, and resolution of each shareholders' meeting, record the essentials of the proceedings and their results, and be kept permanently during the Company's existence. The shareholder attendance book and the deputy forms for attendance by deputy shall be kept for at least one year.

#### Chapter 4 Directors and the Audit Committee

Article 14: There shall be seven directors on the board. With a candidate nomination system adopted, directors shall be elected by the shareholders' meeting from the list of candidates to serve a term of three years and may be re-elected.

After the Company's stock is publicly offered, it may have independent directors in place in compliance with applicable laws and regulations. The number of independent directors shall not be fewer than three and shall not be less than one-third of all directors. They shall be elected by the shareholders' meeting from a list of director candidates. The professional qualifications, shareholding, restrictions on positions held concurrently, nomination, election methods, and other matters to be followed for independent directors shall be handled in accordance with the relevant regulations of the competent securities authority.

The Company may purchase directors' liability insurance with respect to liabilities resulting from the performance of their duties during their terms of office.

Article 15: When the term of office of directors ends and an election of new ones fails to be held in time, their term of office shall be extended until new directors are elected and take office.

Article 16: When the vacancy of directors reaches one-third of the total number of directors, the board of directors shall hold an extraordinary shareholders' meeting within 60 days for a by-election, but the term of office of new directors elected at the by-election shall only last until the term of office of the existing directors ends.

The shareholdings of the Company's all directors shall be in compliance

with the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”.

Article 17: The board of directors shall be formed by directors. The Chairman shall be elected by more than half of the directors present at a board meeting attended by at least two-thirds of all directors from among themselves. The Chairman shall execute the business on behalf of the Company externally.

The reason for convening the board of directors shall be stated in a meeting notice, which shall be sent to all directors no later than seven days in advance. However, in the event of an emergency, the board of directors may be convened at any time. The above meeting notice may be sent by or fax or email.

Article 18: When the Chairman is on leave or cannot perform duties for a specific reason, his deputy shall be handled in accordance with the applicable provisions of the Company Act.

Article 19: Unless otherwise provided by the Company Act, the resolutions by the Board of Directors shall be adopted by more than half of the directors present at a board meeting attended by more than half of all directors. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20: When a director is unable to attend a board meeting for a specific reason, they may appoint another director to attend the board meeting as their deputy and shall, in each case, give to the latter director a deputy stating the scope of authorization with respect to the reasons for the meeting. A deputy under the preceding paragraph may accept entrustment from one person only.

Article 21: Directors may be paid with remuneration in accordance with the general standard, and the remuneration standard is set by the board of directors with reference to the standards adopted by competitors or publicly listed companies.

Independent directors’ remuneration is paid in a fixed manner on a monthly basis, and they do not participate in the Company's earnings distribution. Their remuneration is determined by the Board of Directors with reference to the standards adopted by competitors or publicly listed companies.

The Chairman’s salary is determined by the board of directors with reference to the general standards adopted by competitors or TWSE-/TPEX-listed companies. The Chairman shall be paid with other benefits in accordance with the applicable regulations on general employees’ salary and benefits.

Article 22: The exercise of powers by the audit committee or its members and relevant matters shall be handled in accordance with the applicable laws and regulations, the Articles of Incorporation, and organizational charter, or the Securities and Exchange Act.

Article 23: The proceedings of each board meeting shall be recorded in minutes, signed or sealed by the chair, and distributed to all directors within 20 days after the meeting is concluded. The director attendance book and the deputy forms for attendance by deputy shall be kept in the Company.

## Chapter V Managers

Article 24: The Company shall have a president in place, and the appointment, dismissal, and remuneration thereof shall be handled in accordance with Article 29 of the Company Act.

## Chapter VI Final Account

Article 25: The Company shall define that a fiscal year begins from January 1 through December 31.

Article 26: At the end of a fiscal year, the board of directors shall prepare the following documents, which shall be approved by the audit committee, submitted to the Board of Directors for resolution, and then submitted to the annual general meeting for ratification.

I. the business report;

II. the financial statements; and

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

Article 27: If the Company makes a profit for a year, it shall provide no less than 0.1% as employee remuneration and no more than 1% as director remuneration; the recipients of employee remuneration include employees at subsidiaries who meet certain criteria , and should allocate not less than 30% of their remuneration to junior staff. However, profits must first be used to offset a cumulative deficit before amounts of employee remuneration and directors' remuneration are set aside at the above percentages.”

The employee remuneration and directors' remuneration distribution proposal shall be submitted to the Board of Directors for resolution and reported to the shareholders' meeting.

Article 28: Where the Company makes a profit for a fiscal year, the profit shall be first used for paying the tax in accordance with the laws and regulations, offsetting the cumulative deficit, setting aside 10% of the remaining profit as a legal reserve, unless it has reached the total amount of the Company's paid-in capital, setting aside an amount for or reversing a special reserve in accordance with the laws and regulations; and then any remaining profit, together with any undistributed retained earnings from the prior period, shall be adopted by the Company's Board of Directors as the basis for making a distribution proposal, which shall then be submitted to the shareholders' meeting for a resolution.

The industry, in which Company is in, is still growing. We must take into account the current and future operating conditions and focus on the stability of dividends when drawing up a dividend policy. When the Company has cumulative distributable earnings, the amount to be distributed shall not be less than 50%, of which the cash dividends to be distributed shall not be less than 50% of the total amount to be distributed.

## Chapter VII Supplementary Provisions

Article 29: The total amount of investment by the Company investees is not subject to the restriction of 40% of the paid-in share capital.

Article 30: Matters not specified in the Articles of Incorporation shall be handled in accordance with the Company Act and applicable laws and regulations.

Article 31: The Articles of Incorporation and any amendments thereto shall be

enforced by resolution of the shareholders' meeting.

Article 32: The Articles of Incorporation were formulated on March 14, 2000.

The 1st amendment was made on April 6, 2000.

The 2nd amendment was made on May 29, 2000.

The 3rd amendment was made on September 6, 2000.

The 4th amendment was made on March 5, 2001.

The 5th amendment was made on June 12, 2002.

The 6th amendment was made on May 7, 2003.

The 7th amendment was made on May 19, 2004.

The 8th amendment was made on December 21, 2006.

The 9th amendment was made on June 7, 2007.

The 10th amendment was made on June 23, 2009.

The 11th amendment was made on June 22, 2010.

The 12th amendment was made on June 28, 2011.

The 13th amendment was made on September 27, 2011.

The 14th amendment was made on June 24, 2014.

The 15th amendment was made on June 23, 2015.

The 16th amendment was made on June 28, 2016.

The 17th amendment was made on June 14, 2017.

The 18th amendment was made on June 11, 2018.

The 19th amendment was made on June 15, 2022.

The 20th amendment was made on June 16, 2023.

The 21th amendment was made on June 19, 2025.