

## 富旺國際開發股份有限公司

## 公司章程

## 第一章 總 則

- 第 一 條 本公司依照公司法有關之規定組織設立，定名為富旺國際開發股份有限公司，英文名稱為 FULL WANG INTERNATIONAL DEVELOPMENT COMPANY LIMITED。
- 第 二 條 本公司經營之事業如下：
- 一、CC01010 發電、輸電、配電機械製造業。
  - 二、CC01030 電器及視聽電子產品製造業。
  - 三、CC01080 電子零組件製造業。
  - 四、CC01110 電腦及其週邊設備製造業。
  - 五、EZ05010 儀器、儀表安裝工程業。
  - 六、F113020 電器批發業。
  - 七、F213010 電器零售業。
  - 八、F113030 精密儀器批發業。
  - 九、F213040 精密儀器零售業。
  - 十、F113050 電腦及事務性機器設備批發業。
  - 十一、F213030 電腦及事務性機器設備零售業。
  - 十二、F118010 資訊軟體批發業。
  - 十三、F218010 資訊軟體零售業。
  - 十四、F401010 國際貿易業。
  - 十五、I103060 管理顧問業。
  - 十六、I501010 產品設計業
  - 十七、I599990 其他設計業。
  - 十八、CA02010 金屬結構及建築組件製造業。
  - 十九、F111090 建材批發業。
  - 二十、F211010 建材零售業。
  - 廿一、E801010 室內裝潢業。
  - 廿二、H701010 住宅及大樓開發租售業。
  - 廿三、H701020 工業廠房開發租售業。
  - 廿四、H701040 特定專業區開發業。
  - 廿五、H701050 投資興建公共建設業。
  - 廿六、H701060 新市鎮、新社區開發業。
  - 廿七、H701070 區段徵收及市地重劃代辦業。
  - 廿八、H701080 都市更新重建業。
  - 廿九、H701090 都市更新整建維護業。
  - 卅十、H703090 不動產買賣業。
  - 卅一、H703100 不動產租賃業。
  - 卅二、H703110 老人住宅業。
  - 卅三、I503010 景觀、室內設計業。
  - 卅四、H704031 不動產仲介經紀業。
  - 卅五、H704041 不動產代銷經紀業。
  - 卅六、ZZ99999 除許可業務外，得經營法令非禁止或限制之業務。
- 第 三 條 本公司得視業務上之必要對外轉投資，且得經董事會決議為他公司有限責任股東，其投資總額得不受公司法第十三條規定有關轉投資額度之限制。
- 本公司得就業務需要對外背書暨保證。
- 第 四 條 本公司設總公司於中華民國台中市內，必要時經董事會決議於國內外其他地點設立分公司。
- 第 五 條 刪除。

## 第二章 股 份

- 第 六 條 本公司資本總額定為新台幣參拾伍億元，分為參億伍仟萬股，每股金額新台幣壹拾元整，未發行股份授權董事會視實際需要議決得分次發行之。
- 第一項資本額內保留新台幣貳億元供發行認股權憑證、附認股權公司債及附認股權特別股等行使認股權使用，共計貳仟萬股，每股新台幣壹拾元，得依董事會決議分次發行之。
- 第 七 條 本公司發行之股票全部採記名式股票方式，由代表公司之董事簽名或蓋章並予編號，並經依法得擔任股票發行簽證人之銀行簽證後發行之。本公司發行新股時，得就該次發行總數合併印製股票，並洽證券集中保管事業機構保管。本公司發行之股份，亦得免印製股票，並洽證券集中保管事業機構登錄。
- 第 八 條 本公司股務處理悉依公開發行股票公司股務處理準則及相關法令之規定辦理。
- 第 九 條 刪除。
- 第 十 條 刪除。
- 第 十 一 條 刪除。
- 第 十 二 條 刪除。
- 第 十 三 條 每屆股東常會前六十日內或臨時會前三十日內或公司決定分派股息及紅利或其他利益之基準日前五日內，停止股票過戶。
- 第 十 四 條 刪除。

## 第三章 股東會

- 第 十 五 條 股東會分常會及臨時會兩種：
- 一、股東會常會每年召開一次，於每會計年度終了後六個月內，由董事會依法召開之。
- 二、股東臨時會於必要時依法召集之。
- 三、本公司股東開會時，得以視訊會議或其他經中央主管機關公告之方式為之。
- 第 十 六 條 股東常會之召集，應於三十日前通知各股東。股東臨時會之召集，應於十五日前通知各股東。通知應載明開會日期、地點及召集事由。
- 股東會之召集通知，經相對人同意者，得以電子方式為之。
- 持有記名股票未滿一千股之股東，前項召集通知，得以公告方式為之。
- 第 十 七 條 本公司各股東每股有一表決權。但受限制或依公司法第 179 條第二項所列無表決權者，不在此限。
- 第 十 八 條 股東會之決議，除公司法另有規定外，須有代表已發行股份總數過半數股東之出席，以出席股東表決權過半數之同意行之。
- 第 十 九 條 股東會由董事會召集，主席由董事長任之，董事長缺席時由董事長指定董事一人代理之，董事長未指定代理人者由董事互推一人代理之。由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。股東會開會時，主席違反議事規則，宣布散會者，得以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。
- 第 廿 條 股東如因故不能出席股東會時，得出具公司印發之委託書，載明授權範圍，委託代理人出席股東會。股東委託出席之辦法，除依公司法第一百七十七條規定外，悉依主管機關頒布之「公開發行公司出席股東會使用委託書規則」規定辦理。
- 第 廿 一 條 股東會之決議事項應作成議事錄，由主席簽名或蓋章，連同股東簽到簿及代表出席委託書，一併保存於本公司，並於會後二十日內，將議事錄分發各股東。前項議事錄之製作及分發，得以電子方式為之。議事錄之分發，本公司得以公告方式為之。

#### 第四章 董事會

- 第廿二條 本公司設董事七至九人，由股東會就有行為能力之人選任之，任期三年，連選得連任。若缺額達三分之一時，董事會應於六十日內召開股東臨時會補選之。本公司上述董事名額中，獨立董事不得少於二人，且不得少於董事席次五分之一，董事之選任採候選人提名制度，由股東會就候選人名單中選任之。提名方式等相關事宜，悉依公司法等相關法令規定辦理。
- 第廿二條之一 本公司得依證券交易法第十四條之四規定設置審計委員會，審計委員會應由全體獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。審計委員會及其成員負責執行相關法令規定之監察人職權。
- 第廿三條 本公司法人股東有權指派代表人候選為董事，並有權隨時改派代表人擔任董事補足原任期。
- 第廿四條 董事會由董事組織之，由三分之二以上董事之出席及出席董事過半數之同意互推董事長一人，並得依同方式選任副董事長一人，董事長對外代表本公司。
- 第廿五條 董事會由董事長召集之。每屆第一次董事會由所得選票代表選舉權最多數之董事召集之。董事應親自出席或以視訊畫面參與會議，不能出席之董事出具委託書，並列舉召集事由之授權範圍，授權予其他董事代表出席。董事代理其他董事出席董事會時以受一人委託為限。召開董事會之通知應載明事由及議程，於七日前通知各董事，但有緊急情事時，得隨時召集之，並得以傳真、電子郵件等方式替代書面通知。
- 第廿六條 董事會除公司法另有規定外，由董事長召集之，以董事長為主席，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者由董事互推一人代理之。
- 第廿七條 董事會決議任何事項時，每一董事有一表決權，其決議除公司法或本章程另有規定，應有過半數董事以上之出席及出席董事過半數之同意行之，並作成議事錄。
- 第廿八條 董事會之職權如左：
- 一、經營方針及中、長程發展計劃之審議。
  - 二、年度業務計劃之審議與監督執行。
  - 三、預算之審定及決算之審議。
  - 四、資本增減計劃之審議。
  - 五、盈餘分配案或彌補虧損之審議。
  - 六、公司章程或修訂之審議。
  - 七、公司組織規程之審議。
  - 八、分支機構設立、改組或撤銷之議定。
  - 九、本公司投資其他事業辦法之擬訂。
  - 十、股東會決議之執行。
  - 十一、總經理提請核議及事項之審議。
  - 十二、股東會之召開及業務報告。
  - 十三、其他依照法令賦與之職權。
- 第廿八條之一 本公司為降低並分散董事及重要經理人因違法行為而造成公司及股東重大損害之風險，授權董事會得為上述人員於其任期內就其執行業務範圍依法應負之賠償責任購買責任保險。
- 第廿八條之二 本公司執行業務董事其報酬不論營業盈虧得經董事會依同業通常水準訂定支領之。

## 第五章 審計委員會

第廿九條 刪除。

第卅條 審計委員會之人數、任期、職權、議事規則及行使職權時應提供資源等事項，由董事會以審計委員會組織規程訂定之。

## 第六章 經 理 人

第卅一條 本公司得設經理人，由董事會以董事過半數出席及出席過半數之同意行之。

第卅二條 刪除。

第卅三條 刪除。

## 第七章 會 計

第卅四條 本公司會計年度自每年一月一日至十二月三十一日止。

第卅五條 董事會應於每會計年度終了，依公司法第二二八條規定編造各項表冊，於股東常會三十日前送交審計委員會查核後提交股東常會承認之。  
本公司盈餘分派或虧損撥補得於每季終了後為之。

第卅六條 本公司年度如有獲利，應提撥不低於百分之三為員工酬勞，其中應提撥不低於百分之一為基層員工分派酬勞，由董事會決議以股票或現金分派發放，其發放對象包含符合一定條件之從屬公司員工；本公司得以上開獲利數額，由董事會決議提撥不超過百分之三為董事酬勞。員工酬勞及董事酬勞分派案應提股東會報告。  
但公司尚有累積虧損時，應預先保留彌補數額，再依前項比例提撥員工酬勞及董事酬勞。

第卅六條之一 本公司年度總決算如有盈餘，應先提繳稅款，彌補累積虧損，次提百分之十為法定盈餘公積，但法定盈餘公積已達本公司實收資本額時，得不再提列，其餘再依法令規定提列或迴轉特別盈餘公積；如尚有餘額，併同累積未分配盈餘，由董事會擬具盈餘分配議案，提請股東會決議分派股東股息紅利。  
本公司依公司法二四〇條及二四一條規定，授權董事會以特別決議發放現金股息及紅利、以現金發放符合公司法規定之資本公積或法定盈餘公積，並於最近一次股東會報告。

第卅七條 本公司企業生命週期正值成長階段，考量長期財務規劃暨爭取股東權益最大化，採平衡股利政策。本公司股利發放，得依公司未來年度之資本支出預算及資金需求情形等因素之考量，每年就可供分配盈餘提撥不低於百分之十分配股東股息紅利，惟累積可供分配盈餘低於實收股本百分之十時，得不予分配；分配股東股息紅利時，得以現金或股票方式為之，其中現金股利不低於股利總額之百分之十。  
股東股利之分派，以發放股利基準日時記載於股東名簿內之股東為準。

## 第八章 附 則

第卅八條 本章程有關細則或辦法另由董事會訂定之。

第卅九條 本章程如有未盡事宜悉依照公司法規定辦理。

第四十條 本章程訂立於中華民國八十六年四月十六日；

第 一 次修訂於民國八十六年五月十日；

第 二 次修訂於民國八十七年十一月九日；

第 三 次修訂於民國八十八年九月十四日；

第 四 次修訂於民國八十九年三月二十七日；

第 五 次修訂於民國八十九年六月二十六日；

第 六 次修訂於民國八十九年九月二十一日；

第 七 次修訂於民國九十年三月二十三日；

第 八 次修訂於民國九十一年五月二十一日；

第 九 次修訂於民國九十二年五月二十一日；

第十次修訂於民國九十三年六月十四日；  
第十一次修訂於民國九十四年九月二十一日；  
第十二次修訂於民國九十五年五月十六日；  
第十三次修訂於民國九十六年六月二十一日；  
第十四次修訂於民國九十七年六月十三日；  
第十五次修訂於民國九十七年十一月二十八日；  
第十六次修訂於民國九十八年五月二十二日；  
第十七次修訂於民國九十九年四月參拾日；  
第十八次修訂於民國一百年六月十六日；  
第十九次修訂於民國一〇一年十一月二十日；  
第二十次修訂於民國一〇二年五月二十三日；  
第二十一次修訂於民國一〇四年一月二十三日；  
第二十二次修訂於民國一〇五年四月二十九日；  
第二十三次修訂於民國一〇八年五月十日；  
第二十四次修訂於民國一一〇年五月十日；  
第二十五次修訂於民國一一一年六月十六日；  
第二十六次修訂於民國一一二年四月十日；  
第二十七次修訂於民國一一四年五月二十九日。

富旺國際開發股份有限公司

董 事 長：林 宗 毅

# FULL WANG INTERNATIONAL DEVELOPMENT COMPANY LIMITED

## Articles of Incorporation

### Chapter 1. General Provisions

#### Article 1

The Company is organized in accordance with the provisions of the Company Act, and is named 富旺國際開發股份有限公司, and the English name is FULL WANG INTERNATIONAL DEVELOPMENT COMPANY LIMITED.

#### Article 2

The scope of the Company's business is as follows:

1. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing.
2. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing.
3. CC01080 Manufacture of Other Electronic Parts and Components.
4. CC01110 Manufacture of Computers and Peripheral Equipment.
5. EZ05010 Apparatus Installation Construction.
6. F113020 Wholesale of Electrical Household Appliances.
7. F213010 Retail Sale of Electrical Household Appliances in Specialized Stores.
8. F113030 Wholesale of Precision Instruments
9. F213040 Retail Sale of Precision Instruments.
10. F113050 Wholesale of Computing and Business Machinery Equipment.
11. F213030 Retail sale of Computing and Business Machinery Equipment.
12. F118010 Wholesale of Computer Software.
13. F218010 Retail Sale of Computer Software.
14. F401010 International Trade.
15. I103060 Management Consultancy Activities.
16. I501010 Product Designing.
17. I599990 Other Designing.
18. CA02010 Manufacture of Metal Structure and Architectural Components.
19. F111090 Wholesale of Metal Construction Materials.
20. F211010 Retail Sale of Construction Materials in Specialized Stores.
21. E801010 Building Maintenance and Upholstery.
22. H701010 Residence and Buildings Lease Construction and Development.
23. H701020 Industrial Factory Buildings Lease Construction and Development.
24. H701040 Specialized Field Construction and Development.
25. H701050 Public Works Construction and Investment.
26. H701060 New County and Community Construction and Investment.
27. H701070 Section Expropriation and Municipal Rezoning Agency Business.
28. H701080 Urban renewal and reconstruction.
29. H701090 Urban renewal, renovation and maintenance.
30. H703090 Real estate trading.
31. H703100 Real estate leasing.
32. H703110 Housing industry for the elderly.
33. I503010 Landscape and Interior Designing.
34. H704031 Real estate brokerage.
35. H704041 Real estate agency brokerage.
36. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

#### Article 3

The company's investment as necessary for business, and may be a limited liability shareholder of another company by resolution of the board of directors, and its total investment may not be subject to the restrictions on the amount of transfer investment stipulated in Article 13 of the Company Law.

The Company may endorse and guarantee the external business needs.

#### Article 4

The Company is headquartered in Taichung City, and may establish branches at home and abroad when necessary with a resolution adopted by the Board of Directors.

Article 5 Deletion.

## Chapter 2. Shareholding

### Article 6

The total capital amount of the Company is three billion five hundred million New Taiwan Dollars (NT\$3,500,000,000), which is divided into three hundred fifty million (350,000,000) shares with a par value of ten New Taiwan Dollars (NT\$10) each. The unissued shares authorize the Board of Directors to decide on the issuance of them as necessary.

In the first item of capital, NT\$200 million shall be retained for the issuance of stock option certificates, corporate bonds with stock options and special shares with stock options, etc., a total of NT\$10,000 shares, each of which may be issued in installments according to the resolution of the Board of Directors.

### Article 7

All the shares issued by the company are in the form of registered shares, signed or stamped and numbered by the directors representing the company, and issued after obtaining a bank visa to act as the issuer of the shares in accordance with the law.

When the Company issues new shares, it may print shares together for the total number of shares issued and contact the securities centralized custodian institution for safekeeping. The shares issued by the Company may also be exempted from printing shares and registered with the securities centralized custodian institution.

### Article 8

The Company's shares shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Service of Public Companies" and provisions of relevant laws and regulations..

Article 9 Deletion.

Article 10 Deletion.

Article 11 Deletion.

Article 12 Deletion.

### Article 13

The change of the shareholder register shall be suspended within 60 days before an annual general meeting, within 30 days before an extraordinary shareholders' meeting, or within 5 days before the record date of payout of dividends, bonuses, or other benefits.

Article 14 Deletion.

## Chapter 3. Shareholders' Meeting

### Article 15

There are annual general and extraordinary shareholders' meetings.

1. The Board of Directors shall convene the annual meeting once a year within six months after the end of each fiscal year.
2. The latter may be duly convened according to relevant laws whenever the Company deems necessary.
3. The Company's Shareholders' Meeting may do so by video conference or other means announced by the central competent authority.

### Article 16

The convening of annual general Shareholders' Meeting shall be notified to all shareholders 30 days in advance. The convening of extraordinary shareholders' meetings shall be notified to shareholders 15 days in advance. The notice shall state the date, place and reason for convening the meeting.

The notice of Shareholders' Meeting may be made electronically with the consent of the counterparty.

For shareholders holding less than 1,000 registered shares, the notice of convocation in the preceding paragraph may be notified by public announcement.

### Article 17

Each shareholder of the Company shall have one voting right per share. However, this does not apply to those who are restricted or have no voting rights listed in Article 179, Paragraph 2 of the Company Law.

#### Article 18

Unless otherwise provided by the Company Law, the resolution of the shareholders' meeting shall be carried out with the consent of a majority of the shareholders representing a majority of the total number of issued shares, and the consent of a majority of the voting rights of the shareholders present.

#### Article 19

The shareholders' meeting shall be convened by the board of directors, the chairman shall be appointed by the chairman of the board, and in the absence of the chairman of the board, one director shall be appointed by the chairman of the board of directors to act as an agent, and if the chairman of the board of directors has not appointed a proxy, one director shall be elected by each other. If there are two or more conveners other than the convener of the board of directors, one person shall be elected to serve as the convener. When a shareholders' meeting is held, if the chairman violates the rules of procedure and announces the dismissal of the meeting, he or she may elect a person to serve as the chairman with the approval of a majority of the shareholders' voting rights present and continue the meeting.

#### Article 20

If a shareholder is unable to attend a shareholders' meeting for any reason, he or she shall issue a power of attorney issued by the company specifying the scope of authorization and entrust a proxy to attend the shareholders' meeting. In addition to the provisions of Article 177 of the Company Law, the measures for shareholders' entrustment shall be handled in accordance with the Rules for the Use of Power of Attorney for Publicly Offered Companies to Attend Shareholders' Meetings promulgated by the competent authority.

#### Article 21

The resolutions of the shareholders' meeting shall be made into a record of the meeting, signed or sealed by the chairman, together with the shareholders' signing book and the proxy for the attendance of the representative, and shall be kept in the Company, and the minutes shall be distributed to the shareholders within 20 days after the meeting. The minutes of proceedings referred to in the preceding paragraph may be prepared and distributed electronically. The Company may make a public announcement of the distribution of the minutes.

### Chapter 4. Board of Directors

#### Article 22

The Company shall have seven to nine directors, who shall be elected by the shareholders' meeting for a term of three years and may be re-elected. If the shortfall is as large as one-third, the Board of Directors shall convene an extraordinary general meeting of shareholders within 60 days to elect the by-election. Among the above-mentioned directors of the Company, there shall be no less than two independent directors and not less than one-fifth of the number of directors, and the selection of directors shall adopt a candidate nomination system, which shall be selected by the shareholders' meeting on the list of candidates. Matters related to the nomination method shall be handled in accordance with the Company Act and other relevant laws and regulations.

#### Article 22-1

The Company may establish an audit committee pursuant to Article 14quarter of the Securities and Exchange Act, which shall consist of all independent directors consisting of not less than three persons, one of whom shall be the convener and at least one of whom shall have accounting or financial expertise. The Audit Committee and its members are responsible for the implementation of the powers of the Ombudsman as prescribed by the relevant laws and regulations.

#### Article 23

The shareholders of the legal person of the Company have the right to appoint a representative to be a director, and have the right to reappoint a representative to serve as a director at any time to make up the original term of office.

#### Article 24



If the board of directors is organized by directors, the board of directors present at least two-thirds and the consent of a majority of the directors present shall elect a chairman of the board of directors, and may elect a vice chairman of the board of directors in the same manner, and the chairman of the board of directors shall represent the company externally.

#### Article 25

The Board of Directors shall be convened by the Chairman of the Board. The first term of the Board of Directors shall be convened by the directors who receive the majority of votes to vote. Directors should attend the meeting in person or via video screen, and the directors who are unable to attend shall issue a power of attorney and list the scope of authorization for the reason for the convocation to authorize other directors' representatives to attend. A director who represents another director before the board of directors may be entrusted by one person. The notice of a meeting of the board of directors shall set forth the reasons and agenda, and shall be notified to the directors seven days in advance, but in case of emergency, it may be convened at any time and may be replaced by fax, e-mail, etc. in lieu of written notice.

#### Article 26

Except as otherwise provided by the Company Law, the board of directors shall be convened by the chairman of the board of directors, with the chairman of the board of directors as the chairman, and when the chairman of the board of directors requests leave or is unable to exercise his or her powers for any reason, the chairman of the board of directors shall appoint a director to act as his agent, and if the chairman of the board of directors has not appointed an agent, the directors shall appoint one person to act as the agent.

#### Article 27

When the board of directors resolves any matter, each director shall have one vote, and his resolution shall be subject to the presence of a majority of the directors and the consent of a majority of the directors present and the consent of a majority of the directors present, and shall be made into a record of the proceedings, except as otherwise provided in the Company Law or the Articles of Association.

#### Article 28

The functions and powers of the Board of Directors are as follows:

1. Review of business policies and medium- and long-term development plans.
2. Review and supervise the implementation of the annual business plan.
3. Examination and approval of the budget and consideration of final accounts.
4. Review of capital increase or decrease plans.
5. Consideration of the distribution of surpluses or the recovery of losses.
6. Review of articles of association or amendments.
7. Review of the company's organizational procedures.
8. Agreements on the establishment, reorganization or abolition of branch offices.
9. Formulation of the Company's investment in other business measures.
10. Implementation of resolutions of the shareholders' meeting.
11. The general manager submits the request for approval and deliberation of matters.
12. Convening of shareholders' meetings and business reports.
13. Other functions and powers conferred on them in accordance with laws and regulations.

#### Article 28-1

In order to reduce and disperse the risk of significant damage to the company and shareholders caused by illegal acts of directors and important managers, the Company authorizes the Board of Directors to purchase liability insurance for the above-mentioned persons during their term of office for the liability of the above-mentioned persons in accordance with the law for the execution of their business scope.

#### Article 28-2

The remuneration of directors of the Company's executive business, regardless of business profit or loss, shall be paid by the Board of Directors according to the usual level of the industry.

### Chapter 5. Audit Committee

#### Article 29 Deletion.

#### Article 30

The number, term of office, powers, rules of procedure and resources to be provided in the

exercise of the functions and powers of the Audit Committee shall be formulated by the Board of Directors in accordance with the organizational regulations of the Audit Committee.

#### Chapter 6. Managerial Officer

##### Article 31

The Company may appoint managers, which shall be acted by the Board of Directors with the consent of a majority of the directors and the consent of a majority of the directors.

##### Article 32 Deletion.

##### Article 33 Deletion.

#### Chapter 7. Accounting

##### Article 34

The fiscal year of the Company shall begin on January 1 and end on December 31 of each year.

##### Article 35

At the end of each fiscal year, the board of directors shall, in accordance with the provisions of Article 228 of the Company Law, prepare various forms and submit them to the ordinary meeting of shareholders for examination 30 days before the ordinary meeting of shareholders for examination and submit them to the ordinary meeting of shareholders for recognition. The Company's surplus distribution or loss provision is made after the end of each quarter.

##### Article 36

If the Company records a profit in a year, the Company shall set aside no less than 3% of the profit for employee's remuneration. Among them, no less than 1% should be allocated for the remuneration of grassroots employees. which shall be distributed in shares or cash by resolution of the board of directors and shall be distributed to employees of the Company who meet certain criteria. The Company may, by resolution of the board meeting, set aside no more than 3% of the said profit for directors'/supervisors' remuneration. The remuneration to employees and directors/supervisors shall be reported to the shareholders' meeting. If, however, the Company has accumulated losses, profit shall first be used to offset accumulated losses and then to set aside employees' and directors'/supervisors' remuneration according to the aforementioned percentages.

##### Article 36-1

Where the Company made a profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside as legal reserve 10% of the remaining profit, setting aside or reversing a special reserve in accordance with the laws and regulations. It may not be set aside provided that the legal reserve has reached the amount in the Company's paid-in capital. The Company's board of directors shall use any remaining profit together with any undistributed retained earnings as the basis for proposing a distribution plan, which should be resolved in the shareholders' meeting for distribution of dividends and bonus to shareholders.

In accordance with Articles 240 and 241 of the Company Act, the board of directors is authorized to distribute cash dividends and bonuses by special resolutions. These may be distributed with capital surplus or legal reserve in cash according to the Company Act's regulations and shall be reported at the next shareholders' meeting.

##### Article 37

The Company's business cycle is at a growing stage and adopts a balanced dividend policy bearing in mind long-term financial planning and maximizing shareholders' equity. The Company's dividend distribution takes into account the Company's capital expenditure budget and capital needs in the coming years. The distribution of dividends to shareholders may not be less than 10% of distributable earnings. However, earnings may not be distributed if the accumulated distributable earnings are less than 10% of the paid-in-capital. Dividends to shareholders may be distributed in the form of cash or shares, and among these, cash dividends may not be less than 10% of the total dividends.

The distribution of dividends to shareholders shall be based on the shareholders recorded in the register of shareholders on the basis date of the dividend.

#### Chapter 8 Supplementary Provisions

##### Article 38

The relevant rules or measures of these Articles of Association shall be formulated by the Board of Directors separately.

#### Article 39

If there are any matters not covered in the Articles of Association, they shall be handled in accordance with the provisions of the Company Law.

#### Article 40

The Articles of Incorporation is hereby formulated on April 4, 1997;

The 1st Amendment on May 10, 1997;

The 2nd Amendment on November 9, 1998;

The 3rd Amendment on September 14, 1999;

The 4th Amendment on March 27, 2000;

The 5th Amendment on June 26, 2000;

The 6th Amendment on September 21, 2000;

The 7th Amendment on March 23, 2001;

The 8th Amendment on May 21, 2002;

The 9th Amendment on May 21, 2003;

The 10th Amendment on June 14, 2004;

The 11th Amendment on September 21, 2005;

The 12th Amendment on May 16, 2006;

The 13th Amendment on June 21, 2007;

The 14th Amendment on June 13, 2008;

The 15th Amendment on November 28, 2008;

The 16th Amendment on May 22, 2009;

The 17th Amendment on April 30, 2010;

The 18th Amendment on June 16, 2011;

The 19th Amendment on November 20, 2012;

The 20th Amendment on May 23, 2013;

The 21st Amendment on January 23, 2015;

The 22nd Amendment on April 29, 2016;

The 23rd Amendment on May 10, 2019;

The 24th Amendment on May 10, 2021;

The 25th Amendment on June 16, 2022;

The 26th Amendment on April 10, 2023;

The 27th Amendment on May 29, 2025.

FULL WANG INTERNATIONAL DEVELOPMENT COMPANY LIMITED

Chairman: Lin Tsung-Yi