

# SOLOMON Technology Corporation

## Articles of Incorporation

### Chapter 1 General Rules

Article 1: The Company is incorporated pursuant to the definition of a company limited by shares under the Company Act and named 所羅門股份有限公司 (English name: SOLOMON Technology Corporation).

Article 2: The scope of business of SOLOMON includes the following:

- 1 C501990 Manufacture of other products of wood
- 2 C901010 Ceramic and Ceramic Products Manufacturing
- 3 CA02090 Metal Wire Products Manufacturing
- 4 CA02990 Other Metal Products Manufacturing
- 5 CB01010 Mechanical Equipment Manufacturing
- 6 CB01990 Other Machinery Manufacturing
- 7 CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
- 8 CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
- 9 CC01060 Wired Communication Mechanical Equipment Manufacturing
- 10 CC01070 Wireless Communication Mechanical Equipment Manufacturing
- 11 CC01080 Electronics Components Manufacturing
- 12 CC01090 Manufacture of Batteries and Accumulators
- 13 CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing
- 14 CC01110 Computer and Peripheral Equipment Manufacturing
- 15 CF01011 Medical Devices Manufacturing
- 16 E601010 Electric Appliance Construction
- 17 E601020 Electric Appliance Installation
- 18 E603050 Automatic Control Equipment Engineering
- 19 E603100 Electric Welding Engineering
- 20 E604010 Machinery Installation
- 21 E605010 Computer Equipment Installation
- 22 F102180 Wholesale of Alcohol
- 23 F106010 Wholesale of Hardware
- 24 F107990 Wholesale of Other Chemical Products
- 25 F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- 26 F111090 Wholesale of Building Materials
- 27 F113010 Wholesale of Machinery
- 28 F113020 Wholesale of Electrical Appliances
- 29 F113030 Wholesale of Precision Instruments
- 30 F113050 Wholesale of Computers and Clerical Machinery Equipment
- 31 F113070 Wholesale of Telecommunication Apparatus
- 32 F118010 Wholesale of Computer Software
- 33 F203030 Retail Sale of Alcohol
- 34 F206010 Retail Sale of Hardware
- 35 F207990 Retail Sale of Other Chemical Products

36	F209060	Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
37	F211010	Retail Sale of Building Materials
38	F213010	Retail Sale of Electrical Appliances
39	F213030	Retail Sale of Computers and Clerical Machinery Equipment
40	F213040	Retail Sale of Precision Instruments
41	F213060	Retail Sale of Telecommunication Apparatus
42	F213080	Retail Sale of Machinery and Tools
43	F218010	Retail Sale of Computer Software
44	F219010	Retail Sale of Electronic Materials
45	F401010	International Trade
46	F401021	Restricted Telecom Radio Frequency Equipment and Materials Import
47	G801010	Warehousing
48	H701010	Housing and Building Development and Rental
49	H701020	Industrial Factory Development and Rental
50	H703090	Real Estate Business
51	I301010	Information Software Services
52	I301020	Data Processing Services
53	I301030	Electronic Information Supply Services
54	I501010	Product Designing
55	IZ06010	Tally Packaging
56	IZ99990	Other Industrial and Commercial Services
57	J303010	Magazine(Periodical) Publishing
58	JE01010	Rental and Leasing
59	ZZ99999	All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company is headquartered in Taipei City, and branches may be established domestically or aboard, if needed, subject to a resolution of the Board of Directors.

Article 4: Deleted.

## Chapter 2 Shares

Article 5: The Company has stated capital of NT\$5,000,000,000 divided into 500,000,000 shares at NT\$10 per share. The Board of Directors is authorized to issue the shares in tranches. 56,000,000 shares of the above shares, amounting to NT\$560,000,000, are reserved for the exercise of employee stock warrants, preferred shares with warrants, corporate bonds with warrants.  
Taiwan Depository & Clearing Corporation may request to change small-denomination securities into large-denomination securities.

Article 5-1: The Company may be engaged in endorsement/guarantee business in accordance with the government's regulations and the requirements established by the Board of Directors with authorization. The Company may invest in another company and become a shareholder of limited liability of the company and the total amount of such investments is not limited to 40% of the paid-in share capital under Article 13 of the Company Act.

Article 6: The shares of the Company are registered, signed or stamped by the director(s) representing the Company, and issued after being certified by the bank that is qualified to act as an attester for the issuance of the shares according to laws. The Company may issue shares in dematerialized form or print share certificates collectively for all the newly issued shares, provided that the shares shall be registered with a centralized securities depository enterprise.

Article 7: The shareholders shall handle share-related matters with the Company or exercise stock rights in accordance with the "Company Act" and the "Regulations Governing the Administration of

Shareholder Services of Public Companies.”

Article 8: Changes in the shareholder register are not permitted within 60 days prior to the scheduled date of the annual general meeting, within 30 days prior to the scheduled date of any special shareholders’ meeting, or within 5 days prior to the Company’s record date of dividend, bonus or other interests.

Article 9: The Company’s employees, including the employees of the parent or subsidiaries of the Company meeting certain specific requirements, are entitled to receive the stocks purchased by the Company pursuant to the Company Act.

The Company’s employees, including the employees of the parent or subsidiaries of the Company meeting certain specific requirements, are entitled to receive employee stock warrants.

The Company’s employees, including the employees of the parent or subsidiaries of the Company meeting certain specific requirements, are entitled to purchase the new shares issued by the Company.

The Company’s employees, including the employees of the parent or subsidiaries of the Company meeting certain specific requirements, are entitled to receive the restricted stock awards for employees issued by the Company.

Chapter 3 Shareholders’ Meetings

Article 10: The Company holds two types of shareholders’ meetings:

- I. The annual general meeting is convened within six months after the end of a financial year.
- II. Special shareholders’ meetings may be held whenever deemed necessary, subject to compliance with laws.

The shareholders’ meetings of the Company may be convened in the form of a video conference or in other ways promulgated by the central competent authority. The conditions, procedures and other rules (if any) established by the competent securities authority for holding shareholders’ meetings through video conferencing shall be followed.

Article 11: Where a shareholder’s meeting is convened by the Board of Directors, the chairperson’s powers shall be delegated in accordance with Article 20 of the Articles of Incorporation. Where the shareholder’s meeting is convened by any person other than the Board of Directors with the power to convene such meeting, the person shall chair the meeting. If there are two or more such persons, one person shall be chosen among themselves to chair the meeting.

Article 12: The shareholders shall be informed about the convening of the annual general meeting 30 days before the scheduled date of the meeting. For special shareholders’ meetings, a convening notice shall be given to the shareholders 15 days prior to the scheduled date of the meeting.

The aforementioned convening notice may be given in electronic form at the consent of the respondents. Shareholders holding less than 1,000 registered shares shall be informed by means of announcements.

Article 13: If a shareholder cannot attend the shareholders’ meeting, such shareholder may appoint a proxy to attend the meeting by providing a proxy form stating the authorization scope.

Article 14: Unless otherwise specified in the Company Act, the Company’s shareholders are entitled to one voting right per share and may exercise the right by correspondence or electronic means.

Article 15: Unless otherwise provided by the Company Act, resolutions at a shareholders’ meeting are subject to the presence of shareholders representing more than half of the total outstanding shares at the meeting and the consent of attending shareholders holding a majority of the voting rights. A motion is considered passed if the chairperson receives no objection from any attending shareholders. This voting method shall carry the same effect as the conventional ballot method.

The aforesaid adopted resolutions shall be recorded in the minutes of the meeting which shall be signed or stamped by the chairperson of the shareholders’ meeting, distributed to all shareholders within 20 days after the meeting, and retained persistently throughout the lifetime of the Company.

The distribution of the meeting minutes referred to in the preceding paragraph may be effected by means of announcements.

Chapter 4 Directors, Supervisors and Managerial Officers

- Article 16: The Company shall have seven to nine directors (including independent directors) with tenure of 3 years. The candidate nomination system shall be adopted for the election of directors. The directors are elected by shareholders from among the nominees listed in the roster of director candidates and may assume a second term of office if reelected.
- Of all the seats of directors mentioned above, the number of independent directors shall not be less than three and one-fifth of the total seats of directors. The professional qualification, shareholding, restrictions on concurrent positions, methods of nomination and election, applicable periods, and other matters for compliance for the independent directors shall be subject to the requirements of the competent securities authority.
- Article 16-2: When the number of vacancies in the Board of Directors equals to one-third of the total directors, the Board of Directors shall call a special shareholders' meeting within 60 days to co-opt to fill vacancies. Co-option for filling independent director vacancies shall be held in accordance with Article 14-2 of the Securities and Exchange Act.
- Article 17: The Board of Directors consists of directors who have the following powers:
- I. Preparing business plans.
  - II. Proposing earnings distribution or loss reimbursement proposals.
  - III. Proposing capital increase or reduction proposals.
  - IV. Drawing up important rules and regulations, organizational rules, and contracts.
  - V. Appointing and dismissing the Company's managerial officers.
  - VI. Establishing and dissolving branches.
  - VII. Budgeting and conducting account closing.
  - VIII. Except for decisions that are subject to resolutions adopted at a shareholders' meeting under the Company Act or the provisions of the Articles of Incorporation, all business decisions of the Company shall be resolved by the Board of Directors.
- Article 18: A Chairman shall be elected among board members during a board meeting with more than two-thirds of directors present, and with the consent of more than half of all attending directors. In addition, if necessary, a Vice Chairman may be elected through the same method described above. The Chairman serves as the Company's representative to the outside world.
- Article 19: Unless otherwise specified in the Company Act, the Company's board meetings shall be convened by the Chairman. Unless otherwise specified in the Company Act, the resolutions of the Board of Directors shall be adopted with the consent of a majority of all attending directors at a meeting attended by more than half of directors.
- The Board of Directors shall specify the reasons for convening a meeting and inform all directors 7 days prior to the meeting. However, in case of emergency, a board meeting may be convened at any time.
- Notification of the convention of board meetings mentioned above may be effected by means of written notice or via e-mail or fax.
- Article 20: The Chairman serves as the chair of the Board of Directors. Where the Chairman is on leave or unable to perform his/her duties for whatever reason, the Vice Chairman shall act on his/her behalf. In the absence of a Vice Chairman or where the Vice Chairman is also on leave or unable to perform his/her duties for whatever reason, the Chairman shall appoint a director to act on his/her behalf. Where the Chairman has failed to make such appointment, the directors shall select among themselves one person to act on his/her behalf.
- The directors shall attend board meetings in person. Any directors who are unable to be present at a board meeting for whatever reason may authorize another director to act as his/her proxy. Each director may serve as the proxy for one director only.
- Board meetings may be held via video conferencing. Any director attending the meeting through video conferencing shall be deemed to have attended the meeting in person.
- Article 21: Deleted.
- Article 22: The Board of Directors is authorized to determine the remuneration of the Company's directors based on their individual participation in and contribution to the Company's operations and with

	reference to the general level in the industry at home and abroad.
Article 22-1:	The Company may take out liability insurance for the directors.
Article 23:	The Company shall employ managerial officers and their job titles, appointment, dismissal, and remuneration shall be put forward at a board meeting and is subject to the presence of more than half of directors at the meeting and a resolution adopted with the consent of a majority of all attending directors.
Article 24:	The General Manager shall take charge of the Company's business as a representative to the outside world pursuant to the resolutions adopted by the Board of Directors.
Chapter 5	Accounting
Article 25:	The fiscal year of the Company shall commence January 1 and end on December 31. Account closing shall be carried out at the end of each fiscal year.
Article 26:	<p>The Board of Directors is responsible for preparing the following statements and reports at the end of each financial year in accordance with the provisions of Article 228 of the Company Act. These statements and reports shall be submitted to the annual general meeting for ratification.</p> <p>I. A business report.</p> <p>II. Financial statements.</p> <p>III. Earning distribution or loss reimbursement proposals.</p>
Article 27:	Dividends and bonuses shall be distributed based on the percentage of shares held by each shareholder. No dividend and bonus shall be distributed if the Company has no earnings.
Article 28:	<p>The Company shall subtract any accumulated losses from earnings in the year (i.e. pre-tax profit before deduction of the profit distributed as remuneration to employees and to directors). A minimum amount of 1% of the remaining (if any) shall be appropriated as remuneration to employees and a maximum amount of 2% shall be appropriated as remuneration to directors.</p> <p>The distribution of employees' remuneration in cash or in shares and the distribution of directors' remuneration in cash are subject to a resolution adopted with the consent of a majority of all attending directors at a board meeting with more than two-thirds of board members present and shall be subsequently reported at a shareholders' meeting.</p> <p>The Company's employees, including the employees of the parent or subsidiaries of the Company meeting certain specific requirements, are entitled to receive employees' remuneration paid in shares or cash.</p> <p>The Company may distribute earnings or offset losses after the end of each half of a fiscal year.</p> <p>If there are earnings at the half-year end closing of a fiscal year, they shall first be used to pay taxes, offset accumulated losses, and estimate retained remuneration to employees and to directors and supervisors. 10% of the earnings shall also be set aside as legal reserves, unless the balance of the legal reserve has accumulated to the same amount as the Company's paid-in capital. Provision for or reversal of special reserves is then required pursuant to laws. The remaining earnings, if any, shall be added to the undistributed earnings carried from the previous fiscal year as the shareholder bonus. The Board of Directors shall draw up a distribution proposal. Distribution of the earnings by issuing new shares is subject to a resolution adopted at a shareholders' meeting; distribution of the earnings in cash is subject to a resolution of the Board of Directors.</p> <p>Where the Company has earnings at the year-end closing in a fiscal year, 10% thereof shall be set aside as legal reserves as required by laws after they are used to pay taxes and offset accumulated losses, unless the balance of the legal reserve has accumulated to the same amount as the Company's paid-in capital. Provision for or reversal of special reserves is then required pursuant to laws. The remaining earnings, if any, shall be added to the undistributed earnings carried from the first half of the fiscal year as accumulated distributable earnings. The Board of Directors shall subsequently draw up a distribution proposal and submit the same to a shareholders' meeting for a resolution on the distribution of bonuses to shareholders.</p> <p>The Board of Directors is authorized to adopt a resolution to distribute the abovementioned earnings, legal reserve, and capital reserve in cash at a meeting attended by more than two-thirds of directors with the consent of a majority of all attending directors and the distribution shall be reported at a shareholders' meeting. The distribution of the earnings, legal reserve, and capital</p>

reserve by issuing new shares is subject to a resolution adopted at a shareholders' meeting according to the preceding paragraph.

Article 29: The industry where the Company operates is at a stage of steady growth in its development cycle. In consideration of the demand for funds in the future and long-term financial planning, the Company not only distributes earnings in accordance with the preceding article, but also ensures that the percentage of cash dividends distributed is not less than 20% of the shareholders' bonuses distributed in the year. However, if the cash dividends are less than NT\$0.5 per share, the bonuses may be distributed in the form of stock dividends.

The Company may adopt the most appropriate dividend policy and distribution method based on the Company's actual operations in the current year and in consideration of capital budgeting for the following year.

Article 30: Deleted

#### Chapter 6 Supplementary Provisions

Article 31: The Company's Articles of Incorporation and execution rules shall be established separately.

Article 32: Matters not provided in the Articles of Incorporation shall be subject to the Company Act and other applicable laws and regulations.

Article 33: The Articles of Incorporation were established on April 28, 1990. The 1st amendment was made on June 1, 1990. The 2nd amendment was made on July 28, 1990. The 3rd amendment was made on May 31, 1991. The 4th amendment was made on December 24, 1991. The 5th amendment was made on June 14, 1992. The 6th amendment was made on December 14, 1992. The 7th amendment was made on May 29, 1993. The 8th amendment was made on January 10, 1994. The 9th amendment was made on April 9, 1994. The 10th amendment was made on December 17, 1994. The 11th amendment was made on June 24, 1995. The 12th amendment was made on November 18, 1995. The 13th amendment was made on April 13, 1996. The 14th amendment was made on March 28, 1997. The 15th amendment was made on October 14, 1997. The 16th amendment was made on June 8, 1998. The 17th amendment was made on June 21, 1999. The 18th amendment was made on May 26, 2000. The 19th amendment was made on May 26, 2000. The 20th amendment was made on May 15, 2001. The 21st amendment was made on June 17, 2002. The 22nd amendment was made on June 11, 2004. The 23rd amendment was made on June 15, 2006. The 24th amendment was made on June 15, 2007. The 25th amendment was made on March 14, 2008. The 26th amendment was made on May 21, 2009. The 27th amendment was made on June 18, 2010. The 28th amendment was made on June 15, 2012. The 28th amendment was made on June 15, 2012. The 29th amendment was made on June 11, 2013. The 30th amendment was made on June 12, 2015. The 31st amendment was made on June 7, 2016. The 32nd amendment was made on June 2, 2017. The 33rd amendment was made on June 12, 2019. The 34th amendment was made on June 2, 2020. The 35th amendment was made on July 15, 2021. The 36th amendment was made on June 8, 2022.

