

## **DARWIN PRECISIONS CORPORATION** **Articles of Incorporation**

### **Chapter I General Rules**

Article 1: The Company shall be incorporated under the Company Act, and its name shall be 達運精密工業股份有限公司 in the Chinese language, and DARWIN PRECISIONS CORPORATION in the English language.

Article 2: The scope of business of the Company shall be as follows:

1. CC01080 Electronics Components Manufacturing
2. CQ01010 Mold and Die Manufacturing
3. C805010 Manufacture of Plastic Sheets, Pipes and Tubes
4. F401010 International Trade
5. I501010 Product Designing
6. CC01040 Lighting Equipment Manufacturing
7. CC01120 Data Storage Media Manufacturing and Duplicating
8. C805050 Industrial Plastic Products Manufacturing
9. C805990 Other Plastic Products Manufacturing
10. CA02990 Other Metal Products Manufacturing
11. CE01990 Other Optics and Precision Instrument Manufacturing
12. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
13. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
14. I301030 Electronic Information Supply Services
15. CF01011 Medical Devices Manufacturing
16. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company shall have its head office in Hsinchu County, and when it is determined to be necessary, upon the approval of the Board of Directors, branch offices may be established domestically or overseas.

Article 4: The Company may provide external endorsements and guarantees within the same industry or between affiliated enterprises depending upon the business needs and based on the principle of reciprocity. The operation procedure thereof shall be handled according to the Procedures for Endorsement and Guarantee of the Company.

Article 4-1: Upon the approval of the Board of Directors of the Company, the reinvestment amount of the Company in other enterprises may exceed the limit of forty percent of the paid-in capital.

### **Chapter 2 Shares**

Article 5: The total capital of the Company shall be NTD 8,500,000,000, divided into 850,000,000 shares, at a par value of NTD 10, and the Board of Directors is authorized to perform share issuance at discrete times. An amount of NTD 200,000,000 of the total capital described in Paragraph 1 shall be reserved for the issuance of share subscription warrants, preferred shares with warrants or corporate bonds with warrants, for a total of 20,000,000 shares at a par value of NTD 10, which may be issued in discrete times according to the resolution of the Board of Directors.

In the event that the Company's shares can be bought back by the Company according to the law, the Board of Directors is authorized to execute such buyback according to the laws and regulations.

Article 6: The share certificates of the Company shall be in registered form, signed or sealed by the Directors representing the Company, and shall be duly certified or authenticated by

the bank which is competent to certify shares under the laws before issuance.

For the shares issued by the Company, the printing of share certificates may be exempted; however, the shares shall be registered with a centralized securities depository enterprise.

Article 7: The shareholder services of the Company shall be handled according to the Company Act and the "Regulations Governing the Administration of Shareholder Services of Public Companies" and relevant laws and regulations announced by the competent authorities.

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

Article 8: The Shareholders' meeting of the Company shall be classified into two types of regular Shareholders' meeting and extraordinary Shareholders' meeting. The regular Shareholders' meeting shall be convened at least once annually, which shall be convened within six months after the end of each fiscal year by the Board of Directors. The extraordinary Shareholders' meeting shall be convened whenever necessary according to relevant laws and regulations.

Article 8-1: The scheduled meeting date, location, and reason of convention shall be provided to all shareholders in notices and shall be announced publicly at least thirty days in advance for the convention of a regular Shareholders' meeting or at least fifteen days in advance for the convention of an extraordinary shareholders' meeting. The notice of the Shareholders' meeting shall be handled according to relevant laws and regulations.

The Shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.

Article 9: Where a shareholder for any reasons cannot attend the Shareholders' meeting in person, he or she may appoint a proxy to attend a Shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. Shareholders appointing proxies to attend meetings shall be handled according to relevant laws and regulations.

Article 10: Each shareholder of the Company shall have one voting right for each share held; however, where the Company is subject to conditions described in Article 179 of the Company Act, there shall be no voting right.

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

Article 11-1: Resolutions made in a Shareholders' meeting shall be recorded in meeting minutes and shall be handled according to Article 183 of the Company Act.

### **Chapter 4 Board of Directors and Audit Committee**

Article 12: The Company shall have five to eleven Directors, and the number of Directors shall be determined according to the resolution of the Board of Directors.

The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The term of office shall be three years, and re-election shall be permissible.

Among the number of Directors, it shall include at least three Independent Directors. Relevant matters of the professional qualification, shareholding, concurrent position restrictions nomination and election methods of the Independent Directors and other necessary requirements shall be handled according to relevant laws and regulations.

For the election of Directors, each share shall have the voting rights in number equal to the number of Directors to be elected, and maybe cast for a single candidate or split among multiple candidates. The candidates with ballots representing greater numbers of voting rights shall be elected as the Directors. Independent Directors and non-independent Directors shall be elected at the same time; however, the number of independent directors and non-independent directors elected shall be calculated separately.

During the term of office of the Directors, the Company shall purchase liability insurances for the Directors to indemnify the liabilities resulting from exercising their duties.

Article 12-1: The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, and the Audit Committee shall consist of all Independent Directors. The first term of the Audit Committee shall be established on the date when the Independent Directors are determined through an election in the regular Shareholders' meeting in 2010.

The exercise of authorities of the Audit Committee and its members as well as relevant matters shall be handled according to the Securities and Exchange Act and relevant laws and regulations.

Article 13: The Board of Directors shall elect a Chairman of the Board Directors from among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors, and the Chairman shall represent the Company externally. In addition, the same method may be adopted to elect a Vice-Chairman among the Directors.

Article 13-1: A director may appoint another director by proxy to attend a meeting of the board of directors, and the attendance by proxies shall be handled in accordance with relevant laws and regulations. In calling a meeting of the Board of Directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date; provided that in case of emergencies, such meetings may be convened at any time. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and may be effected by means of writing, E-mail, or fax.

Article 14: In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the proxy thereof shall be handled according to the regulation of Article 208 of the Company Act.

Article 15: The Board of Directors is authorized to determine the remuneration for all Directors, taking into account the extent and value of the services provided for the Company's operation and with reference to the standards of industry.

## **Chapter 5 Managerial officers**

Article 16: The Company may have one President and several Vice Presidents; the appointment, discharge, and the remuneration thereof shall be handled in accordance with relevant regulations of the Company Act, the Securities and Exchange Act and the Civil Code.

## **Chapter 6 Accounting**

Article 17: After the end of each fiscal year, the Board of Directors shall prepare various statements and reports according to relevant regulations of the Company Act and the Securities and Exchange Act, which shall also be submitted to the regular Shareholders' meeting for acceptance.

Article 18: Where the Company has a profit before tax for each fiscal year, the Company shall first reserve certain amount of the profit to recover losses for preceding years, and then set aside no less than 1% of the remaining profit for distribution to employees as remuneration and no more than 1% of the remaining profit for distribution to

directors as remuneration.

Of the employees remuneration mentioned in the preceding paragraph, not less than 5% shall be allocated for the distribution of remuneration to non-executive employees.

Article 18-1: Where the Company plans to cease the public issuance of its shares, it shall be proposed to the Shareholders' meeting for resolution, and such clause shall not be changed during the public issuance of its shares.

Article 18-2: Where the Company has a profit at the end of each fiscal year, the Company shall first allocate the profit to pay taxes and cover accumulated losses, and then 10% of the remaining net earnings shall be allocated as the Company's legal reserve unless and until the accumulated legal reserve reaches the paid in capital. Certain amount shall be further allocated as special reserve or the special reserve shall be reversed in accordance with applicable laws and regulations or as requested by the competent authority. If there is still remaining earning, it shall be combined with the accumulated undistributed earnings for the Board of Directors to prepare an earnings distribution proposal in order to execute the distribution thereof through resolution according to the laws. Dividend distribution in the form of shares in whole or in part shall be approved by the shareholders' meeting. Dividend distribution in the form of cash shall be approved by the Board of Directors and a report of such distribution shall be submitted to the shareholders' meeting.

The Company's dividend policy is to pay dividends from surplus considering factors such as the Company's current and future investment environment, cash requirements, domestic and overseas competitive conditions and capital budget requirements, and taking into account the shareholders' interest, maintenance of a balanced dividend and the Company's long term financial plan. The shareholders' dividend distribution ratio, in principle, could be zero percent to eighty percent of the distributable earnings. The ratio of the cash dividends paid shall not be less than thirty percent of the total amount of the cash and stock dividends paid in the current year.

Article 18-3: Where the Company incurs no loss, it may distribute the legal reserve exceeding twenty-five percent of the paid-up capital and the capital reserve complying with the provision of Article 241 of the Company Act, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash. Where the Company distributing surplus earning in the form of new shares to be issued by the Company, it shall be approved by the Shareholders' meeting; if such surplus earning is distributed in the form of cash, it shall be approved by the Board of Directors and reported to the Shareholders' meeting.

Article 18-4: The employees who are entitled to the bought back shares to be transferred by the Company, employee stock option, employees remunerations in the form of shares or cash, the new shares reserved for employees subscription in the Company's share offering and restricted employee stock include employees of subsidiaries of the Company meeting certain specific qualifications and the Board of Directors or the person duly designated by the Board of Directors is authorized to decide such qualifications and allocation.

## **Chapter 7 Rules**

Article 19: Any matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first

amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made on October 30, 1997. The seventh amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019. The thirtieth amendment was made on June 15, 2022. The thirty-first amendment was made on June 14, 2024. The thirty-second amendment was made on June 11, 2025.