

# Advanced International Multitech Co., Ltd.

## Articles of Incorporation

### Section I General Provision

Article I	The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 明安國際企業股份有限公司 in the Chinese language, and Advanced International Multitech Co., Ltd. in the English language.
Article II	<p>The scope of business of the Company shall be as follows:</p> <ol style="list-style-type: none"><li>1. Process, manufacture, and trade of carbon fiber prepreg and carbon fiber products (including baseball bat, cue sticks, arrows, golf clubs and club heads, fishing tackle, bicycles and their accessories).</li><li>2. Supply of composite materials for aerospace industry. Process, manufacture, and trade of “carbon fiber fabric”.</li><li>3. Import and export above-mentioned products.</li><li>4. CH01010 Sporting Goods Manufacturing.</li><li>5. CA01120 Copper Casting.</li><li>6. CA01130 Copper Rolling, Drawing, and Extruding.</li><li>7. CA02050 Valves Manufacturing.</li><li>8. CB01010 Mechanical Equipment Manufacturing.</li><li>9. I103010 Enterprise Management Consultancy.</li><li>10. I301010 Information Software Services.</li><li>11. F401010 International Trade.</li><li>12. F113050 Wholesale of Computers and Clerical Machinery Equipment.</li><li>13. F213030 Retail Sale of Computers and Clerical Machinery Equipment.</li><li>14. ZZ99999 All Business Activities that are not prohibited or restricted by law, except those that are subject to special approval</li></ol>
Article III	The Corporation shall have its head office in Kaohsiung City, Taiwan, Republic of China, and shall be free, upon approval of the board of directors, to set up representative and branch offices at various locations within and without the territory of the Republic of China.
Article IV	Deleted.
Article V	The Company's foreign investment may exceed 40% of the paid-in-capital, and the board of directors is authorized to execute.
Article VI	The Company may provide external guarantees for business needs, and the operations shall be handled in accordance with the Company's Measures for Making Endorsement/Guarantees.

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### **Section II Capital Stock**

Article VII      The total capital stock of the Corporation shall be in the amount of 1,800,000,000 New Taiwan Dollars, divided into 180,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments. The Board of Directors is authorized to issue the un-issued shares based on the actual business needs. The capital, within 5,000,000 shares, is reserved for the issuance of share subscription warrant, corporate bonds with equity warrant or preferred shares with warrant. When the company issues employee stock option certificates at a subscription price lower than the market price (net value per share) or transfers them to employees at a price lower than the actual average price of repurchased shares, it shall follow the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" and "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" stipulates that only after the resolution of the shareholders' meeting. The recipients of the issuance of employee stock option or the transfer of the repurchased shares may include the employees of the Company's subsidiaries that fulfill specific requirements.

Article VIII      The Company may issue shares without printing share certificate(s), but such shares shall be registered at a Centralized Securities Depository Enterprise.

Article IX      Deleted.

Article X      Registration for transfer of shares shall be suspended for sixty (60) days immediately before the day of an Annual General Meeting of shareholders, for thirty (30) days immediately before the day of any Special General Meeting of shareholders, and for five (5) days before the day on which dividends or any other benefit is scheduled to be paid by the Company.

### **Section III Shareholders' Meeting**

Article XI      Shareholders' meetings of the Company are of two types:

1. Annual general meeting will be held once every year within six months after the close of each fiscal year in accordance with relevant laws and regulation.
2. Special Meeting shall be convened in accordance with the relevant laws, rules and regulations of the Republic of China.

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### **Article XII**

A notice shall be sent to all shareholders for the convening of shareholders' meetings, at least thirty (30) days in advance, in case of regular meetings; and at least fifteen (15) days in advance, in case of special meetings with the information including date of the meeting, venue, and proposals, and make such information public. The purpose(s) for convening any such meeting shall be clearly stated in the notices sent out to the shareholders and the public announcement. The notice may be sent electronically.

For shareholders holding less than 1,000 registered shares, the convening notice in the preceding paragraph may be issued by means of a public announcement.

When the Company's shareholders' meeting is held, it may be held in the form of a video conference, or other methods announced by the central competent authority.

### **Article XIII**

Unless otherwise specified by relevant laws and regulations, the resolution of the shareholders' meeting shall be attended by shareholders representing more than half of the total number of issued shares in person or by proxy and shall be exercised with the consent of more than half of the voting rights of the attending shareholders.

When the Company convenes shareholders' meeting, it should include electronic voting system as one of the manners for shareholders to exercise their voting right. Shareholders, who vote via an electronic voting system, shall be deemed as attending the shareholders' meeting in person. Electronic voting shall be conducted in accordance with the relevant laws and regulations.

### **Article XIV**

The Company's shareholder shall be entitled to one (1) vote per share, except for those who are restricted or have no voting rights in accordance with the Company Act.

### **Article XV**

When a shareholder is unable to attend the shareholders' meeting for any reason, he or she may entrust a proxy to attend the meeting by issuing a proxy letter issued by the Company stating the scope of authorization in accordance with Article 177 of the Company Act. In addition to the provisions of Article 177 of the Company Act, the procedures for shareholders to entrust attendance shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at a Shareholders Meetings of Public Companies" promulgated by the competent authority.

### **Article XVI**

When the shareholders meeting is convened by the board of directors, the chair of the meeting shall be the Chairman. When the Chairman is on leave or is unable to

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perform his duties for some reason, the sit-in person shall handle the matters in accordance with the provisions of Article 208 of the Company Act. When the shareholders meeting is convened by other convening authority other than the board of directors, the chairman shall be the convening authority. When there are more than two persons with the right to convene, one should be chosen by and from among the persons to be the chair of the meeting.

### **Article XVII**

During a shareholders' meeting, minutes of resolutions should be prepared, in which specifies the date and place of the meeting, the number of voting rights represented by the number of shares, the name of the chair, the resolutions and the method of resolution with the signature by or seal of the chair. The minutes together with the attendance record of shareholders and the proxy letters for attendance should be preserved by the Company. The minutes of the meeting shall be distributed to all shareholders within 20 days after the shareholders meeting. The distribution of the minutes may be done by public announcement.

## **Section IV Directors, Audit Committee, and Management**

### **Article XVIII**

The Company shall have seven to ten directors. The term of office of the Company's directors is 3 years, and directors are eligible for re-election. Directors are elected by the shareholders' meeting from persons with legal capacities. If the term of office expires and a reelection is not yet to be made, the performance of the duties may be extended until a re-elected director takes office. When the vacancy of directors reaches one-third of the total number of director members, the board of directors shall hold a special meeting of shareholders within 60 days for by-election, and the term of the office of the elected directors should be limited to make up the original directors' term of office. The shareholding ratio of registered shares held by all directors in total shall be handled in accordance with the regulations of the securities regulatory authority.

Among the total number of directors as specified in the preceding paragraph, the number of independent directors must not less than three persons and must not less than one-third of the number of directors. Independent director's professional qualifications, shareholding, part-time job restrictions, selection method, and other matters shall be handled in accordance with the relevant regulations of the competent securities authority. The election of directors of the Company shall adopt a candidate nomination system, and directors are elected from the list of candidates in the shareholders' meeting.

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Article XVIII-1 The Company may purchase liability insurance for directors during their term of office.

Article XIX The Chairman of the Company is elected when more than two-thirds of the directors present and more than half of the directors presenting at the board of directors meeting agree.  
When necessary, the Company may appoint a vice chairman to assist the Chairman. The method of election and appointment of the vice chairman shall be handled in accordance with the provisions of the Company Act.

Article XX The Company's board of directors executes all affairs in accordance with the laws, Articles of Incorporation, resolutions of the shareholders' meeting and the board of directors meeting. The Company's business policy and other important matters are decided by the board of directors. Except for the first meeting of the board of directors in each session in accordance with Article 203 of the Company Act, the rest are convened by the chairman, who shall be appointed as the chair of the meeting. When the chairman is on leave or cannot exercise the right for some reason, the sit-in person shall be handled in accordance with Article 208 of the Company Act. The convening of the board of directors meeting of the Company shall notify all directors with the reasons of convening seven days in advance. However, in case of emergency, a board of directors' meeting can be called at any time. The convening notice of the board of directors meeting of the Company can be sent to all directors in writing, fax or electronic means.

Article XXI The board of directors is chaired by the Chairman. When the Chairman is on leave or is unable to exercise his powers for some reason, the vice chairman will act as his proxy; if there is no vice chairman or the vice chairman also asks for leave or is unable to exercise his powers for some reason, the chairman will designate a director to act as his agent; in the case of no agent is designated by the chairman, the directors shall elect one person by and from among them to sitting in.

Article XXII Directors shall attend the board meeting in person. If a director is unable to attend a board meeting for some reason, he/she shall issue a proxy letter enumerating the scope of authorization in the purpose of convening and entrusting other directors to attend the board meeting, but a director shall be entrusted as a proxy by only one person. Directors may attend the meeting via video conferences, and directors who participate in meetings through video conferences are deemed to be present in person.

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Article XXIII	<p>The Company shall form an Audit Committee in accordance with the laws and shall be composed solely of all independent director to be responsible for performing the duties of a supervisor as stipulated in the Company Act, Securities and Exchange Act and other laws and regulations.</p> <p>The members of the audit committee shall exercise powers and other matters following relevant laws and regulations, and the committee constitution is separately formulated by the board of directors.</p>
Article XXIV	<p>The remuneration of the Directors shall be determined by the Board of Directors in accordance with each Director's involvement in and contribution to the Company's operation and also taking into consideration the standards of the industry.</p> <p>As for independent directors, the Company shall set reasonable remunerations, which are different from general directors.</p>
Article XXV	<p>The proceedings of the board of directors meeting shall be recorded in minutes and handled in accordance with Article 183 of the Company Act.</p>
Article XXVI	<p>The Company may have a number of managers, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.</p>
<b>Section V Accounting</b>	
Article XXVII	<p>The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance:</p> <ol style="list-style-type: none"><li>1. Operation Report</li><li>2. Financial Report</li><li>3. Proposal Concerning the Distribution of Earnings or Covering of Losses</li></ol>
Article XXVIII	<p>The company adopts a residual dividend policy for sustainable operation and profits promotion. If the Company has a surplus after the annual final accounts, in addition to paying profit-seeking enterprise's income tax and making up for previous years' losses according to law, 10% of the legal reserve shall be set aside first, but when the legal reserve has reached the total capital, it shall not be included further. A provision of special reserve is then made or reversed in accordance with laws and regulations. The remaining surplus is added with the</p>

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undistributed earnings at the beginning of the period to be the accumulated distributable earnings. The board of directors shall determine the amount to be distributed or retained and prepare a proposal for earning distribution of the current year for resolution in the Shareholders' Meeting. The amount of earnings distribution shall not less than fifty percent of the distributable earnings of the same year, among which cash dividend shall not less than ten percent of the total amount of dividend distributed of the same year.

In accordance with Company Act, the Company authorizes the board of directors to distribute all or part of dividends and bonuses, capital reserve or legal reserve in cash with more than two-thirds of the directors present and a resolution of more than half of the directors presenting in the meeting, and report in the shareholders' meeting. In the circumstance, the provisions of the preceding paragraph that should be resolved by the shareholders' meeting do not apply.

### **Article XXIX**

The Company shall distribute employee remuneration at no less than 1% of the current year's earnings (within the amount of staff remuneration shall be distributed to grassroots staff at not less than 50% of the total amount of staff remuneration) and shall distribute directors' remuneration at no more than 5% of the current year's earnings. However, if the Company still has accumulated losses, it shall make up losses first.

Employee remuneration may be paid in stock or cash, and the recipients of the stock or cash may include employees of affiliated companies who meet certain conditions.

The earnings of the current year referred to in the paragraph 1 refers to the current year's pre-tax profit after deducting remunerations paid to employees and directors. The distribution of employee remuneration and director remuneration shall be made by the board of directors with the resolution of more than two-thirds of the directors present and the approval of more than half of the directors presenting in the meeting and shall report to the shareholders' meeting.

### **Article XXX**

When the cadre members (including the person in charge), who actually participate in the Company's operations, fail to retire in accordance with the Labor Standards Act, their pensions may be paid by the Company after the resolution of the board of directors in accordance with the relevant provisions of the Act. However, if any cadre member is found engaging in acts contrary to the interests of the Company due to intentional or plain negligence, this provision shall not apply.

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### **Section VI Supplementary Provisions**

**Article XXXI** The internal organization constitution of the Company and the detailed procedures of business operation shall be established separately.

**Article XXXII** In regard to all matters not provided for in the Articles of Incorporation, the Company Act and other laws and regulations shall govern.

**Article XXXIII** Deleted.

**Article XXXIV** This Articles of Incorporation was established on June 16, 1987. The first revision was on July 10, 1987. The second revision was on July 20, 1987. The third revision was on August 15, 1990. The fourth revision was on September 21, 1990. The fifth revision was on March 9, 1991. The sixth revision was on May 12, 1991. The seventh revision was on June 1, 1994. The eighth revision was on December 20, 1995. The ninth revision was on April 25, 1997. The tenth revision was made on June 6, 1998. The eleventh revision was on September 25, 1998. The twelfth revision was on June 21, 1999. The thirteenth revision was on June 27, 2000. The fourteenth revision was on June 21, 2001. The fifteenth revision was on June 21, 2002. The sixteenth revision was on May 10, 2004. The seventeenth revision was on May 25, 2005. The eighteenth revision was on May 25, 2006. The nineteenth revision was on May 22, 2007. The twentieth revision was on June 10, 2009. The twenty-first revision was on June 4, 2010. The twenty-second revision was on May 25, 2012. The twenty-third revision was on May 28, 2015. The twenty-fourth revision was on May 31, 2016. The twenty-fifth revision was on May 25, 2018. The twenty-sixth revision was on May 31, 2019. The twenty-seventh revision was on July 12, 2021. The twenty-eighth revision was on November 26, 2021. The twenty-ninth revision was made on May 31, 2022. The thirtieth revision was made on May 27, 2024. The thirty-first revision was made on May 29, 2025.

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Chairman: Hsi-Chien Cheng