

YungShin Global Holding Corporation

Articles of Incorporation

Chapter 1. General Principles

Article 1. The Corporation shall be incorporated, as a company limited by shares, under the Business Mergers And Acquisitions Act, Company Act, and other relevant laws, regulations, and bylaws, and its official Chinese name is 永信國際投資控股股份有限公司, and its official English name is YungShin Global Holding Corporation.

Article 2. The scope of the Corporation's business: H201010 Investment.

Article 3. The Corporation shall have its head office in Taichung City, Taiwan, R.O.C., and may establish or close branches or representative offices at proper locations domestically and abroad according to business needs and resolved by the Board of Directors and approved by the competent authority.

Article 4. The Corporation may provide endorsement and guarantee and act as a guarantor. Procedures shall be in compliance with the Corporation's rules for endorsement and guarantee.

Article 5. The Corporation may invest in other businesses when necessary, and may become limited liability shareholders in other companies as resolved by the Board of Directors. The Corporation's total investment in other businesses is not subject to the limitation of 40% of the Corporation's paid-up capital under Article 13 of the Company Act.

Chapter 2. Shares

Article 6. The Corporation's total authorized capital is NT\$6.1 billion consisting of 610 million shares. NT\$100 million of the capital is divided into 10 million shares with par value of NT\$10 each, and these shares are reserved for the stock warrants, preferred shares with warrants, and corporate bonds with warrants for exercising options. The unissued shares can be issued in installments, and the Board of Directors is authorized to issue the shares pursuant to the Company Act and relevant laws and regulations.

When issuing employee stock option certificates at a subscription price below the market price of the Company's common shares on the issuance date, approval is required at a

shareholders' meeting attended by shareholders representing more than half of the total issued shares and approved by at least two-thirds of the attending shareholders.

The Company's repurchased treasury shares may be transferred to employees at a price lower than the average purchase price, provided that such a transfer is approved by a resolution of the shareholders' meeting, which must be attended by shareholders representing more than half of the total issued shares and approved by at least two-thirds of the attending shareholders.

Article 7. All shares issued by the Corporation shall be name-bearing and signed or sealed by the directors acting on behalf of the Corporation. Shares can be issued by the bank acting as issuer of shares after the shares are recorded. The Corporation may issue shares without printing share certificate(s). However, the Corporation shall appoint a centralized securities custody enterprise/institution to make registration of such shares.

Article 8. The Corporation's stock-related services are performed according to the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 9. Registration of share transfers shall be suspended for a 60-day period immediately prior to a general shareholders' meeting; for a 30-day period immediately prior to an interim meeting of the shareholders; and for a 5-day period immediately prior to the record date for distribution of dividend, bonuses or other benefits.

Article 10. The Corporation's dividends shall be no more than 1% per year, and if there are no earnings, the Corporation shall not pay dividends from the capital.

Chapter 3. Shareholders' Meeting

Article 11. Shareholders' meetings shall be of two kinds: general shareholders' meetings and interim shareholders' meeting. The general shareholders' meetings shall be convened by the Board of Directors within 6 months after the closing of each fiscal year, and a notice to convene a general shareholders' meeting shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. The interim shareholders' meeting shall be convened as regulated when necessary, and a notice to convene an interim shareholders' meeting shall be given to each shareholder no later than 15 days prior to the scheduled meeting date. The

shareholders' meeting may be held by video conferencing or the method announced by the competent authorities. The aforesaid notice in the preceding paragraph shall indicate the date and venue and purpose for convening the meeting, and may be given to shareholders via written notice or electronically in accordance with the law. However, for shareholders who own less than 1,000 shares of nominal stocks, may be given in the form of a public announcement. Except as provided in the Company Act, the aforementioned shareholders' meeting shall be convened by the Board of Directors.

Article 12. If a shareholder cannot attend a shareholders' meeting in person, he or she may appoint a proxy to attend and vote on behalf of the shareholder at the shareholders' meeting by completing and submitting to the Corporation, a form prescribed by the convener stating the scope of authorization. All proxy appointments have to comply with Article 177 of the Company Act, and the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies from the regulatory authority.

Article 13. The resolutions of shareholders' meeting, shall be required a majority (more than 50%) of vote of attending shares at a meeting attended by shareholders of a majority (more than 50%) of total issued shares or its proxies, subject to the provisions of the relevant laws and regulations. Resolutions at the shareholders' meetings shall adopt voting rights that are exercised electronically in accordance with relevant laws. When voting rights are exercised electronically, the method to exercise such rights shall be specified in the notice for meeting.

Article 14. A shareholder of the Corporation shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under the Company Act.

Article 15. Shareholders' meetings shall be convened by the Board of Directors and chaired by the Chairman of the Board. When the Chairman of the Board is on leave, the Chairman shall appoint a proxy to act as chair, or, where the Chairman does not make such a designation, the Directors shall select from among themselves one person to serve as Chair. When the shareholders' meeting is not convened by the Board of Directors, the convener will be the chair, and where there is more than one convener, the conveners shall select from among themselves one person to serve as chair. The shareholders' meeting shall be implemented

according to the Rules and Procedure for Shareholders' Meeting of the Corporation.

Article 16. Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The production and distributions of meeting minutes shall be in accordance with Article 183 of the Company Act.

Chapter 4. Board Meetings

Article 17. The Corporation shall have seven to eleven Directors to be elected through a candidate nomination system from a list of nominees at a shareholders' meeting. Each Director shall hold office for a term of 3 years and is eligible for re-election. The aforesaid Board of Directors shall be no less than three Independent Directors, and shall represent no less than one fifth of the total number of Directors. Elections of Independent and non-Independent Directors shall be held together, however, the number of Independent and non-Independent Directors elected shall be calculated separately. The total number of registered shares and shareholding ratios held by all Directors of the Corporation is determined in accordance with the standards set out in the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies issued by the Financial Supervisory Commission, Executive Yuan. Pursuant to Article 14-4 of the Securities and Exchange Act, the Corporation has set up an Audit Committee, which shall consist of the entire Independent Directors. The members of the Audit Committee exercise duties and other matters of compliance in line with relevant laws and regulations, which shall be stipulated by the Board of Directors.

Article 18. The Board shall be formed by the Directors. The Directors shall elect from among themselves a Chairman of the Board of Directors, and may elect a Vice Chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. The Chairman shall have the right to execute the resolutions of the Board of Directors and the Shareholders' meeting in accordance with applicable laws and regulations and the Articles of Incorporation internally and represent the Corporation externally. When the

Chairman of the Board is on leave or for any reason is unable to exercise the powers of the Chairman, the Vice Chairman shall do so in place of the Chairman. If the Vice Chairman also is on leave or for any reason is unable to act, the Chairman shall designate one director as the chair. If the Chairman does not make such designation, the Directors shall select from among themselves.

Article 19. Duties of the Board of Directors

- I. Reviewing the Corporation's operational guidelines, medium and long-term developmental plans; reviewing and supervising the implementation of annual business plans.
- II. Reviewing and discussing the budget and final accounts.
- III. Proposing capital increase/decrease plans.
- IV. Proposing earnings allocation or making of loss plans.
- V. Proposing and reviewing reinvestments in other businesses.
- VI. Reviewing material capital expenditure plans.
- VII. Examination of important contracts.
- VIII. Obtaining, transferring, granting and leasing of professional technologies and patent rights and approving, revising, and terminating technical cooperation contracts.
- IX. Examination of Articles of Incorporation and its amendments, and important business rules of the Corporation.
- X. Decision in establishment, terminating, reorganization, or dismissing of branch organizations.
- XI. Appointing or discharging the President, deputy general managers and other important personnel.
- XII. Convening shareholders' meetings and execution of resolutions adopted at shareholders' meetings.
- XIII. Proposing capital increase from dividends or capital surplus.
- XIV. Reviewing matters submitted by the President for approval.
- XV. Other functional rights authorized by relevant laws and regulations and the shareholders' meeting.

Article 20. The Board meetings shall be held quarterly, and the reason for calling a Board meeting shall be notified to each Director at least 7 days in advance. In emergency circumstances, a meeting may be called on shorter notice. The notice set forth in the preceding paragraph may be effected by means of written, electronic or facsimile transmission.

Article 21. Unless otherwise provided by the Company Act, resolutions of a Board meeting shall require the approval of a majority vote of the Directors present at a meeting that shall be attended by a majority of all Directors. The production and distribution of meeting minutes may be performed in electronic form.

Article 22. Directors' Attendance and Proxy. In case a Director is unable to attend a Board meeting in person, he or she may appoint another Director to attend as his/her proxy. A Director may accept a proxy from one person only. Any other matter shall be proceeded in line with Article 205 of the Company Act.

Article 23. The Board of Directors is authorized to decide the compensation to all Directors based on the degree of their participation in and contribution to the operations of the Corporation and in reference to both domestic and overseas general practices in the industry. The Corporation may purchase liability insurance for Directors with respect to liabilities arising from performance of duties during their term of office so as to reduce and spread the risk of material damage to the Corporation and shareholders arising from the wrongdoings or negligence of Directors.

Article 24. When the number of vacancies in the Board of Director equals to one third of the total number, or when all Independent Directors are dismissed, the Corporation shall call an interim shareholders' meeting within 60 days to hold a by-election to fill the vacancies.

Article 25. A Director who does anything for himself or on behalf of another person that is within the scope of the Corporation's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

Article 26. When a Director concurrently serves in another position at the Corporation, the shareholders' meeting shall authorize the President to handle compensations for the concurrently served position according to the Corporation's internal management

procedures.

Article 27. The honorarium for all Directors shall be discussed and approved by the Board meeting.

Chapter 5. Employees

Article 28. Appointment, discharge and the remuneration of the managerial personnel shall be in line with Article 29 of the Company Act.

Article 29. The President shall adhere to the Chairman and functional authority from the Board of Directors in comprehensively managing all matters of the Corporation.

Chapter 6. Closing of Accounts and Earnings Allocation

Article 30. The fiscal year for the Corporation shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, the Board of Directors shall prepare the following documents and submit to the general shareholders' meeting for acceptance:

- I. Business report.
- II. Financial statements.
- III. Proposals of the allocation of earnings or covering of losses.

Article 31. To encourage employees and the management team, if the Corporation makes any profits within a fiscal year, shall set aside no less than 0.3% of the profits as the employees' compensation; and no more than 3% of the profits as compensation to its Directors. However, the Corporation shall have reserved a sufficient amount to offset its accumulated losses.

Among the aforementioned employee compensation, no less than 1% shall be allocated to non-executive employees. Directors' compensation shall be distributed in cash and employees' compensation are resolved by a majority voting present at a Board meeting attended by at least two-thirds of total number of the Directors, and shall be reported to the Shareholders' meeting.

The aforementioned employees' compensation may be distributed to employees of an affiliated company meeting certain requirements established by the Board of Directors.

Pursuant to Articles 167-1, 167-2, and 267 of the Company Act, the Corporation may issue the following employee compensation shares to qualified employees of its controlled or

affiliated companies:

- I. Treasury shares that are transferable to employees.
- II. Employee Stock Option Certificates.
- III. Issuing New Shares through Capital Increase for Employee Subscription.
- IV. Issuance of Restricted Employee Shares.

Article 32. The Corporation operates in a rapidly changing industry environment, and its business life cycle is in a stable growth phase. If the Corporation has fiscal year-end earnings, they shall be utilized for the following uses in order:

- I. Payment of taxes required by law.
- II. Making up for loss in previous years.
- III. Setting aside 10% for legal reserve.
- IV. Appropriating or reversing special reserve in accordance with laws and regulations.
- V. Payment of dividends.
- VI. The remaining balance, together with the undistributed profits of previous years, shall be submitted as a motion to the shareholders' meeting. The sum of shareholders' dividends shall be anywhere from 10% to 90% of the aforesaid accumulated undistributed profits. For payment of shareholders' dividend, no less than 20% of the total payment shall be in cash.
- VII. The distribution of dividends will be done in three ways: capital increase from earnings, capital increase from capital surplus, and cash dividends. In case of appropriate investment plan capable of increasing the Corporation's profitability, a low cash dividend ratio policy will be adopted, and either capital increase from earnings or capital increase from capital surplus will be adopted. In case capital expansion will impact the profitable standards, the ratio of cash dividend payment will be increased accordingly.

Article 32-1. The distribution of dividends and bonuses, capital surplus or legal reserve, in whole or in part, in the form of cash is authorized to be approved by the Board of Directors with at least two-thirds of the directors present and a majority of the directors present, and reported to the shareholders' meeting; if the distribution is made by issuing new shares, the

distribution shall be approved by the shareholders' meeting.

Chapter 7. Supplementary Provisions

Article 33. In regard to all matters not provided for in this Articles of Incorporation, the Company Act shall govern.

Article 34. The Board of Directors is authorized to establish separately the Corporation's organization guidelines and detailed operational procedures.

Article 35. The Articles of Incorporation was concluded on June 9, 2010.

The first amendment was on June 10, 2011.

The second amendment was on June 13, 2012.

The third amendment was on June 11, 2013.

The fourth amendment was on June 23, 2015.

The fifth amendment was on June 22, 2016.

The sixth amendment was on June 20, 2017.

The seventh amendment was on May 24, 2022.

The eighth amendment was on May 28, 2025.