

Kedge Construction Co., Ltd.

Articles of Incorporation

Chapter 1. General Principles

Article 1. The Company shall be organized in accordance with the regulations prescribed in the Company Act. The name of the Company is Kedge Construction Co., Ltd..

Article 2. The Company's business is as follows:

- (1) E101011 Synthesis Construction
- (2) H701010 Residence and Buildings Lease Construction and Development
- (3) H701020 Industrial Factory Buildings Lease Construction and Development
- (4) H701040 Specialized Field Construction and Development
- (5) H701050 Public Works Construction and Investment
- (6) H701060 New County and Community Construction and Investment
- (7) H701070 Land Levy and Delimit
- (8) H701080 Reconstruction within the renewal area
- (9) H701090 Renovation, or maintenance within the renewal area
- (10) H702010 Construction Management
- (11) H703090 Real Estate Commerce
- (12) H703100 Real Estate Rental and Leasing
- (13) H703110 Senior Citizen's Development
- (14) E401010 Dredge Engineering
- (15) E402010 Ballast and Mud Construction on Sea
- (16) E604010 Machinery Installation Construction
- (17) E801010 Building Maintenance and Upholstery
- (18) E801020 Doors and Windows Construction
- (19) E801030 Interior Light Rigid Frame Construction
- (20) E801040 Glass Construction
- (21) E801070 Kitchen and Bath Facilities Construction
- (22) E901010 Painting Construction
- (23) E903010 Eroding and Rusting Construction
- (24) EZ02010 Derrick Construction
- (25) EZ03010 Furnace Installation Construction
- (26) EZ05010 Apparatus Installation Construction
- (27) EZ06010 Traffic Labels Construction
- (28) EZ07010 Drilling Construction
- (29) EZ14010 Sports Ground Equipment Construction
- (30) EZ15010 Warming and Cooling Maintenance Construction
- (31) EZ99990 Other Construction
- (32) F113010 Wholesale of Machinery
- (33) F113090 Wholesale of Traffic Signal Equipment and Materials
- (34) F113100 Wholesale of Pollution Controlling Equipment
- (35) F211010 Retail Sale of Building Materials
- (36) F213080 Retail Sale of Machinery and Equipment
- (37) F213090 Retail Sale of Traffic Signal Equipment and Materials
- (38) I101070 Agriculture, Forestry, Fishing and Animal Husbandry Consultancy
- (39) I103060 Management Consulting Services
- (40) I503010 Landscape and Interior Designing
- (41) I599990 Other Designing
- (42) IF01010 Fire Fighting Equipment Overhauling
- (43) IF02010 Electricity Equipment Checking and Maintenance
- (44) IF04010 Harmless Checking Services
- (45) J101010 Buildings Cleaning Service
- (46) J101030 Waste disposal
- (47) J101040 Waste treatment
- (48) J101050 Sanitary and Pollution Controlling Services
- (49) J101060 Wastewater (Sewage) Treatment
- (50) J101080 Waste Recycling
- (51) J101090 Waste Collecting and Disposing
- (52) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

- Article 3. The company may invest in other business entities; the total amount of investment in other business entities is not subject to the restrictions of 40% of paid-up capital. The Company may also provide guarantees to outside parties as needed to facilitate its business activities.
- Article 4. The Company set up its headquarters in Taipei City. When necessary, it may set up branch offices domestically or abroad with a resolution by the Board of Directors.
- Article 5. Public announcements of the Company shall be duly made in accordance with Article 28 of The Company Act.

Chapter 2. Shares

- Article 6. The Company's capital shall be set at NT\$1.8 billion, divided into 180 million shares with each share having a par value of NT\$10. The shares may be issued in installments at the discretion of the Board of Directors in accordance with the Company Act and other relevant laws and regulations. Among the total capital in the preceding paragraph, 6 million shares are retained for the conversion of employee stock warrants, and the Board of Directors has been authorized to issue them in installments according to actualities and relevant laws and regulations and resolution. For an employee stock warrant that the subscription price is lower than the closing price of issuing common stocks of Japanese company, the Company shall not issue stocks without the special resolution of board of shareholders. In case of a transfer to any employee at a price that is lower than the average price of repurchased stocks, the Company, prior to the transfer, shall propose for a special resolution by recent session of board of shareholders. The objects which employee stock warrant is distributed to and objects which treasury stocks are transferred include employees of controlling or subsidiary company meeting conditions. The conditions and mode of the distribution shall be decided by the Board of Directors.
- Article 7. The Company's shares are in a registered form to be signed or stamped by more than three Directors, arranged in serial number and sealed with the Company's seal, and they are issued after approval from issuance and registration institution designated by competent authority. The Company's issued shares may be free from printing, but they should be registered at centralized securities depository enterprise.
- Article 8. Deleted.
- Article 9. Share transfer shall be suspended within 60 days before the convening of annual shareholders' meeting and within 30 days prior to the convening of extraordinary shareholders' meeting, or within 5 days before the base date of the Company's decision to distribute dividends and bonuses or other benefits.
- Article 10. All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of the seal, change of address or similar stock transaction

conducted by shareholders of the Company shall follow the Regulations Governing the Administration of Shareholder Services of Public Companies unless specified otherwise by law and securities regulations.

Chapter 3. Shareholders' Meetings

- Article 11. The shareholders' meetings of the Company are classified into two types. The general shareholders' meeting shall be annually convened by the board within 6 months from the end of each fiscal year in accordance with the relevant laws and regulations. The extraordinary shareholders' meeting shall be convened in accordance with the relevant laws and regulations, whenever is necessary.
- Article 11-1. The shareholders shall be notified of the annual shareholders' meeting 30 days prior to the date and 15 days prior to the date of extraordinary shareholders meeting. The notification shall note the meeting date, location, and reason for convening.
- Article 11-2. The Corporation's shareholders' meetings may be held by means of visual communication network or other methods promulgated by the central competent authority.
- Article 12. If a shareholder is unable to attend the shareholders' meeting in person, a proxy can be appointed by completing the Company's proxy form and by specifying the scope of delegated authority. Shareholders of the Company can also execute voting power through electronic form, and shareholders executing voting power through electronic form shall be deemed as attending the meeting in person. Relevant matters shall be handled according to legal provisions.
- Article 13. Shareholders of the Company enjoy one voting power for every share, but there is no voting power for situations stipulated under Article 179 of Company Act.
- Article 14. If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is unable to attend, the Vice Chairman shall act in place of the Chairman; if the Vice Chairman also is unable to attend, the Chairman shall appoint one of the Directors to act as chairperson. Where the Chairman does not make such a designation, the Directors shall select from among themselves one person to act as chairperson. If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairperson from among themselves.
- Article 14-1. Unless otherwise stipulated for in the Company Act, resolutions at a shareholders' meeting shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.
- Article 14-2. 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 with a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The distribution of the minutes of shareholders' meeting may be affected by means of public announcement.

Chapter 4. Directors

- Article 15. The Company shall have nine Directors, appointed by the shareholder's meeting from a list of candidates submitted by the Board. The tenure for the Directors shall be 3 years and may be shortened when necessary. The Directors shall be eligible for reelection.
- Elections of Directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The implementation shall be subject to the Company Act, Securities and Exchange Act and other related laws and regulations. The number of Directors shall include three Independent Directors. The professional qualifications, shareholding, restrictions regarding concurrently-held positions, nomination and election methods and other compliance matters shall be handled in accordance with relevant laws and regulations. Total registered stocks held by all Directors shall be subject to the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies promulgated by the Financial Supervisory Commission.
- Article 15-1. The following relationships may not exist among more than half of the Company's Directors:
- (1) Spouse.
 - (2) Kinship within second-degree.
- Article 16. The Board shall consist of the Directors and a Chairman and a Vice Chairman shall be elected from among the Directors by a majority of Directors in attendance at a meeting attended by at least two-thirds of the Directors. The Chairman shall represent the Company externally.
- Article 16-1. In convening a meeting of the Board of Directors, a notice shall be given to each Director no later than 7 days prior to the scheduled meeting date. However, in the event of an emergency, the meeting may be convened at any time.
- The notice mentioned in the preceding paragraph may be effected in writing or by means of fax or electronic transmission.
- Directors who participate in the meeting by means of visual communication network are deemed to have attended the meeting in person.
- Article 17. The Board shall consist of the Directors, and a Chairman and a Vice Chairman shall be elected from among the Directors by a majority of Directors in attendance at a meeting attended by at least two-thirds of the Directors. The Chairman shall represent the Company externally.
- Article 18. The remuneration of the Directors shall be determined by the Board of Directors according to the degree of each Director's participation in the

operation of the Company and his/her contribution, and shall be determined by reference to the standard of the industry. Independent Directors are paid monthly and are not involved in the distribution of Directors' remuneration set out in Article 22. The Company may purchase liability insurance for Directors during the term according to the compensation liability within their business scope.

Article 19. The Company shall set up the Audit Committee as per Article 14-4 of the Securities and Exchanges Act. The Audit Committee shall be composed of the entire number of Independent Directors and is responsible for Supervisors' duties as per the Company Act, Securities and Exchange Act and other related laws and regulations.

Chapter 5. Managers

Article 20. The Company may have managers. Appointment, dismissal, and compensation of the managers shall be decided in accordance with Article 29 of the Company Act.

Chapter 6. Accounting

Article 21. The Company shall, at the end of each fiscal year, make the following reports by the Board of Directors and submit them to the annual shareholders' meeting for recognition.

- (1) Business reports.
- (2) The financial statements.
- (3) Proposal for distribution of earnings to shareholders or recovery of prior year losses.

Article 22. No less than 0.5% of any profit in the current year shall be allocated as employees' remuneration and no more than 2% shall be allocated as Directors' remuneration. However, if the Company still records a cumulative loss, its profit shall first be used to make up the loss.

The Company's surplus at the end of the accounting year shall be first subject to taxation, reimbursement of previous losses, followed by a 10% provision for legal capital reserve and special capital reserve by law or reversal. The remainder shall be allocated as bonus for shareholders at the board's proposal and subject to approval at the shareholders' meeting.

In accordance with Paragraph 5 of Article 240 of the Company Act, dividends and bonuses may be distributed in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Article 22-1. The Company will move towards large-scale construction projects and strive for growth and innovation. In order to continue to attract the appropriate capital to

meet the needs of the business and take into account the shareholders' needs for cash, the lower limit of the Company's future cash dividend ratio will be 20% of the total cash and stock dividends to be distributed in the current year.

Chapter 7. Supplemental Provisions

- Article 23. For outstanding matters in the Articles of Incorporation, the provisions of Company Act shall be followed.
- Article 24. The Articles of Incorporation were formulated on Feb 24, 1982. The 1st amendment was made on Jun. 13, 1986; the 2nd amendment was made on Jan. 12, 1989; the 3rd amendment was made on Apr. 10, 1992; the 4th amendment was made on Feb. 14, 1994; the 5th amendment was made on May 2, 1994; the 6th amendment was made on May 2, 1994; the 7th amendment was made on Aug. 2, 1994; the 8th amendment was made on Nov. 12, 1994; the 9th amendment was made on May 20, 1995; the 10th amendment was made on Apr. 26, 1996; the 11th amendment was made on Nov. 22, 1996; the 12th amendment was made on Mar. 30, 1999; the 13th amendment was made on Apr. 18, 2000; the 14th amendment was made on Mar. 28, 2001; the 15th amendment was made on Jun. 14, 2002; the 16th amendment was made on Jun. 14, 2005; the 17th amendment was made on Jun. 13, 2007; the 18th amendment was made on Jun. 30, 2008; the 19th amendment was made on Jun. 19, 2009; the 20th amendment was made on Jun. 18, 2010; the 21st amendment was made on Jun. 15, 2011; the 22nd amendment was made on Mar. 19, 2012; the 23rd amendment was made on Jun. 17, 2013; the 24th amendment was made on Jun. 22, 2016; the 25th amendment was made on Jun. 17, 2019 ; the 26th amendment was made on July. 1, 2021; the 27th amendment was made on Jun. 15, 2022 ; the 28th amendment was made on Jun, 2023.