

Ta Yih Industrial Co., Ltd.

Corporate Charter

Chapter 1 General

Article 1:

The Company is organized in accordance with the provisions regarding stock limited companies under the Company Act and is named “Ta Yih Industrial Co, Ltd.”

Article 2:

The Company operates the following businesses:

- 1.Manufacturing, sale, import and export trading business of vehicles, motorcycles, and hardware parts.
- 2.Manufacturing, processing, and sales business of airplane parts and vessel parts.
- 3.Manufacturing, processing, and sales business of transportation machinery and parts.
- 4.Manufacturing, sales, process, import and export business of lighting machinery, modules, and relevant equipment.
- 5.Rail vehicles and parts manufacturing business.
- 6.Rail vehicles and parts wholesale business.
- 7.Industrial plastics product manufacturing business.
- 8.Optic instruments manufacturing business.
- 9.Precision instruments wholesale business.

Article 2-1:

The Company may provide guarantees for and invest in other companies as required for its business. The amount of investment may exceed 40% of its paid-in capital.

Article 3:

The Company has its headquarters in Tainan City.

Article 4:

The Company makes public announcements in accordance with Article 28 of the Company Act.

Chapter 2 Shares

Article 5:

The Company's total capital is Eight Hundred million, divided into Eighty Million NT Dollars shares with a par value of NT\$10 each. Any unissued shares may be issued in stages as required by the business, subject to authorization by the Board of Directors.

Within the total capital as mentioned above, an amount up to NT\$37.7 million may be allocated for issuing employee stock warrants, totaling 37.7 million shares with a par value of NT\$10 each, which can be issued in stages.

Article 6:

All of the Company's shares are registered shares, to be affixed with the signatures or seals of the directors representing the Company and issued after certification by in accordance with the law. The shares may also be issued without share certificates.

Article 6-1:

There is no obligation to print share certificates for the Company's shares. However, the Company shall designate a securities custodian organization for registration.

Article 7:

Shareholders shall provide their true names and addresses to the Company. Sample seal cards shall be completed and provided to the Company for safekeeping. The loss of any sample seal shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 8:

Upon any share transfer, the transferor and the transferee shall complete a share transfer form and submit it together with the share certificate to the Company to seek transfer registration. The transfer may only be used against the Company after it has been registered in the shareholder register.

Article 9:

If any share certificate is lost or damaged, it shall be declared lost and re-issued in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 10:

The Company may collect an administrative charge upon re-issuance or replacement of new share certificates.

Article 11:

Share transfer registration shall be suspended for the period of 60 days before any general shareholders' meeting, 30 days before any special meeting, or 5 days before the record date for the distribution of dividends, bonuses, or other benefits determined by the Company.

Chapter 3 Shareholders' Meetings

Article 12:

Shareholders' meetings are divided into general meetings and special meetings. General meetings are held once every year within 6 months from the end of each accounting year. Notice shall be given to each shareholder 30 days in advance. Special meetings are held as required in accordance with the law. Notice shall be given to each shareholder 15 days in advance.

Electronic voting is implemented as one of the means for shareholders of the Company to exercise voting rights, with related procedures conducted according to regulations stipulated by the competent authority. Shareholders' meetings of the

Company may be convened using video conferencing or other methods announced by the central competent authority.

Article 13:

Shareholders who cannot attend a shareholders' meeting due to any reasons may issue a proxy issued by the Company, specifying the scope of authorization for the appointed representative to attend. The use of such proxy shall be in compliance with the regulations prescribed by laws and the competent authority.

Article 14:

The chairman shall chair shareholders' meetings. If the chairman is absent, the vice chairman shall chair the meeting. If the vice chairman is absent, the chairman shall designate one director to act on his behalf. If there is no such designation, one director shall be appointed from among themselves.

Article 15:

Each share of the Company carries one voting right per shareholder. However, this is subject to the provisions of the Company Act and other relevant laws and regulations, which may exclude certain shareholders from this entitlement.

Article 16:

Unless otherwise provided by the Company Act, shareholder resolutions shall be approved by shareholders representing the majority of voting rights represented in a meeting that is attended by shareholders representing the majority of all outstanding shares.

Article 17:

Matters resolved in shareholders' meetings shall be recorded in minutes, which shall be affixed with the signature or seal of the chairman and distributed to each shareholder within 20 days after the meeting. The minutes may be distributed through public announcements.

The minutes shall record the year, month, date, location of the meeting, the chairman's name, manner of resolution, main proceedings and the results, and shall be kept permanently during the period of existence of the Company.

Signature sheets for attending shareholders and proxies shall be kept for at least one year, provided that if any shareholder files a lawsuit in accordance with Article 189 of the Company Act, these documents shall be kept until the end of the lawsuit.

Chapter 4 Board of Directors and the Audit Committee

Article 18:

The Company has 9 directors, to be elected by the shareholders' meeting from among persons with legal capacities. Their terms shall be 3 years and the same person may be re-elected upon expiry of the term.

Among the directors under the previous paragraph, there shall be at least 3 independent directors.

Directors shall be elected through the candidate nomination system in accordance with Article 192-1 of the Company Act. Non-independent directors shall be elected

together with the independent directors. The persons who have received the votes representing the highest number of voting rights shall be elected as non-independent directors and independent directors, respectively, in accordance with the respective number of seats available.

The professional qualifications, nomination and election manners and other matters of compliance for independent directors shall be governed by the applicable laws such as the Company Act and the Securities Exchange Act.

The aggregate shareholding of registered shares held by all directors in the Company shall not fall below the percentage specified by the competent authority in accordance with legal regulations.

During their term of office, the Company shall purchase liability insurance for all directors to cover the compensation liability they are legally responsible for within the scope of their duties.

The Company has an audit committee in accordance with Article 14-4 of the Securities and Exchange Commission, which is composed of all independent directors. The exercise of powers and related matters of the audit committee and its members shall be conducted in accordance with laws and regulations of the competent authority.

Article 19:

If the current term of a director has expired but a re-election has not been held in time, the duties of the director shall be extended until the time when the re-elected director starts their term.

Article 20:

The directors constitute the board of directors. One person shall be elected from among themselves to serve as the chairman and another person as the vice chairman. The chairman acts as the Company's representative.

Article 21:

When there is more than 1/3 vacancy in board seats, the board of directors shall convene a shareholders meeting to fill the seats in accordance with the law and the term shall be until the end of the original term.

Article 21-1:

To convene a board meeting, the agenda shall be specified and a notice shall be given to each director 7 days in advance. However, a meeting may be held at any time in case of an emergency. The meeting notice and the agenda under the previous paragraph may be sent in writing, by email, or by fax.

Article 22:

Board meetings are held once every quarter. If deemed necessary by the chairman or by a majority of directors who submit in writing the proposed agenda and reasons, they may request the chairman to convene a meeting. The chairman shall convene and preside over the meeting. In the event that the chairman is on leave or unable to perform the duties, the vice chairman shall act as the chairman. If the vice chairman is on leave or unable to perform the duties, the chairman shall designate another

director to act as chairman. If no designation is made, the directors shall mutually select one person to act as chairman.

Article 23:

Unless otherwise provided under the Company Act or by the Company, board meeting shall be approved by a majority of the directors present in a meeting that is attended by a majority of the directors.

Any director who cannot attend a meeting in person due to any reason may designate another director to act on his/her behalf. Any director participating in a meeting through video conference shall be deemed to have participated in person.

When a director designates another director as his/her representative to attend a board meeting, a proxy shall be issued each time, specifying the scope of authorization in relation to the agenda.

The proxy holder under the previous two paragraphs shall not represent more than one other person.

Article 24:

Matters resolved in board meetings shall be recorded in minutes, which shall be affixed with the signature or seal of the chairman and distributed to each director within 20 days after the meeting. The minutes shall record the main proceedings of the meeting and the results. The minutes shall be kept in the Company together with the signature sheets of the attending directors and the proxies.

Article 25:

delete.

Article 26:

The remuneration for all directors is authorized to be determined by the board of directors based on their level of involvement and contribution to the Company's operations, considering industry norms.

Chapter 5 Managers

Article 27:

The Company may appoint several managers, and their appointment, dismissal, and remuneration shall be managed in accordance with Article 29 of the Company Act.

Article 28:

delete.

Article 29:

delete.

Chapter 6 Closing

Article 30:

At the end of each accounting year, the board of directors is required to compile the following register, which will be presented to the shareholders' meeting for recognition according to legal procedures:

1. Business report.
2. Financial statements.
3. Profit sharing or loss compensation proposal.

Article 30-1:

The Company's annual net profit before deducting employee and director remuneration shall be distributed as follows:

- (1) Up to 2% shall be allocated for director remuneration.
- (2) Not less than 1% shall be allocated for employee remuneration. Of the aforementioned amount, no less than 1% shall be allocated as compensation for frontline employees.

However, if there are accumulated losses, the amount of losses compensation shall be reserved distribution according to the aforementioned two proportions. Employee remuneration may be provided in the form of either stocks or cash. The recipients may include employees of controlled or subordinate companies that meet certain conditions, with the conditions and distribution method determined by the Board of Directors. While director remuneration is strictly disbursed in cash. The employee and director remuneration distribution proposal shall be reported to the general shareholders' meeting.

Article 31:

In consideration of the future funding needs and long-term financial planning for the Company, if there is profit after annual closing, after paying taxes and compensating accumulated losses, then 10% of the balance amount shall be provided as legal reserve. However, when the statutory retained earnings reserve has reached the amount of the issued share capital, no additional provision is necessary. Also, a special reserve shall be provided for the amount of decrease in the shareholders' equity in the current year. The balance, if any, shall be combined with the accumulated non-distributed profit from the last year for the profit distribution proposal to be made by the board of directors, which shall be submitted to the general shareholders' meeting for resolution before distribution. Among the above, the shareholder dividend shall not be less than 50% of the distributable profit of the current year and the cash dividend shall not be less than 50% of the total shareholder dividend.

The Company grants authority to the board of directors, with the presence of two-thirds or more of the directors and the agreement of a majority of those present, to distribute all or part of dividends, capital surplus, or statutory retained earnings reserves in cash, and to report such actions to the shareholders' meeting. This provision exempts the requirement for approval by the shareholders' meeting as mentioned in the preceding paragraph.

Chapter 7 Miscellaneous

Article 32:

The organizational charter and bylaws of the Company shall be further established.

Article 33:

Any matter that is not fully stipulated in these Articles of Association shall be

governed by the Company Act and other laws.

Article 34:

These Articles of Association were established on 14 December 1975.

The first amendment was made on 19 February 1976.

The second amendment was made on 15 December 1977.

The third amendment was made on 12 May 1979.

The fourth amendment was made on 15 August 1980.

The fifth amendment was made on 25 July 1981.

The sixth amendment was made on 20 July 1982.

The seventh amendment was made on 5 August 1983.

The eighth amendment was made on 29 August 1983.

The ninth amendment was made on 3 December 1983.

The tenth amendment was made on 21 November 1985.

The eleventh amendment was made on 21 April 1986.

The twelfth amendment was made on 15 June 1988.

The thirteenth amendment was made on 10 August 1988.

The fourteenth amendment was made on 24 May 1990.

The fifteenth amendment was made on 10 December 1990.

The sixteenth amendment was made on 15 May 1991.

The seventeenth amendment was made on 8 April 1992.

The eighteenth amendment was made on 13 September 1993.

The nineteenth amendment was made on 24 September 1993.

The twentieth amendment was made on 11 November 1993.

The twenty-first amendment was made on 13 May 1994.

The twenty-second amendment was made on 29 May 1995.

The twenty-third amendment was made on 6 March 1996.

The twenty-fourth amendment was made on 4 June 1998.

The twenty-fifth amendment was made on 15 June 1999.

The twenty-sixth amendment was made on 20 June 2000.

The twenty-seventh amendment was made on 7 June 2001.

The twenty-eighth amendment was made on 28 June 2002.

The twenty-ninth amendment was made on 13 June 2007.

The thirtieth amendment was made on 14 June 2010.

The thirty-first amendment was made on 18 June 2012.

The thirty-second amendment was made on 13 June 2016.

The thirty-third amendment was made on 12 June 2020 .

The thirty-fourth amendment was made on 11 June 2024.

The thirty-fifth amendment was made on 10 June 2025.