

SuperAlloy Industrial Co., Ltd.'s Articles of Incorporation

Chapter I General Provisions

- Article 1 The name of the company is SUPERALLOY INDUSTRIAL CO., LTD. (巧新科技工業股份有限公司) (the “Company”), which is duly organized as a company limited by shares under the Company Act of Taiwan. (English name is SUPERALLOY INDUSTRIAL CO., LTD.).
- Article 2 The Company’s scope of operation is as left:
1. Designing, manufacturing, processing, and trading of aviation components.
 2. Forging, designing, processing, buying, and selling of aluminum, copper, steel, titanium alloys, and metal parts.
 3. Design, manufacture, processing and trade of molds.
 4. Manufacturing, processing, and trade of reinforcement couplers.
 5. Import and export trade of aforesaid various products and raw materials.
 6. Quote, bid, and distribute products from domestic and foreign manufacturers.
 7. CD01030 Automobile and parts manufacturing industry.
 8. CD01040 Motorcycle and parts manufacturing industry.
 9. F114030 Wholesale industry for automotive and motorcycle parts.
 10. F214030 Retail industry for the supply of automotive and motorcycle parts.
 11. CH01010 Sports equipment manufacturing industry.
 12. F109030 Wholesale industry of exercise equipment.
 13. F209020 Exercise equipment retail industry.
 14. CA01040 Steel forging industry.
 15. CA01050 Steel secondary processing industry.
 16. CA01100 Aluminum secondary processing industry.
 17. CA02010 Metal building structure and component manufacturing industry.
 18. F106010 Wholesale hardware industry.
 19. F206010 Retail hardware industry.
 20. CA03010 Metal heat treatment industry.
 21. CA01130 Secondary processing industry for copper materials.
 22. CH01030 Stationery manufacturing industry.
 23. CE01030 Manufacturing of optical instruments.
 24. CE01040 Watch manufacturing industry.
 25. ZZ99999 Activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The main office of the Company is located in Yunlin County, Taiwan and a branch office or manufacturing plant may be established domestically or internationally as decided by the Board of Directors and approved by competent authority if necessary.
- Article 4 If the company’s shares can be repurchased by the company as permitted by law, the board of directors is authorized to proceed in accordance with the regulations.
- Article 5 Deleted.

Chapter II Shares

Article 6

The total capital size of the Company is set to be NTD 4 billion, which consists of 400 million shares, which are common stocks or preferred stocks, at a par value of NTD 10 per share. The Board of Directors is authorized to issue shares yet to be issued in separate batches.

Convertible bonds and bonds with attached warrants may be issued within the total share capital mentioned above.

The initial capital amount retains NTD 400 million, divided into 40 million shares, each with a par value of NTD 10. This is for the issuance of employee stock option certificates, with the board of directors authorized to issue them in batches in accordance with the Company Act and related regulations.

The recipients of the company's repurchased treasury shares, the recipients of employee stock options, employees purchasing shares during new stock issuance, and recipients of new shares with restricted rights for employees, including employees of controlling or subsidiary companies who meet specific criteria. The company has held a shareholders' meeting with more than half of the total issued shares present and over two-thirds of the voting rights of those present in agreement, to issue employee stock options at a price lower than the market value, or to transfer treasury shares to employees at an average price lower than the actual repurchase price of the shares.

Article 6-1:

The rights and obligations of the company's preferred stock, along with other important issuance conditions, are as follows:

1. The dividend on preferred stock is limited to an annual rate of eight percent, calculated based on the issue price per share. This dividend may be paid in cash once a year, following the approval of the financial report at the regular shareholders' meeting every year, with the board of directors determining the distribution date for the payment of the previous year's dividend. The issuance year and the year of dividend redemption are calculated based on the actual number of issuance days for that year.

2. Our company has the discretion to distribute dividends on preferred stocks. If the annual financial results show no profit or insufficient profit to distribute dividends on preferred stock, or for other necessary reasons, the shareholder meeting may decide not to distribute dividends on preferred stocks, and this will not be considered a breach of contract. If the issued preferred stock is non-cumulative, any decision not to distribute dividends or to distribute insufficient dividends will not carry over to future profitable years for deferred payment.

3. Preferred stock shareholders, aside from receiving the dividends specified in the first subparagraph, are not entitled to participate in the distributions of surplus and capital reserve of common shares in respect of cash and appropriation of capital.

4. The distribution of the company's remaining assets to preferred stock shareholders is prioritized over that of common stock shareholders. The repayment order for the various types of preferred stock shareholders issued by the company is the same, all subordinate to general creditors, but limited to an amount not exceeding the number of preferred stocks that are issued and outstanding at the time of distribution, calculated at the issue price.

5. Preferred stock shareholders have voting rights, the right to elect directors, and the right to be elected at the shareholders' meeting of common stock shareholders. They also have voting rights at shareholders' meeting of preferred stock shareholders or any shareholders' meetings concerning the rights and obligations of preferred shareholders.

6. The preferred stock issued by this company may be converted into common stock; however, if they are convertible preferred, conversion is not allowed within one year from the date of issuance. The board of directors is authorized to set the actual issuance

terms during the conversion period. **Shareholders of convertible preferred stock may request to convert some or all of their preferred stock into common stock at a conversion ratio of one preferred stock for one common stock (1:1).** Once convertible preferred stocks are converted into common stocks, their rights and obligations are identical to those of common stocks. The distribution of preferred stock dividends for the year of conversion will be calculated based on the ratio of the actual number of issuance days in that year to the total number of days in the year. However, those who convert to common stock before the ex-dividend date for the annual dividend distribution will not be eligible to receive preferred stock dividends for that year and dividend payment for subsequent years, but they may participate in the distribution of common stock earnings and capital reserves for that year.

7. Preferred stocks do not have an expiration date, and preferred stocks shareholders cannot demand that the company redeem their shares. However, the company may redeem all or part of the preferred stocks at any time after five years from the issuance date, at the original issuance price. The unredeemed preferred stocks retain the rights and obligations outlined in the previously mentioned issuance conditions. If the company decides to distribute dividends for the current year, the dividends payable as of the recovery date should be calculated based on the actual number of days the shares were issued during that year.

8. The capital reserve generated from the premium issuance of preferred stock may only be used to cover losses during the issuance period and cannot be allocated to capital. The name of the preferred stock, the issuance date, and specific issuance conditions will be determined by the board of directors at the time of actual issuance, taking into account the conditions of the capital market and investors' willingness to subscribe, in accordance with the company's Articles of Incorporation and applicable laws.

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| Article 7 | The company's stock is issued in registered form, requiring the signatures or seals of three or more directors, and must be certified by the competent authority or an approved issuing registration institution before issuing. For the shares issued by the company, the Company may be exempted from preparing physical share certificate, but shall be subject to the registration at Taiwan Depository and Clearing Corporation. |
| Article 8 | Shareholder transfers, ownership transfers, inheritance, gifts, and cases of loss or destruction are handled in accordance with the Company Act and relevant regulations. |
| Article 9 | For the registration of share transfers, no transfers of shares shall be handled within sixty days before the date of each regular shareholder meeting, thirty days before the date of each special shareholder meeting, or five days before the date for the distribution of dividends, bonuses, or other interests. |
| Article 10 | Shareholders must use their real names; if they are a government agency or a legal entity, the name of the government agency or legal entity should be used. |
| Article 11 | Shareholders are required to complete a seal card and keep it with the company to claim dividends, exercise their rights, transfer shares, and manage the establishment, cancellation, and updating of the seal card in accordance with the regulations set by the competent authorities. |
| Article 12 | If shareholders need to reissue or exchange shares due to loss or other reasons, the company may charge a processing fee <u>and</u> the required stamp duty. |

Chapter III Shareholders' Meetings

- Article 13 There are regular and special shareholders' meetings. The regular meeting is called for once a year by the Board of Directors as required by law within the six months following the end of each fiscal year and notify all shareholders thirty days in advance, while the special one is to be called for as needed according to law and notify all shareholders fifteen days in advance. The preferred stock shareholders' meeting may be held as needed in accordance with applicable laws.
- Article 13-1 The shareholders' meeting is convened based on a resolution by the board of directors, and it may be held as a physical meeting, a video-assisted meeting, or a fully virtual meeting. The proceedings will comply with the regulations established by the competent authority for the management of stock affairs in publicly traded companies.
- Article 14 The chair of the shareholders' meeting shall be the chairman of the board of directors. If the chairman of the board is absent, the chairman shall appoint one of the directors to chair. If no one is designated by the chairman, the directors shall appoint one of them to chair. If the meeting is conveyed by a party with the power to convene that is not the board of directors, such party shall chair. If such party consists of more than 2 people, one of them shall chair.
- Article 15 Each shareholder of the company, except for shares with restricted voting rights and those without voting rights as specified by the Company Act, is entitled to one vote per share.
- Article 16 When shareholders are unable to attend a shareholders' meeting in person due to some reason, they may issue an authorization letter that is prepared by the Company specifying the scope of authorization to authorize someone to attend it on their behalf. The procedure for shareholders to authorize attendance, aside from the provisions of Article 177 of the Company Act, shall be conducted in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.
- Article 16-1 When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. The way to exercise voting rights is shown on the notice of the shareholders' meeting. If the company's shares are listed on the Taipei Exchange Market or Taiwan Stock Exchange Corporation, electronic methods should be included as one of the options for exercising voting rights during shareholders' meetings. A shareholder exercising voting rights by electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting, which means it will be proceeded in accordance with the Article 177-2 of the Company Act.
- Article 17 Except otherwise regulated by related laws, resolutions made in shareholders' meetings shall be supported by attendance of shareholders representing a majority of outstanding shares and more than 50% of the votes of the attending shareholders.
- Article 17-1 If the company plans to withdraw its public offering of shares, it must present a resolution to the shareholders' meeting, and this provision shall remain unchanged during both the emerging stock market and stock exchange listing periods.
- Article 18 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 twenty days after the conclusion of the meeting. The aforesaid meeting minutes may be produced and distributed in electronic form. The meeting minutes may also be distributed by means of a public announcement.

Chapter IV Director

- Article 19 The Company is configured with seven to thirteen directors, with a term of three years. The nomination system is adopted. They are to be elected among those on the list of candidates during the shareholders' meeting; a director may serve multiple terms if re-elected. The total shareholding ratio of all directors shall be in accordance with the regulations of the securities competent authority.
- The number of independent directors must be at least three among the total number of directors mentioned above. The restrictions on professional qualifications, share ownership, concurrent positions held, the manner of nomination, the election of the independent Directors, and other related matters shall comply with applicable laws and regulations prescribed by the competent securities authority.
- Article 19-1 The Company shall set up an Audit Committee as required by Article 14-4 of the Securities and Exchange Act. The Audit Committee or the members of Audit Committee shall be responsible for carrying out duties as required of supervisors specified in the Company Act, the Securities and Exchange Act, and duties required by other laws of supervisors.
- The audit committee should consist all of independent directors, and its Articles of Incorporation and matters related to the exercise of authority will take effect after being approved by the board of directors.
- Article 20 If the number of directors reaches one-third or the entire board is dismissed, the board must convene a special shareholder meeting within sixty days to elect replacements, with their term limited to completing the original term.
- Article 21 If a director's term expires without an election, they may continue to serve until the newly elected director assumes office.
- Article 22 The board of directors shall elect one chairman with the attendance of more than two-thirds of the directors and the approval of a majority of those present, and shall carry out all company affairs in accordance with laws, regulations, Articles of Incorporation, shareholder meetings, and board resolutions.
- Article 23 The company's operational policies and other significant matters are determined by the board of directors. The board, except for the first meeting of each term convened in accordance with Article 203 of the Company Act, is called by the chairman, who also serves as the chair. If the chairman is unable to fulfill his/her duties, a director appointed by the chairman will act in his/her place. If no appointment is made, the directors will mutually select one person to act on their behalf.
- Article 24 To call for a Board of Directors meeting, the cause shall be specified and respective directors shall be notified of the meeting seven days in advance. In case of emergency, however, it may be called for at any time.
- Respective directors may be notified of a Board of Directors' meeting convened in writing, by fax, by email or other mobile communication method.
- A board meeting, unless otherwise stipulated by the Company Act, requires the attendance of a majority of directors, and decisions are made with the consent of a majority of those present. If a director is unable to attend for any reason, they may issue a power of attorney that outlines the reasons for the meeting and the scope of authorization, allowing them to appoint another director (independent directors may only appoint other independent directors) to represent them at the board meeting, with the limitation that one person can only be authorized by one other person.
- If it is held through video conference, those attending the meeting through video conference are considered as attending the meeting in person.

Article 25	The resolutions of the board of directors must be documented in the meeting minutes, which should be signed and sealed by the chair. These meeting minutes must be distributed to all directors within twenty days after the meeting. The meeting minutes should capture the main points and outcomes of the meeting and be stored alongside the attendance register of the directors and any proxy authorizations at the company. The preparation and distribution of the meeting minutes may be conducted electronically.
Article 26	Besides exercising their supervisory authority independently as per the law, the supervisor may attend board meetings but is not allowed to vote. (Deleted.)
Article 27	The Board of Directors is authorized to determine the amount of compensation to the directors of the Company based on the directors' level of involvement in corporate operation and the value of their contribution, which is expected to be defined reflective of the common practice in the industry.
Article 27-1	The board of directors authorizes the company's directors' liability insurance.
Article 27-2	The Company may have one or more general manager(s). The appointment, removal and remuneration of the manager(s) shall be subject to Article 29 of the Company Act.
	Chapter V Accounting
Article 28	The Board of Directors shall prepare: (1) Business Report; (2) Financial Statements; (3) Earnings Distribution or Deficits Offset Proposal, among other statements and reports at the end of each fiscal year and bring them forth during the regular shareholder meeting for ratifications.
Article 29	3% ~ 15% of profit of the current year is distributable as employees' compensation, and no more than 3% of profit of the current year is distributable as remuneration to directors. However, if there are still accumulated losses, the amount for offsetting should be retained first, and no less than 60% of the allocated employee remuneration shall be distributed to grassroots employees. The Company may, by a resolution adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of directors, distribute the employees' compensation in the form of shares or in cash; and in addition thereto a report of such distribution is submitted to the shareholders' meeting.
	The recipients of stocks or cash, including employees of subsidiary companies who meet specific criteria.
Article 29-1	After the Company's annual financial statements show a profit, the Company must first allocate remuneration to employees and directors in accordance with Article 29 of the Company's Articles of Incorporation. Subsequently, the Board of Directors will decide on the distribution, followed by the payment of taxes, offsetting of accumulated losses, and setting aside 10% as legal reserve. If the legal reserve reaches the Company's paid-up capital, no further allocation is required. The remaining balance will be allocated or reversed according to legal requirements, along with the accumulated undistributed earnings. Priority will be given to distributing dividends to preferred shareholders for the current year. Any remaining balance will be subject to a profit distribution proposal prepared by the Board of Directors, which will be presented to the shareholders' meeting for approval to distribute dividends to the shareholders. The Board of Directors is authorized to distribute dividends and bonuses in cash, subject to approval by two-thirds or more of the directors present, and a resolution by the majority of the directors present, and must report to the shareholders' meeting as required by Article 240, Paragraph 5 of the Company Act.
	The dividend policy of our company takes into account the company's environment and growth stage, in response to the company's future funding needs and long-term financial planning, etc. In addition to the distribution of profits in accordance with

the preceding provisions, the total amount of shareholder dividends should be between ten percent and ninety percent of the accumulated distributable earnings, with cash dividends not less than twenty percent of the total shareholder dividends. However, the board of directors may adjust the ratio based on the overall operating conditions at that time and seek approval from the shareholders' meeting.

Article 30

The Company's organizational regulations and working rules shall be separately formulated by Board of Directors.

Article 31

The total amount of the company's investments is not limited by the investment ratio restrictions outlined in Article 13 of the Company Act. Additionally, for business purposes, the company may provide endorsements and guarantees to others and lend funds to third parties.

Article 32

Any matters not specified in the Articles of Incorporation shall be handled in accordance with the Company Act and other laws.

Article 33

Article 33: This Articles of Incorporation was established on June 15, 1994. The first amendment was made on June 22, 1994, followed by the second amendment on January 4, 1995. The third amendment occurred on May 8, 1998, and the fourth amendment was on June 20, 1998. The fifth amendment took place on October 15, 1999, and the sixth amendment was on May 25, 2000. The seventh amendment was made on September 7, 2000, and the eighth amendment on July 12, 2001. The ninth amendment occurred on June 27, 2002, followed by the tenth amendment on June 26, 2003. The eleventh amendment was on June 24, 2004, and the twelfth amendment on May 5, 2005. The thirteenth amendment took place on June 28, 2006, and the fourteenth amendment was on October 23, 2006. The fifteenth amendment occurred on June 29, 2007, and the sixteenth amendment on June 26, 2008. The seventeenth amendment was made on June 26, 2009, followed by the eighteenth amendment on June 28, 2011, and the nineteenth amendment on June 28, 2012. The twentieth amendment was on June 9, 2015, the twenty-first amendment on June 27, 2016, and the twenty-second amendment on June 28, 2017. The twenty-third amendment was made on October 19, 2017 and on May 23, 2019, the twenty-fourth amendment on June 30, 2020, the twenty-fifth amendment on June 27, 2022, and the twenty-six amendment on May 21, 2025.

SuperAlloy Industrial Co., Ltd.

Chairman: Tsung-Jung Huang