

# Catcher Technology Co., Ltd.

## Articles of Incorporation

### Chapter 1: General Provisions

#### Article 1

The Company is organized as a company limited by shares and permanently existing in accordance with the Company Act of the Republic of China (the “Company Act”); its English name is Catcher Technology Co., Ltd.

#### Article 2

The scope of business of the Company shall be as follows:

1. CA01090 Aluminum molding business
2. CA01150 Magnesium molding business
3. CA01990 Other non-metal business
4. CC01110 Computer and peripheral manufacturing business
5. CB01010 Machinery and equipment manufacturing business
6. F401010 International trade business
7. CA02080 Metal forging business
8. CB01990 Other mechanical manufacturing business
9. C805050 Industrial plastic manufacturing business
10. CA04010 Surface treatment business
11. CQ01010 Mode manufacturing business
12. F108031 Medical equipment wholesale business
13. F208031 Medical equipment retail business
14. CF01011 Medical equipment manufacturing business
15. I301010 Information software service business
16. ZZ99999 Except for the permitted businesses, the Company may engage in other businesses not prohibited or restricted by laws or regulations

#### Article 2-1

To meet the operational needs, the Company may provide endorsements/guarantees to

external parties in accordance with the Regulations Governing Making of Endorsements/Guarantees.

#### Article 2-2

To Company may, as deemed necessary to meet the operational needs and with the resolution of the Board of Directors, invest in other businesses. The total investment amount may exceed 40% of the total paid-in capital of the Company, not subject to the regulations stipulated in Article 13 of the Company Act.

#### Article 3

The head office of the Company is located in Tainan City, Taiwan, the Republic of China. Subject to the approval of the Board of Directors, the Company may, if necessary, set up branch offices or other affiliates within or outside the territory of the Republic of China.

#### Article 4

The Company shall make public announcements in accordance with the provisions stipulated in Article 28 of the Company Act.

### **Chapter 2: Shares**

#### Article 5

The registered capital of the Company shall be NT\$10,000,000,000, divided into 1,000,000,000 common shares with a par value of NT\$10 per share and issued in batches.

A total of 23,000,000 shares shall be set aside from the aforementioned common shares for the use as employee stock options, the Board of Directors is authorized to issue the employee stock options by batches.

#### Article 5-1

Where the Company transfers shares to employees at a price lower than the actual repurchase price or issues employee stock options at a price lower than the market

price (or net asset value per share), it shall obtain approvals from two-thirds or more of the voting rights of the shareholders who represent more than half of the total issued shares.

#### Article 6

The shares of the Company are registered, issued under the signature or seal of the Company's Directors, and duly certified according to the law. Additionally, it is permissible to consolidate the shares to issue securities of larger denominations.

#### Article 6-1

The handling of the Company's stock affairs shall be conducted in accordance with pertinent laws and regulations, as well as directives from the competent authorities.

#### Article 6-2

The Company may be exempt from printing stock certificates for the issuance of shares, but registration with a securities centralized depository institution is required.

#### Article 7

Within sixty days prior to the general meeting of shareholders, thirty days prior to the extraordinary general meeting of shareholders, or five days prior to the record date for the distribution of dividends, bonuses, or other benefits determined by the Company, no renaming or transfer of shares shall be processed.

### **Chapter 3: Shareholders' Meetings**

#### Article 8-1

The Company shall convene two types of shareholders' meetings:

1. General meetings: Shall be convened annually by the Board of Directors, and it shall be held within six months after the end of each fiscal year.
2. Extraordinary meetings: Shall be convened in accordance with the Company Act, whenever necessary.

## Article 8-2

Shareholders' meetings shall be convened by means of video conference or other methods publicly announced by the central competent authority.

## Article 9

Shareholders who are unable to attend general meetings shall provide a proxy letter issued by the Company specifying the scope of authorization and comply with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies", promulgated by the competent authority, to appoint proxy attendance.

## Article 10

Each shareholder of the Company shall be entitled to one vote for each share held, unless otherwise specified in the Article 179 of the Company Act.

## Article 11

Resolutions reached at general meetings of shareholders, unless otherwise stipulated by the Company Act, shall require the attendance of more than half of the total shareholders representing the issued shares, and shall require the consent of the majority of the voting rights of the attending shareholders.

## **Chapter 4: Board of Directors and Audit Committee**

### Article 12

The Company shall have seven to nine Directors. Directors shall be elected by adopting the candidate nomination system as stipulated in Article 192-1 of the Company Act. The Company shall have not less than three independent Directors and the number of independent Directors shall not be less than one-fifth of total number of Directors. Directors shall be elected from the list of candidates at shareholders' meetings, with a three-year tenure of office and eligible for re-election. The nomination and public announcement for Director candidates, as well as related matters, shall be conducted in accordance with the Company Act and the Securities and Exchange Act.

#### Article 12-1

The majority of the elected Directors shall not have the following relationships: 1. Spouse; 2. Relatives within the second degree of consanguinity.

#### Article 12-2

Where the elected Directors do not meet the provisions of Article 12-1, those who obtain lower votes and lower voting rights represented are ineligible.

#### Article 12-3

The qualifications, shareholding restrictions, limitations on concurrent positions, nomination and election procedures, and any other matters with respect to independent Directors shall be handled in accordance with the relevant laws and regulations stipulated by the securities regulatory authority.

#### Article 12-4

Pursuant to Article 14-4 of the Securities and Exchange Act, the Company establishes an Audit Committee responsible for carrying out the duties of supervisors as stipulated in the Company Act, the Securities and Exchange Act, and other relevant laws and regulations. The Audit Committee shall be composed of all independent Directors, with no fewer than three members, and one of them shall possess expertise in accounting or finance, and one of them shall serve as the convener. Resolutions of the Audit Committee shall require the consent of at least half of all members.

#### Article 13

The Board of Directors shall be formed by Directors. The Chair of the Board shall be elected by a majority vote of the Directors in attendance, who represent two-thirds of the Board of Directors. The Chair of the Board represents the Company externally.

#### Article 13-1

The Board of Directors shall be formed by Directors and shall operate with the following functions and responsibilities:

1. Preparation of business report.
2. Proposing the distribution of profits or the making-up of losses.
3. Proposing the increase or reduction of capital.
4. Preparation of important procedures, rules, amendments, or agreements.
5. Appointment and removal of the Company's President or Vice President.
6. Approval of the investment in other businesses.
7. Establishment or abolishment of branch offices.
8. Examination of business budgets and financial statements.
9. Appointment and removal of accountants.
10. Decision on shareholders' monetary claims or the technologies or goodwill which the Company is in need to exchange with its shares within the authorized capital amount.
11. Decision on the Company's issuance of new shares in exchange with other companies' shares within the authorized capital amount.
12. The issuance of employees stock options.
13. Decision on repurchasing the shares of the Company and transferring them to employees.
14. Other duties granted by the Company Act or by general meetings of shareholders.

#### Article 13-2

Where the vacancies in the Board of Directors reach one-third of the total number of Directors, or where all independent Directors are removed, the Board of Directors shall convene an extraordinary general meeting of shareholders within sixty days to conduct a by-election. The newly elected Directors shall serve the remaining tenure of the predecessors.

#### Article 13-3

Unless otherwise stipulated by the Company Act, the Board of Directors shall be convened and chaired by the Chairman of the Board. Unless otherwise stipulated by the Company Act, resolutions of the Board of Directors shall require the presence of more than half of the Directors and the consent of more than half of the Directors present.

#### Article 13-4

The convening of the Board of Directors shall state the reasons and notify Directors within the deadlines stipulated by the securities regulatory authority, and may be notified by email or fax. However, in case of emergency, the Board may be convened at any time.

#### Article 13-5

The Board of Directors may establish audit, remuneration or other functional committees.

#### Article 14

Where the Chair of the Board of Directors is on leave or unable to exercise his/her duties for reasons, his/her deputy shall act in accordance with Article 208 of the Company Act.

#### Article 15

When a Director is unable to attend a meeting in person, he/she may issue a proxy letter authorizing another Director to act on his/her behalf, with each proxy limited to representing one individual. Meetings of the Board of Directors may be conducted via video conferencing, and Directors participating in the meeting via video conferencing shall be deemed to be personally present. The Company authorizes the Board of Directors to determine Directors' remuneration based on industry standards, and such remuneration shall be paid regardless of profit or loss.

#### Article 15-1

The Company may purchase liability insurance for its Directors to cover the indemnification obligations they are legally liable for within their terms of office in accordance with the scope of business operations.

#### Article 15-2

With regard to the matters that should be reported to the Board of Directors as stipulated in Article 14-3 of the Securities and Exchange Act, independent Directors shall attend the Board meetings in person, and shall not be represented by

non-independent Directors. If an independent Director has objections or reservations, he/she shall be recorded in the minutes of the Board meeting. If an independent Director is unable to attend the Board meeting in person to express his/her objections or reservations, in addition to legitimate reasons, he/she shall provide written opinions in advance, and which shall be recorded in the minutes of the Board meeting.

## **Chapter 5: President and Vice Presidents**

### Article 16

The Company may appoint managers, whose appointment, dismissal, and remuneration shall be handled in accordance with the provisions of Article 29 of the Company Act.

## **Chapter 6: Accounting**

### Article 17

The Company shall, at the end of each accounting year, prepare (1) the business report, (2) the financial statements, and (3) proposals for the distribution of profits or the allocation of losses, and other relevant documents. These documents shall be submitted to the Audit Committee for review thirty days prior to the general meeting of shareholders. Upon verification by the Audit Committee, they shall be presented to the general meetings of shareholders for approval.

### Article 18

The distribution of profits or the making-up of losses of the Company shall be paid after the end of each semi-annual accounting year. If there is a surplus in the first half of the accounting year, the distribution shall be performed as follows:

1. To pay taxes;
2. To make up for accumulated losses;
3. To estimate the retention for employees and Directors' compensation;
4. To provide a statutory surplus reserve of 10%; this, however, shall not apply when the statutory surplus accumulation has reached the total capital of the Company;
5. To provide or reverse special surplus reserves in accordance with the Company's operational needs and statutory requirements;



6. If there is still a surplus, plus the accumulated undistributed surplus in the previous period and the undistributed surplus adjustment in the current period, the Board of Directors shall propose a distribution resolution. Where profit is distributed through the issuance of new shares shall be subject to the resolution of general meetings of shareholders before distribution; where profit is distributed in cash shall be distributed upon the resolution by the Board of Directors.

If there is a surplus after the end of the accounting year, the distribution shall be performed as follows:

1. To pay taxes;
2. To make up for accumulated losses;
3. To provide a statutory surplus reserve of 10%; this, however, shall not apply when the statutory surplus accumulation has reached the total capital of the Company;
4. To provide or reverse special surplus reserves in accordance with the Company's operational needs and statutory requirements;
5. If there is still a surplus, plus the accumulated undistributed surplus in the previous period and the undistributed surplus adjustment in the current period, the Board of Directors shall propose a distribution resolution. Where profit is distributed through the issuance of new shares shall be subject to the resolution of general meetings of shareholders before distribution.

The Company is still in its growth stage, therefore, its dividend policy shall be determined pursuant to such factors as the economic environment, sustainability and long-term development; the steadiness and growth of dividends will be also taken into account. Cash dividends shall not be below ten percent (10%) of the total dividends; however, when cash dividends fall below NT\$0.5 per share, the dividends may still be distributed in the form of stocks.

In accordance with Paragraph 5, Article 240 of the Company Act, the Company shall authorize the distributable dividends and bonus in whole or in part, or in accordance with Paragraph 1, Article 241 of the Company Act, the legal reserve or capital reserve in whole or in part, to be paid in cash, pursuant to a resolution 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 general meetings of shareholders.

### Article 18-1

If the Company makes a profit for the current year, it shall pay no less than one percent of the profit as employee's compensation. The Board of Directors shall decide to distribute it in the form of stocks or cash, and the recipients of such distribution may include employees of affiliated or subsidiary companies who meet certain criteria, which shall be determined by the Board of Directors. In addition, the Company may allocate up to one percent of the aforementioned profit as Directors' remuneration, subject to resolution by the Board of Directors. Reports on the allocation of employees' compensation and Directors' remuneration shall be presented at general meetings of shareholders. However, when the Company still has accumulated losses, it shall first reserve an amount for offsetting the losses before allocating employees' compensation and Directors' remuneration in accordance with the aforementioned ratios.

The transferees of the shares acquired by the Company, the recipients of employee stock options, the employees who purchase newly issued shares, and the recipients of newly issued shares with restricted rights shall include employees of affiliated or subsidiary companies who meet certain criteria, which shall be determined by the Board of Directors.

## **Chapter 7: Supplementary Articles**

### Article 19

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

### Article 20

Article 20: This charter was enacted on September 19, 1984. The first amendment was made on June 12, 1986. The second amendment was made on July 22, 1986. The third amendment was made on March 16, 1989. The fourth amendment was made on June 13, 1990. The fifth amendment was made on July 27, 1992. The sixth amendment was made on October 1, 1992. The seventh amendment was made on June 20, 1994. The eighth amendment was made on April 27, 1996. The ninth amendment was made on September 13, 1996. The tenth amendment was made on January 31, 1997. The eleventh amendment was made on July 10, 1997. The twelfth amendment was made

on September 27, 1997. The thirteenth amendment was made on June 21, 1998. The fourteenth amendment was made on November 2, 1998. The fifteenth amendment was made on March 18, 1999. The sixteenth amendment was made on April 24, 2000. The seventeenth amendment was made on June 12, 2001. The eighteenth amendment was made on May 30, 2002. The nineteenth amendment was made on May 6, 2003. The twentieth amendment was made on May 24, 2004. The twenty-first amendment was made on May 31, 2005. The twenty-second amendment was made on May 30, 2006. The twenty-third amendment was made on June 28, 2007. The twenty-fourth amendment was made on June 26, 2009. The twenty-fifth amendment was made on June 25, 2010. The twenty-sixth amendment was made on June 13, 2012. The twenty-seventh amendment was made on June 13, 2013. The twenty-eighth amendment was made on May 19, 2016. The twenty-ninth amendment was made on June 11, 2018. The Thirtieth amendment was made on June 12, 2019. The thirty-first amendment was made on May 27, 2022.

**DISCLAIMER:**

**CATCHER's Articles of Incorporation have been translated into English from the original Chinese version prepared and used in Taiwan, the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.**