

Tainergy Tech. Co., Ltd.

Articles of Incorporation

Chapter 1. General Provisions

- Article 1: The Company has been duly incorporated in accordance with the provisions of the Company Act governing companies limited by shares, under the name of “太極能源科技股份有限公司”, and its English name is “TAINERGY TECH CO., LTD.”.
- Article 2: The Company’s business scope shall include the following:
- I. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
 - II. CC01060 Wired Communication Mechanical Equipment Manufacturing
 - III. CC01070 Wireless Communication Mechanical Equipment Manufacturing
 - IV. CC01080 Electronics Components Manufacturing
 - V. CC01090 Manufacture of Batteries and Accumulators
 - VI. D401010 Thermal Energy Supply
 - VII. E604010 Machinery Installation
 - VIII. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering
 - IX. F113010 Wholesale of Machinery
 - X. F113110 Wholesale of Machinery
 - XI. F213080 Retail Sale of Machinery and Tools
 - XII. F119010 Wholesale of Electronic Materials
 - XIII. F213110 Retail Sale of Batteries
 - XIV. F219010 Retail Sale of Electronic Materials
 - XV. F401010 International Trade
 - XVI. I501010 Product Designing
 - XVII. IG02010 Research and Development Service
 - XVIII. IG03010 Energy Technical Services
 - XIX. CA04010 Surface Treatments
 - XX. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company may, based on its business needs, provide guarantees externally and make re-investments in other business enterprises. The total amount of such re-investments may exceed 40% of the paid-up capital of the Company
- Article 4: The Company’s headquarters shall be located in Taoyuan City, and branches may be established in appropriate locations domestically or abroad if necessary. The establishment and dissolution of any such branch shall be determined by the Board of Directors.

Chapter 2. Shares

- Article 5: The total capital of the Company shall be NTD 5,000,000,000, divided into 500,000,000 shares at NTD 10 per share and issued in tranches. Of the said total capital, an amount of NTD 20,000,000 shall be retained and divided into 2,000,000 shares at NTD 10 per share for exercising stock options against stock option certificates, preferred stocks with stock options or corporate bonds with stock options.
- Article 6: The Company's shares are registered and are issued in accordance with the Company Act and other applicable laws and regulations. The shares issued by the Company are exempted from printing, provided that such shares are kept in custody by or registered with a securities depository body, and shall be handled in accordance with the requirements of such depository body. The Company shall manage its shares and related matters in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.
- Article 7: After the public listing of the Company, any proposed withdrawal of public offer of its shares shall be submitted to the shareholders' meeting for decision. This provision shall remain unchanged during the period in which the shares of the Company are listed as emerging stock and on TWSE/TPEX.
- Article 8: No change may be made to the shareholder register within 30 days before a regular shareholders' meeting is convened or 15 days before a special shareholders' meeting is convened; or within 60 days before a regular shareholders' meeting is convened or 30 days before a special shareholders' meeting is convened after the public listing of the Company; or within 5 days before the record date on which the Company has decided to distribute dividends and bonuses or other benefits.
- Article 8-1: In accordance with the Company Act, shares bought back by the Company, employee share subscription warrants and new restricted employee stock, and additional shares may be transferred, distributed, or subscribed to employees of parents or subsidiaries of the Company meeting certain specific requirements. The criteria shall be determined by the Board of Directors.

Chapter 3. Shareholders' Meeting

- Article 9: The shareholders' meeting may be convened on a regular or special basis. A regular meeting shall be convened at least annually within six months after the end of each fiscal year. A special meeting may be convened whenever necessary. The Company's shareholders' meeting may be convened by videoconference or other means announced by the central competent authority. In case of natural disasters, accidents, or other force majeure events, the central competent authority may promulgate a ruling that authorizes a company which does not have above provision in its Articles of Incorporation to hold its shareholders' meeting by means of videoconference or other promulgated methods within a certain period of time. In case a shareholders' meeting is proceeded via videoconference, the shareholders taking part in such videoconference shall be deemed to have attended the meeting in person. For the preceding two paragraphs, a public company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs.
- Article 10: Any shareholder who is unable to attend a shareholders' meeting for whatever reason may appoint a proxy to attend the meeting by presenting a letter of attorney which indicates the scope of authorization. . After the public listing of the Company, the appointment of a proxy by any shareholder to attend a meeting shall be subject to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".
- Article 11: A shareholder of the Company shall have one voting right for each share held, except for any shareholder whose shares are restricted or who is deemed as having no voting rights under Paragraph 2, Article 179 of the Company Act.
- Article 12: The Chairman of the Board of Directors shall preside over a shareholders' meeting. If the

Chairman is on leave or is absent for whatever reason, the Chairman shall appoint one of the directors to act on his/her behalf. Where the Chairman fails to make such appointment, the directors shall select one of them to act on behalf of the Chairman. If a shareholders' meeting is convened by any person other than the Board of Directors who has the right to do so, the meeting shall be presided over by that person. Where there are two or more such persons, they shall select one of them to preside over the meeting.

Article 13: Except as otherwise provided by the Company Act, any resolution of a shareholders' meeting shall be adopted by a majority of the voting rights held by the shareholders attending the meeting at which shareholders representing a majority of the total outstanding shares are present.

Chapter 4. Directors and the Audit Committee

Article 14: The Company shall have seven to eleven directors serving a three-year term, who shall be elected under a candidate nomination system by the shareholders' meeting from a list of candidates. The directors may be reelected for consecutive terms. The number of directors shall be determined by the Board of Directors.

Article 15: Upon the expiration of the term of directors, if no new election has been held in time, their term shall be extended for performing their duties until newly elected directors take office. Notwithstanding the foregoing, the competent authority may, by its authority, order the Company to hold a new election within a limited period. If no new election has been held before the expiration of such a period, the directors shall be discharged upon the expiration thereof.

Article 16: Where at least one-third of the seats of directors are vacant, the Board of Directors shall convene a special shareholders' meeting within 30 days or, after the public listing of the Company, within 60 days to hold a by-election. The term of each director elected as such shall be limited to the remaining term of his/her predecessor.

Article 17: At least three of the directors of the Company shall be independent directors. The professional competence, shareholdings, restrictions on concurrent positions, methods of nomination and election and other requirements of such independent directors shall be subject to Article 192-1 of the Company Act and the applicable regulations of the competent authority of securities.

Article 18: The Board of Directors shall consist of the Company's directors. The Chairman shall be elected by a majority of the directors attending a meeting of the Board of Directors at which at least two-thirds of directors are present. The Chairman shall represent the Company externally.

Article 19: Except as otherwise provided by the Company Act, any meeting of the Board of Directors shall be convened and presided over by the Chairman. If the Chairman is on leave or unable to perform his/her duties for whatever reason, the Chairman shall appoint one of the directors to act on his/her behalf. Where the Chairman fails to make such appointment, the directors shall select one of them to act on behalf of the Chairman.

Article 20: Unless otherwise provided for in the Company Act, any resolution of the Board of Directors shall be adopted by a majority of the directors attending a meeting of the Board of Directors at which a majority of directors are present.

Article 21: Any director who is unable to attend a meeting of the Board of Directors may appoint any other director to act on his/her behalf by presenting a letter of attorney which indicates the scope of authorization regarding the reasons for convening the meeting. The Board may convene via teleconferencing and the directors participating in the teleconference shall be deemed attending the Board session in person.

Article 22: The Company may take out liability insurance for its directors covering the liability they are legally required to bear in relation to the performance of their duties.

Article 23: The Board of Directors shall be authorized to determine the remuneration for the

Chairman and directors based on the extent of their participation in and contributions to the operations of the Company, taking into consideration the general standards of the industry.

Article 24: The Company shall establish an Audit Committee consisting of all the independent directors. The number of members, term, duties and rules of procedure of the Audit Committee shall, in accordance with the “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies”, be separately set forth in the “Rules of Organization of the Audit Committee”.

Chapter 5. Manager

Article 25: The Company may appoint a manager to conduct all its business in accordance with the policies decided by the Board of Directors. Their appointment, discharge and compensation shall be subject to Article 29 of the Company Act.

Chapter 6. Accounting

Article 26: At the end of each fiscal year of the Company, the Board of Directors shall prepare the following documents and submit them to the shareholders’ meeting for ratification:

- I. Business report.
- II. Financial statements.
- III. Motion for profit distribution or loss compensation.

Article 27: 5%–15% of the Company’s annual profits, if any, shall be appropriated as employee remuneration which may be distributed in shares or in cash as decided by the Board of Directors. Such employee remuneration may be distributed to the employees of affiliated companies who have met certain requirements. The Board of Directors may decide to appropriate 1%–3% of the amount of the said profits as directors’ remuneration. The proposals for distribution of the remuneration for employees and directors shall be submitted in a report to the shareholders’ meeting. If the Company has accumulated losses, an equivalent amount from the profits shall be reserved as compensation for such losses before the remuneration to employees and directors is appropriated by the aforementioned percentages.

The profits under the preceding paragraph shall mean the net profits before tax of each fiscal year prior to deduction of the remuneration for employees and directors.

Article 28:

- I. The Company’s earnings, if any, in its annual final account shall be first used to pay taxes and make compensation for its accumulated losses, and then 10% of the said profits shall be set aside as legal reserves, unless the amount of such legal reserves has reached the paid-up capital of the Company. The remaining amount of the said profits shall be set aside or reversed as special reserves as required by law or the competent authority. Any balance thereof still available shall, together with the undistributed earnings accumulated at the year’s beginning and the “adjusted amount of the annual undistributed earnings”, be submitted by the Board of Directors in the form of a proposal for distribution to the shareholders’ meeting for ratification.

The shareholder bonus in the preceding paragraph distributed in the form of cash, statutory surplus reserves and capital reserves is authorized to a Board meeting attended by more than two-thirds of the directors and resolution by a majority of the directors present at the meeting, and shall be reported to the shareholders’ meeting.

When the Company provides special reserves in accordance with the law, the

insufficient amounts in “net increase in fair value of investment property accumulated in prior periods” and “net decrease in other equity accumulated in prior periods” shall be provided by the same amount from the special reserves of prior years’ undistributed earnings prior to the distribution of earnings. If the amount is still insufficient, the same amount shall be provided from current net income after tax plus items other than current net income after tax.

II. Dividend policy:

1. The Company’s business is currently in the stage of operational growth, requiring profits to be retained as funding necessary for operational growth and investments. Therefore, the Company currently adopts a “balance as dividend” policy, giving consideration to the distribution of a balanced dividend equaling at least 50% of the annual net profits after tax. The Board of Directors may, however, submit a proposal for distribution to the shareholders’ meeting for decision after taking into account the actual funding situation of the Company.
2. Earnings may be distributed in the form of a combination of cash and stock dividends, provided that cash dividend is at least 20% of the total dividend. The shareholders’ meeting may, however, make adjustment thereto based on future funding plans.

Chapter 7. Supplementary Provisions

- Article 29: The organizational regulations and working rules of the Company shall be established separately.
- Article 30: Matters not provided in this Articles of Incorporation shall be subject to the Company Act and other applicable laws.
- Article 31: This Articles of Incorporation was established on April 26, 2007.
1st amendment on June 19, 2008.
2nd amendment on June 10, 2009.
3rd amendment on June 9, 2011.
4th amendment on June 28, 2012.
5th amendment on June 28, 2013.
6th amendment on June 27, 2014.
7th amendment on June 30, 2015.
8th amendment on June 6, 2016.
9th amendment on June 24, 2020.
10th amendment on August 24, 2021.
11th amendment on June 23, 2022.
12th amendment on June 27, 2023

Tainergy Tech. Co., Ltd.

Chairman: CHING-FU HSIEH