

**DELPHA CONSTRUCTION CO., LTD.****Articles of Incorporation**

Chapter 1 – General Provisions**Article 1.**

The Company is incorporated in accordance with Limited Company of the Company Act and registered under the business name of Delpha Construction Co., Ltd.

Article 2.

The Company's scope of services is set out hereunder

1. Represent and contracting the sales and lease of all types of business buildings
2. Represent and contracting the sales and lease of all types of public housing
3. Introduction sales and lease of House
4. Represent and agency, purchasing and selling import and export trading sales of the various building materials
5. Amusement Parks
6. Specialized Field Construction and Development
7. Building Maintenance and Upholstery
8. Industrial Factory Buildings Lease Construction and Development
9. Land Levy and Delimit.

Article 3.

The Company has its head office in Taipei City, and the Company may establish branches in other appropriate location. Establish, cancel and change of the branches shall be made in accordance with the decision of Board.

Article 4.

Public announcements of the Corporation shall be made in accordance with the Company Law and other relevant rules and regulations.

Article 5.

The Company shall guarantee to third party in accordance with laws and regulations.

**Article 6.**

The total amount of the Company's reinvestment shall be subject to the exceeding 40% of its paid-in capital.

Chapter 2 – Shares**Article 7.**

The total capital amount of the Company shall be New Taiwan Dollars (NT\$12,000,000,000), at a par value of ten New Taiwan Dollars (NT\$10) per share. The Board is authorized to issue unissued shares separately depend on operation of the Company. Part of the shares shall be preferred stock.

Article 8.

The Company shall issue nominal shares after the signing or stamping, numbering of seal by directors representing the Company as well as being attested to by a competent authority in accordance with the law or sign and approved by authorized registration institution.

Article 9.

The shares not printed shall be kept and recorded by the centralized securities depository enterprise.

Article 10.

Shareholder of the Company transfer shares, set pledge of shares rights, report of loss, inheritance, donation and changes or report of loss of seal changes or address changes etc. and enforcement of rights shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by competent authority exception to other laws and securities rules.

Article 11.

The entries in the shareholder's roster referred to in the preceding application of paragraph shall not be altered within 60 days prior to the convening date of a regular Shareholder's meeting, or within 30 days prior to the convening date of a special shareholder's meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.



Chapter 3 – Shareholders Meeting

Article 12.

There are two types of shareholders meeting, namely, regular meeting and extraordinary meetings.

The regular meeting shall be convened within six months after the close of each fiscal year. Notices which clearly state the date, the place and the purpose(s) for meeting shall be sent to each shareholder at least thirty (30) days in advance.

In addition to the provisions of the Company Act, special meeting is held in accordance with the law shall be convened by the Board of Directors. Notices of extraordinary meetings which clearly state the date, the place and the purpose(s) for meeting shall be sent to each shareholder at least fifty (15) days in advance.

The director of the Audit Committee shall call for shareholders meeting for company benefit as necessary except that the board of directors is not to be called or unable call for shareholder's meeting.

Shareholder of Preferred Stock will convene a meeting as necessary in accordance with laws. The procedure shall be applied to relevant rules of shareholders meeting.

A shareholders meeting can be held by means of a visual communication network or other methods promulgated by the central competent authority.

Article 13.

In addition to the provisions of the Company Act, shareholders meeting shall be presided over by the Chairperson of the Board of Directors; in case the Chairperson of Board of Directors is on leave or unable to perform his duties for cause, the Chairperson of the Board of Directors shall designate a director to act as the Chairperson; if no such designation, the directors shall elect one from among themselves. Shareholders' meeting is to be according to rules of procedure of the Company.

Article 14.

When a shareholder is unable to attend the shareholders meeting for whatever reason, that shareholder shall appoint a proxy to attend by offering company issued solicitation document stipulating the extent of the authorization with signature or company seal thereon. When one person is concurrently appointed as proxy by two or more shareholders, the voting rights



represented by that proxy not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in that calculation.

In addition to the Company Law, the shareholder appoints a proxy shall be done according to the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” by the corresponding government department.

Article 15.

A resolution is passed at the shareholders’ meeting by a majority of the shareholders present who represent more than half of the total number of its outstanding issued stocks except specified in the Company Act.

Article 16.

Resolutions adopted at a shareholders’ meeting shall be recorded in the minutes of the meeting, signed or sealed by the Chairperson of the shareholders' meeting and distributed to the shareholders within 20 days after the meeting.

The distribution of the former rule proceedings minute book shall be in accordance with Company Act.

Meeting minutes shall be recorded with year, month, date, place of the meeting, the name of Chairperson, method of resolution, process and results. It shall be kept with the Company as long as the Company exists.

Attendance book of attending shareholder and proxy form shall be kept at least one year, If shareholder files a lawsuit in accordance with Article 189 of the Company Act, Attendance book of attending shareholder and proxy form shall be kept until Lawsuit Concluded.

Chapter 4 – The Board of Directors

Article 17.

The Board of Company shall be five to nine directors. It shall be selected from legal capacity of shareholder meeting and in accordance with Article 198 of the Company Act.

Independent directors shall be at least three persons as below.

Qualification for independent directors and relevant items is in accordance with relevant laws and regulations.

Total shares held by all directors in accordance with Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.

**Article 18.**

Elections of Independent Directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. Independent directors and directors should be elected together and to calculate the elected places separately.

The term of office of a director shall not exceed three years; but he/she may be eligible for re-election. In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new director have been elected by shareholder's meeting and assumed their office. Where re-election of all directors is effected, prior to the expiration of the term of office of existing directors, and in the absence of a resolution that existing directors will not be discharged until the expiry of their present term of office, all existing directors shall be deemed discharged in advance. As vacancies in the board of directors of a company, elect succeeding directors to fill the vacancies by a shareholders' meeting in accordance with Article 201 Company Act. When the number of vacancies in the board of directors of company does not meet to one third of the total number of directors, the shareholders do to elect succeeding directors to fill the vacancies. The term of succeeding directors is the same as expiration of the term of office of previous directors.

The Company may purchase liability insurance to cover the directors for the liabilities.

The Board was authorized to refer to the suggestions from the compensation committee of the company and consider the compensation of directors and independent directors in accordance with the usual standard of same business.

Article 19.

The Board of Directors is composed of all directors. The Chairperson of the Board of Directors shall be elected from among the directors by majority of directors present at a meeting attended by more than two thirds of directors. The Chairperson shall externally represent the Company and internally perform all his/her duties in accordance with laws and regulations.

Article 20.

The Managing Director, being the Chairperson, shall be responsible for calling for a BOD meeting. However, with respect to the first meeting of each newly elected Board of Directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected. The reason for convening of the Board of Directors shall be stated and the directors are notified of such seven days in advance, but may be convened at any time when there is an



emergency. The reason for convening of the Board of Directors shall be stated and respondent agree by electronic email.

In case the Chairperson of the Board of Directors is on leave or unable to perform his duties for cause, the Chairperson of the Board of Directors shall designate a director to act as the Chairperson; if no such designation, the directors shall elect one from among themselves.

Directors shall attend meetings of the Board of Directors in person.

If a director is unavailable to attend a meeting in person, the director may issue a proxy specifying the scope of the authorized powers to authorize another director to attend the meeting on the director's behalf, provided that a director may represent only one other director at a meeting.

The participants are deemed present by taking part in the meeting of the Board of Directors using video conference facility when the meeting is conducted by way of video conference.

The procedure of board shall be conducted in accordance with rules of the board of the company.

Article 21.

Authority of the board as below:

1. Approve each charter
2. Determine business strategy
3. Approve budget and closing accounts
4. Appropriation of profit and make up loss
5. Draw up increase and decrease of capital
6. All or major company business, transfer property, rental and exchange, pledge, mortgage or approve other punishment or proposal
7. Resolution of shareholder's meeting
8. Determine important personal
9. Other authority in accordance with laws and shareholder's meeting
10. Approve travel expenses of the director.

Article 22.

Unless otherwise provided for by the Company Act, a resolution of the Board of Directors shall be adopted by the consent of a majority of the directors present in a meeting attended by the majority of the total directors.

Article 23.

The Company shall set the Audit Committee, which comprises of all the independent directors,



the authority and related matters shall be conducted in accordance with rules of Audit Committee of the company.

Article 24.

Powers conferred by the Company Act, the Securities and Exchange Act and any other law to be exercised by supervisors, shall be applied mutatis mutandis to the independent director members and the Audit Committee.

Chapter 5 – Managerial Personnel**Article 25.**

The Company shall have one President and have numbers of managerial personnel based on the needs.

The Company may purchase liability insurance to cover managerial personnel for the liabilities.

Article 26.

Appointment and discharge of general manager and managerial personnel shall be decided in accordance with the Board of Directors.

Remuneration of the managerial personnel shall be decided by the Board of Directors in accordance with rules of compensation committee of the company.

Chapter 6 – Accounting**Article 27.**

The term for fiscal year of the company shall be on the first day of January and end on the thirty-first day of December of each calendar year.

The Board of Company shall, at the end of each fiscal year, submit documentation as below to its shareholders for their ratification.

1. The annual business reports
2. The financial statements
3. The appropriation of profit and make-up loss proposal

Article 27-1.

The Company may propose the surplus earning distribution or loss off-setting proposal at the close of each quarter.



The proposal of surplus earning distribution or loss off-setting for the first three quarters of a year, together with the business report and financial statements, shall be forwarded to supervisors for their auditing, and afterwards be submitted to the board of directors for approval.

The Company distributing surplus earning in accordance with the provision of the preceding paragraph shall estimate and reserve the taxes and dues to be paid, the losses to be covered and the legal reserve to be set aside. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. The Company distributing surplus earning is distributed in the form of cash; it shall be approved by a meeting of the board of directors. If such surplus earning is distributed in the form of new shares, it shall be approved by shareholders meeting.

Article 28.

When the Company allocates the profit of the current year, if any, no less than 0.5% of the profit shall be set aside as employees' remuneration (of which no less than 0.1% of the profit shall be set aside as remuneration to entry-level employees) and no less than 2% of the profit shall be set aside as directors' remuneration in accordance with the law. However, when there are accumulated losses, the profits shall be used to offset accumulated losses first.

Employees' remuneration and remuneration to entry-level employees in the preceding paragraph may be distributed in the form of shares or in cash. Such payments may be made to employees of the Company's subsidiaries who meet the conditions set forth by the Board of Directors or its delegate. Directors' remuneration may be distributed in cash only.

The procedures in the two preceding paragraphs shall be resolved by special resolution of the Board of Directors and reported to the shareholders' meeting.

Article 29.

The Company, when allocating its surplus profits after having paid all taxes and dues, shall first set aside 10% of said profits as legal reserve. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. Secondly, 10% shall be allocated as legal reserve and special reserve shall be allocated or reversed according to the regulations of the competent authority. The remaining amount plus previously accumulated undistributed earnings in the beginning presents the earnings of distribution. The BOD shall propose the earnings of distribution in accordance with Paragraph 3 of the Article for shareholders meeting resolution. The Company authorizes the distributable dividends and bonuses, capital reserve or legal reserve in whole or in part may be paid 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. If such surplus earning is distributed in the form of new shares, it shall be approved by shareholders meeting.

When the Company continues to adopt a fair value model for subsequent measurement of investment property, at the time for distribution of distributable surplus, it shall allocate special reserve in accordance with the law by FSC with respect to the book amount of the net increase in fair value for the period in which it arises, an equivalent amount of special reserve shall be allocated from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period. If any insufficiency reserve occurs, it shall be allocated from the undistributed earnings of the previous period.

The dividend policy of the Company shall meet characteristics of construction. After taking into account the Company's current and future development plan, investment environment, domestic competition, self-own high demand funds requirements and the advantage of shareholders, the earnings of distribution for shareholders state 1%-100%. However, when distributed earnings are less than 5% paid-up capital, the company shall not contribute earnings to improve the financial structure. The Company distribute shareholder bonus shall be in cash or in stocks and the cash dividends shall not be less than 10% of the total shareholder bonus.

The distribution of shareholder bonus in the previous Paragraph which the board has the right to determine most proper dividend policy based on the Company's maximum profit.

Chapter 7 – Supplementary Provisions

Article 30.

The internal organization of the Company and the detailed procedures of business operation shall be determined by the Board of Directors.

Article 31.

In regard to all matters not provided for in these Articles of Incorporation, the Company Act or other laws and regulations shall govern and any amendments hereto, shall be implemented after adoption by shareholder's meeting.

Article 32.

This Articles of Incorporation was drawn up on the seventh of October 1960.



First amendment was effect on the sixteenth of February 1967.
Second amendment was effect on the seventh of July 1975.
Third amendment was effect on the eighth of October 1977.
Fourth amendment was effect on the thirtieth of June 1979.
Fifth amendment was effect on the fifteenth of July 1981.
Sixth amendment was effect on the thirty-first of July 1981.
Seventh amendment was effect on the ninth of October 1981.
Eighth amendment was effect on the first of March 1985.
Ninth amendment was effect on the twenty-sixth of May 1985.
Tenth amendment was effect on the seventh of October 1988.
Eleventh amendment was effect on the sixteenth of June 1990.
Twelfth amendment was effect on the fifth of December 1990.
Thirteenth amendment was effect on the eighth of August 1991.
Fourteenth amendment was effect on the twenty-third of August 1991.
Fifteenth amendment was effect on the eighth of June 1992.
Sixteenth amendment was effect on the seventh of April 1993.
Seventeenth amendment was effect on the twenty-eighth of May 1993.
Eighteenth amendment was effect on the fourth of June 1994.
Nineteenth amendment was effect on the seventh of September 1994.
Twentieth amendment was effect on the twentieth of December 1994.
Twenty-first amendment was effect on the twenty-seventh of May 1995.
Twenty-second amendment was effect on the twenty-third of September 1996.
Twenty-third amendment was effect on the fourteenth of May 1997.
Twenty-fourth amendment was effect on the twenty-third of April 1998.
Twenty-fifth amendment was effect on the twentieth of April 1999.
Twenty-sixth amendment was effect on the twentieth of April 1999.
Twenty-seventh amendment was effect on the tenth of May 2000.
Twenty-eighth amendment was effect on the tenth of May 2000.
Twenty-ninth amendment was effect on the twenty-first of June 2002.
Thirtieth amendment was effect on the twenty-fifth of June 2003.
Thirty-first amendment was effect on the twenty-third of June 2005.
Thirty-second amendment was effect on the fifth of June 2006.
Thirty-third amendment was effect on the nineteenth of June 2008.
Thirty-fourth amendment was effect on the tenth of June 2009.
Thirty-fifth amendment was effect on the eighteenth of June 2010.



Thirty-sixth amendment was effect on the ninth of June 2011.

Thirty-seventh amendment was effect on the twenty-second of June 2012.

Thirty-eighth amendment was effect on the twentieth of June 2013.

Thirty-ninth amendment was effect on the nineteenth of June 2014.

Fortieth amendment was effect on the thirty-first of May 2016.

Forty-first amendment was effect on the thirty-first of May 2017.

Forty-second amendment was effect on the fifth of August 2021.

Forty-three amendment was effect on the thirty of June 2022.

Forty-four amendment was effect on the twenty-eight of June 2023.

Forty-five amendment was effect on the twenty-sixth of June 2025.