



## Articles of Incorporation of HD Renewable Energy Co., Ltd.

### Chapter I General Provisions

- Article 1. The Company shall be organized in accordance with the provisions of the Company Act, and its name shall be 泓德能源科技股份有限公司 in Chinese language. (HD Renewable Energy Co., Ltd. in English language)
- Article 2. The business of the Company is as follows:
1. CC01010 Power generation, transmission, distribution machinery manufacturing
  2. D101011 Electric Power Generation
  3. D101060 Self-usage power generation equipment utilizing renewable energy industry
  4. E599010 Piping Engineering
  5. E601010 Electric Appliance Construction
  6. E601020 Electric Appliance Installation
  7. E603010 Cable Installation Engineering
  8. E603040 Fire Safety Equipment Installation Engineering
  9. E603050 Automatic Control Equipment Engineering
  10. E603090 Lighting Equipments Construction
  11. E604010 Machinery Installation
  12. EZ05010 Instrument and Meters Installation Engineering
  13. EZ99990 Other Engineering
  14. F106040 Wholesale of Plumbing Materials
  15. F113030 Wholesale of Precision Instruments
  16. F113060 Wholesale of Measuring Instruments
  17. F117010 Wholesale of Fire Safety Equipment
  18. F206040 Retail Sale of Plumbing Materials
  19. F213040 Retail Sale of Precision Instruments
  20. F213050 Retail Sale of Measuring Instruments
  21. F217010 Retail Sale of Fire Safety Equipment
  22. F401010 International Trade
  23. IG03010 Energy Technical Services
  24. ZZ99999 Except for the permitted business, the business may be carried on that is not prohibited or restricted by law.
- Article 3. The Company may guarantee and reinvest in other businesses, and the total amount of such investment may exceed 40% of the total capital of the Company.
- Article 4. The Company shall have its head office in Taipei City and, if necessary, may establish branch offices in Taiwan and abroad by resolution of the Board of Directors.
- Article 5. If the Company wishes to revoke the public offering, the Company may do so only after the approval of the Board of Directors and a special resolution of the shareholders' meeting, and this Article shall remain unchanged during the Emerging Stock Market period and the

future listing period.

- Article 6. The announcement method of the Company shall be in accordance with the provisions of Article 28 of the Company Act.

## Chapter II Shares

- Article 7. The total capital of the Company is set at NT\$200 million, divided into 200 million shares of NT\$10 each; of which NT\$200 million is reserved and divided into 20 million shares of NT\$10 each for the issuance of employee stock option certificates for the exercise of stock options, and the remaining unissued shares are authorized to be issued by the Board of Directors in installments according to the business needs of the Company.

If the Company intends to issue employee stock option warrants at a price lower than the market price, or intends to transfer the repurchased company shares to employees at a price lower than the average price, the issuance may be issued only after the consent of at least two-thirds of the voting rights of the attending shareholders.

- Article 7-1. The recipients of the payment of employee treasury shares, employee stock options, new shares and Restricted Stock Awards may include employees of companies controlled by the Company or subsidiaries of the Company who meet certain criteria.

- Article 8. The Company's shares shall be issued under the signatures or seals of the directors representing the Company and after being licensed by a bank that is legally entitled to act as the issuer of the shares. The Company may issue stock certificates without printing them, but shall register them with a centralized securities depository and follow the regulations of that institution.

- Article 9. The changes recorded in the shareholders' register shall cease no later than 60 days before the regular shareholders' meeting, no later than 30 days before the shareholders' meeting or no later than five days before the date on which the Company decides to distribute dividends and bonuses or other benefits.

- Article 10. The shareholders of the Company shall, except as otherwise provided by laws and regulations and securities regulations, comply with the "Guidelines Governing the Handling of Stock Issued to Public Companies" when dealing with matters of stock transfer, pledge of rights, loss, inheritance, gift, loss of seal, change of address, etc.

## Chapter III Shareholders' Meeting

- Article 11. There shall be two types of shareholders' meetings, regular and extraordinary. Regular meetings shall be convened at least once a year, within six months after the end of each accounting year, by the Board of Directors in accordance with law, and extraordinary meetings shall be convened when necessary in accordance with law. Notice of a shareholders' meeting may be given by electronic means with the consent of the shareholders. For shareholders holding less than 1,000 registered shares, the notice of call in the preceding paragraph shall be made by public announcement.

The shareholders' meeting may be held in the form of a physical shareholders' meeting with video assistance, video shareholders' meeting or other means announced by the central competent authority upon the resolution of the board of directors, and the conditions, operating procedures and other matters to be complied with by the Company shall be in accordance with the regulations of the competent securities authorities.

- Article 12. If a shareholder is unable to attend a shareholders' meeting for any reason, he/she may appoint a proxy to attend the meeting with his/her signature or seal, stating the scope of authority.

In addition to the provisions of Article 177 of the Company Act, the proxy procedure for shareholders' attendance shall be in accordance with the "Rules for the Use of Proxy Forms by Public Companies Attending Shareholders' Meetings" promulgated by the competent authorities.

- Article 13. The shareholders of the Company shall have one vote per share, but the Company shall

not have the right to vote if it holds its own shares in accordance with the law.

When the Company convenes a shareholders' meeting, the Company shall include electronic means as one of the channels for shareholders to exercise their voting rights in accordance with Article 177-1 of the Company Act, and shareholders who exercise their voting rights by electronic means shall be deemed to attend the shareholders' meeting in person, and their related matters shall be handled in accordance with the provisions of the Act.

- Article 14. Except as otherwise provided in the Company Act, resolutions at shareholders' meetings shall be made with the presence of shareholders representing a majority of the total number of outstanding shares and shall be carried out by the consent of a majority of the shareholders present.
- Article 15. The president of the Company shall be the Chairperson of the Shareholders' Meeting. In the absence of the Chairperson, the Vice Chairperson or one of the Directors shall act as the president in accordance with Article 208 of the Company Act.
- Article 16. The minutes of the shareholders' meeting shall be prepared, signed or sealed by the president of the shareholders' meeting, and distributed to each shareholder within 20 days after the meeting. The minutes in the preceding paragraph shall be prepared and distributed electronically. The recordable manner and minutes of the meeting, the signature book of the attending shareholders, the attendance card and the proxy form for attendance shall be kept in accordance with Article 183 of the Company Act.

#### Chapter IV Directors

- Article 17. The Company shall have 5 to 9 directors for a term of 3 years, who shall be elected by the shareholders' meeting for a term of three years and shall be eligible for re-election. The Company shall adopt a candidate nomination system for the election of directors. In accordance with the Securities and Exchange Act, among the above-mentioned directorships, no less than two independent directors and no less than one-fifth of the number of directors shall be appointed. The professional qualifications of independent directors, the recognition of the independence of shareholdings and part-time positions, the nomination and selection methods and other matters to be complied with shall be in accordance with the relevant regulations of the competent securities authorities.
- If the number of directors' vacancies reaches one-third or the number of independent directors is less than the first provision, the Board of Directors shall convene a shareholders' meeting within the period prescribed by the Act to hold a by-election, and the term of office shall be limited to the full term of the original appointment.
- If a director's term of office expires without re-election, his or her executive duties will be extended until the re-elected director assumes office.
- The Company has an Audit Committee and the members of the Audit Committee are responsible for carrying out the duties and responsibilities of the supervisors under the Company Act, the Securities and Exchange Act, and other laws and regulations. The Audit Committee shall consist of all independent directors and shall be composed of not less than three persons, one of whom shall be the convenor and at least one of whom shall have accounting or financial expertise.
- Article 18. The Board of Directors shall be organized by the Directors, with at least two-thirds of the Directors present and a majority of the Directors present agreeing to elect a Chairperson from among themselves. The Chairperson shall represent the Company externally and shall execute all affairs of the Company in accordance with the Act, the Articles of Incorporation, and the resolutions of the shareholders' meeting and the Board of Directors.
- Article 19. Unless otherwise provided by law, the shareholders' meeting of the company shall be convened by the Chairperson. The first meeting of the Board of Directors for each term shall be convened by the director who receives the most votes representing the right to

vote. The Board of Directors of the Company shall be convened with seven days' notice to the Directors and may be convened at any time in case of emergency. The Company's Board of Directors may be convened in writing, by E-mail or by fax. The Company's Board of Directors may hold meetings by video conference, and its directors who participate in the meetings by video screen shall be deemed to be present in person. In addition to the provisions of the relevant laws and regulations and these Articles of Incorporation, the Company's Board of Directors shall conduct its business in accordance with the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" promulgated by the competent authorities.

Article 20. Each Director shall have the right to vote on each resolution of the Board of Directors. Unless otherwise provided by law or these Articles of Incorporation, the resolution shall be made with the presence of at least half of the Directors and the consent of a majority of the Directors present.

The minutes of the Board of Directors' meetings shall be prepared as a record of proceedings and shall be signed or sealed by the president and distributed to the Directors and Supervisors within twenty days after the meeting, and shall be kept at the Company together with the signature books of the Directors present and the proxy forms, and the preparation and distribution of the minutes in the preceding paragraph shall be done in electronic form.

Article 21. When the Chairperson of the Board of Directors is on leave of absence or is unable to exercise his or her powers and functions for any reason, his or her proxy shall be governed by the provisions of Article 208 of the Company Act. A director shall attend the Board of Directors' meeting in person, or if he/she cannot attend for any reason, he/she may appoint another director to act as his/her proxy, provided that an independent director may only appoint another independent director to act as his/her proxy, and he/she shall issue a proxy each time and list the scope of authority for the convening of the meeting, and such proxy shall be limited to one person only.

Article 22. The remuneration of all directors shall be determined by the Board of Directors' meeting with reference to the extent of their participation in and contribution to the operation of the Company and the usual standards in the industry.

Article 23. The Company may purchase liability insurance for directors during their term of office in respect of their liability under the law for the execution of the scope of their business.

#### Chapter V. Managers

Article 24. The Company may have a manager whose appointment, dismissal and remuneration shall be in accordance with Article XXIX of the Company Act.

#### Chapter VI Accounting

Article 25. The accounting year of the Company shall begin on January 1 of each year and end on December 31 of each year. At the end of each accounting year, the Board of Directors shall prepare and submit to the shareholders' meeting for recognition the following forms.

1. Operating Report
2. Financial Statements
3. The resolution for distribution of surplus or appropriation of losses.

Article 26. The Company shall appropriate 5% to 10% of the employees' remuneration and up to 3% of the directors' and supervisors' remuneration, if any, of the pre-tax income for the year before the allocation of employees' remuneration and directors' and supervisors' remuneration, after retaining the amount to cover accumulated losses. The determination of employee remuneration and the ratio of remuneration to directors and supervisors shall be made by a resolution of the Board of Directors with at least two-thirds of the directors present and a majority of the directors present, and reported to the shareholders' meeting. The employee remuneration in the preceding paragraph may be in the form of stock or

cash, and the distribution may be made to employees of control or subordinate companies who meet certain conditions, as determined by the Board of Directors.

Article 27. If there is any surplus in the Company's final accounts, the Company shall pay tax in accordance with the law and make up for the deficit, and then set aside 10% as legal surplus reserve; however, when the accumulated legal surplus reserve has reached the Company's paid-in capital, it may not be set aside. In addition, the Company sets aside or reverses the special surplus reserve as required by law, and if there is any remaining balance, the remaining balance is combined with the accumulated undistributed surplus at the beginning of the period, and the Board of Directors prepares a proposal for appropriation of the surplus and submits it to the shareholders' meeting for resolution to distribute dividends to shareholders.

If the Company's surplus is distributed in cash, the Board of Directors is authorized to resolve and report to the shareholders' meeting in accordance with Article 228-1 and Article 240-5 of the Company Act.

Based on financial, business and operational considerations, the Company may distribute all or part of the capital reserve or legal surplus reserve in accordance with laws and regulations or the regulations of the competent authorities, and the distribution in cash may be resolved by the Board of Directors in accordance with Article 241 of the Company Act and reported to the shareholders' meeting.

Article 28. The Company's business is currently in the stage of operational growth. In the future, the Company will continue to meet the needs of capital expenditure, business expansion and sound financial planning in order to achieve sustainable development. Based on the Company's future capital expenditure budget and capital requirements, the Company's dividend policy is to distribute no less than 10% of the distributable surplus as dividends to shareholders, of which the distribution ratio of cash dividends shall be no less than 10% of the total dividends to shareholders. However, if the Company has significant investment plans and no other financial support is available, the Board of Directors may not pay cash dividends if the Board of Directors prepares and the shareholders resolve to do so.

#### Article VII Supplementary Provisions

Article 29. Matters not provided for in these Articles of Incorporation shall be handled in accordance with the provisions of the Company Act.

Article 30. This Articles of Incorporation was established on May 03, 2016.

First amended on August 15, 2017.

Second amended on October 27, 2018.

Third amended on December 10, 2018.

Forth amended on July 16, 2019.

Fifth amended on June 29, 2020.

Sixth amended on May 28, 2021.

Seventh amended on September 28, 2021.

Eighth amended on November 12, 2021.

Ninth amended on June 30, 2022.

Tenth amended on September 28, 2022.

Eleventh amended on June 7, 2024.

HD Renewable Energy Co., Ltd.  
Chairman: Yuan-Yi Hsieh