

Arch Meter Corporation
Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company is incorporated in accordance with the provisions relating to companies limited by shares of the Company Act. The Company is named 玖鼎電力資訊股份有限公司 in Chinese and Arch Meter Corporation in English.

Article 2: The Company's business scope is as follows:

1. CC01010 Power Generation, Transmission and Distribution Machinery Manufacturing.
2. CC01080 Electronic Components Manufacturing.
3. CE01010 General Instrument Manufacturing.
4. CE01021 Weights and Measuring Instruments Manufacturing.
5. E601010 Electric Appliance Contractor (limited to operations at the customer's premises).
6. E603050 Automatic Control Equipment Engineering (limited to operations at the customer's premises).
7. F401010 International Trade.
8. F401181 Measuring Instruments Import.
9. I501010 Product Designing.
10. IG03010 Energy Technology Services.
11. JA02051 Weights and Measuring Instruments Repair

Research, design, development, manufacturing, and sales of the following products: Electronic energy meters and related products

Article 3: The Company establishes its head office in the Hsinchu Science Park. Where necessary, the Company may establish branches domestically or overseas in accordance with the resolution passed by the Board of Directors.

Article 3-1: The Company shall make public announcements in accordance with Article 28 of the Company Act and may make announcements in the manner prescribed by the competent authority.

Chapter 2 Shares

Article 4: The Company's total capital amount is NT\$ 1,200,000,000, contained in 120,000,000 shares at a face value per share of NT\$ 10, which will be issued in separate installments. Among them, 5,000,000 shares are reserved for the exercise of stock warrants, preferred shares with warrants, or corporate bonds with warrants.

Article 4-1: The Company may only file for the issuance of employee stock warrants at a price lower than the market price in installments within one year following a resolution adopted at a shareholders' meeting with the attendance of more than half of the

shareholders representing the total number of issued shares and the consent of two-thirds of the voting rights of the attending shareholders.

Article 5: The total amount of the Company's reinvestment is not restricted by Article 13 of the Company Act, which stipulates that reinvestment shall not exceed 40% of the paid-in capital.

Article 6: The Company's shares shall be registered, affixed with the signatures or personal seals of the director representing the company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof. The Company may be exempted from printing any share certificate. Instead, the Company shall register them with a centralized securities depository agency.

The Company's stock affairs are handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.

Article 7: The entries in the Company's shareholders' roster shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus, or other benefits.

All transfer of stocks, succession, gift, loss, or damages of stocks shall be handled in accordance with the Company Act and relevant regulations. Setting up, abolishing or updating the specimen seal impression card shall be handled in accordance with the regulations of the competent authority.

Chapter 3 Shareholders' Meeting

Article 8: The Company's shareholders' meetings are divided into the following two kinds:

1. General shareholders' meeting is held within six months after the end of each fiscal year by the Board of Directors in accordance with the laws, unless otherwise approved by the competent authority for good cause shown.
2. Special shareholders' meeting is held when necessary.
3. The shareholders' meeting of the Company may be convened by way of video conference or other manners announced by the competent authority.

Article 9: Shareholders' meetings shall be chaired by the Chairman. In the Chairman's absence or unavailability due to any reason, the Chairman shall appoint a person to act in his place. In the event that the Chairman does not appoint a deputy, one director shall be elected from among themselves to act in his place. If the meeting is convened by a person with the authority to convene other than the board of directors, such person shall act as the chairperson at that meeting; if there is more than one person with the authority to convene, the chairperson for the meeting shall be appointed from among them.

Shareholders' meetings shall be convened in accordance with Article 172 of the Company Act, and a notice of the date, place, and reasons to convene a shareholders' meeting shall be given to each shareholder and announced publicly.

The notice of the shareholders' meeting may be effected by means of electronic

transmission, after obtaining a prior consent from the recipient(s) thereof. The notice, as described in the preceding three paragraphs, to be given to shareholders who own less than 1,000 shares of registered stocks, may be provided in the form of a public announcement.

Article 10: When a shareholder could not attend the shareholders' meeting, the shareholder could appoint a proxy to attend on behalf of the shareholder at a shareholders' meeting by providing the proxy form issued by the Company stating the scope of authorization.

In addition to Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act, shareholders' attendance by proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

Article 11: Unless otherwise provided by the Company Act, resolutions at a shareholders' meeting shall be made by a majority vote of the shareholders present, who represent more than half of the total number of voting shares. In case that the Company's shares are listed on the emerging stock market, TWSE, or TPEX, the Company shall include electronic form as one of the channels for exercising voting rights. The method of exercising these rights shall be conducted in accordance with the relevant laws and regulations.

Article 11-1: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairperson of the meeting and shall be distributed to all shareholders within 20 days after the conclusion of the meeting. The preparation and distribution of the minutes of shareholders' meeting may be effected by means of electronic transmission.

The distribution of the minutes of shareholders' meeting as required in preceding paragraph may be effected by means of a public announcement.

Article 12: The Company shall have 7 to 11 directors, with the term of office of 3 years. Directors shall be elected by the shareholders' meeting from among the persons with disposing capacity and shall be eligible for re-election.

In the process of electing directors at a shareholders' meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed elected.

The Company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship.

Article 12-1: Among the Company's board of directors, there shall be at least 3 independent directors, accounting for at least one third of the board of directors. Independent directors shall be elected by adopting the candidates nomination system and from the candidate list by shareholders in accordance with Article 192-1 of the Company Act. Matters regarding the professional qualification, shareholdings, restrictions of concurrent positions held, nomination, election method and other compliances of the independent directors shall be conducted in accordance with relevant provisions stipulated by the securities competent authority.

Article 12-2: During the period when the Company was listed on the TWSE/TPEX, the directors

shall be elected by adopting the candidates nomination system.

The Company may establish various functional committees in accordance with the relevant provisions of the Securities and Exchange Act, and the qualification of members, exercise of powers, and relevant matters shall be handled in accordance with the relevant laws and regulations, and shall be determined by the board of directors.

The Company may establish an audit committee consisting of the whole independent directors in accordance with Article 14-4 of the Securities and Exchange Act. The committee members shall be no less than 3 persons, one of whom shall serve as the convener and at least one of whom shall be specialized in accounting or finance. The audit committee and its members are responsible for carrying out the functions and powers of supervisors in accordance with the relevant laws and regulations.

Article 12-3: After the Company's public offering, the total shareholdings ratio of all directors shall be governed by the relevant regulations of the securities competent authority.

Chapter 4 Directors and Managers

Article 13: Removed.

Article 14: The board of directors shall elect a chairman from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman represents the Company externally.

Article 15: Board meetings shall, unless otherwise provided for in the Company Act, be convened by the Chairman. A notice specifying the reason for convening a board meeting shall be given to all directors 7 days before the scheduled meeting day. In case of emergency, a board meeting may be convened at any time.

The notification to the directors for convening a board meeting may be issued by written correspondences, e-mails, or facsimile. Unless otherwise provided by the Company Act, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

The minutes of a board of directors meeting shall bear the signature or seal of the meeting chairperson and shall be distributed to each director within 20 days after the close of the meeting.

Article 16: Board meetings shall be chaired by the Chairman. In the Chairman's absence or unavailability due to any reason, the Chairman shall appoint one of the directors to act in his place. In the event that the Chairman does not make such designation, one director shall be elected from among themselves to act in his place. Directors shall attend the meeting of the board of directors in person. If a director is unable to attend a board meeting in person, they may appoint a proxy to attend the meeting on his/her/its behalf for each instance by executing a power of attorney stating therein the scope of power authorized to the proxy. A director may accept the appointment to act as the proxy referred to in the preceding paragraph of one other director only.

A board meeting may be held via video conference. Any director attending the meeting via video conference shall be deemed attending the meeting in person.

Article 17: Removed.

Article 18: The Company's directors may receive remuneration for performing their duties in the Company. The board of directors is authorized to prescribe the remuneration, in consideration of the level of their engagement in the Company's operations and contribution value, referring to the payment standard generally adopted by the peers in the same industry. The Company may stipulate remuneration to independent directors that are reasonable but different from that of other directors.

Article 19: The Company may appoint one Chief Executive Officer, one President, and several Vice Presidents, in which the appointment, termination and remuneration shall comply with the Company Act.

Article 20: The Company's fiscal year is from January 1 to December 31 of the same year. The Company shall, at the end of each fiscal year, conduct the final accounting.

Chapter 5 Accounting

Article 21: In accordance with Article 228 of the Company Act, at the end of each fiscal year, the board of directors shall prepare the following reports and submit them to the audit committee for review 30 days before the general shareholders' meeting. The audit committee shall issue a report and submit it to the general shareholders' meeting for ratification.

1. Business Report.
2. Financial Statements.
3. Proposal for earnings distribution or loss off-setting.

Article 21-1: For a profitable fiscal year, the Company shall appropriate at least 5% of the profit as employee remuneration and not more than 3% as director remuneration in accordance with the Company Act. Among the employee remuneration amount mentioned, at least 20% shall be allocated for the remuneration of grassroots employees. However, in the event of accumulated losses, the Company shall first reserve a sufficient amount to offset the losses.

Employee remuneration (including grassroots employees) may be distributed in the form of stock or cash, and the recipients may include employees of subsidiaries who meet certain conditions. Director remuneration shall be distributed in cash. The above two items shall be resolved by the board of directors with the attendance of at least two-thirds of the directors and the approval of a majority of the attending directors and must be reported to the shareholders' meeting.

Article 22: If there is a profit upon the final accounting of each fiscal year, the Company shall first set aside profit-seeking enterprise income tax to be paid and offset its losses accumulated in the past. If there is any surplus, the Company shall set aside the legal reserve at 10% of the remaining earnings, unless the legal reserve reaches the Company's paid-in capital. The residual balance, if any, shall be added to the beginning undistributed earnings. The board of directors shall prepare the proposal for distribution of earnings and submit to the shareholders' meeting for resolution before distribution.

Article 22-1: The Company's dividend policy takes into account the Company's overall business

environment and capital needs in the future, and dividends shall be distributed in accordance with the principles of stability and balance. The type of dividend is determined based on the Company's earnings, financial structure, and future capital budget. The dividends and bonuses for shareholders shall not be less than 10% of the distributable earnings for each fiscal year. The distribution of dividends and bonuses for shareholders may be paid either in cash or in stocks, with no less than 50% distributed in cash. The Company's shareholders' meeting may determine the timeliest and most appropriate distribution method of dividends, prioritizing the interests and development of the Company as the highest principle.

Article 23: This provision is removed as it has been integrated into Article 7.

Article 24: The Company's organizational charter and administrative regulations are established separately.

Chapter 6 Supplementary Provisions

Article 25: Matters not provided for in the Articles of Incorporation shall be governed by the provisions of the Company Act.

Article 26: The Articles of Incorporation were adopted with the consent of all the promoters on June 2, 2005.

The 1st amendment was on June 27, 2005.

The 2nd amendment was on August 31, 2005.

The 3rd amendment was made on November 20, 2005.

The 4th amendment was made on November 20, 2006.

The 5th amendment was made on January 22, 2008.

The 6th amendment was made on June 23, 2008.

The 7th amendment was made on April 13, 2010.

The 8th amendment was made on August 23, 2018.

The 9th amendment was made on January 11, 2019.

The 10th amendment was made on June 27, 2019.

The 11th amendment was made on June 30, 2020.

The 12th amendment was made on July 29, 2021.

The 13th amendment was made on June 17, 2022.

The 14th amendment was made on September 22, 2022.

The 15th amendment was made on June 29, 2023.

The 16th amendment was made on June 20, 2025.

Arch Meter Corporation

Chairman: Chen, Jan-Ku