

# Articles of Incorporation of Evertex Fabrinology Limited

## Chapter 1 General Provisions

Article 1 : The Company is duly incorporated under the provisions of the Company Act of the Republic of China, and shall be called : Evertex Fabrinology Limited.

Article 2 : The Company's businesses are as follows :

- 1 、 C301010 Yarn spinning mills
- 2 、 C302010 Knit fabric mills
- 3 、 C305010 Printing dyeing and finishing mills
- 4 、 C399990 Other textile products
- 5 、 C801010 Basic industrial chemical manufacturing
- 6 、 C801120 Manmade fiber manufacturing
- 7 、 C802120 Industrial catalyst manufacturing
- 8 、 C802200 Paints, Varnishes, Lacquers, Dyeing Mills and Dyestuff Manufacturing
- 9 、 E801010 Building Maintenance and Upholstery
- 10 、 F101990 Wholesale of Other Agricultural, Husbandry and Aquatic Products
- 11 、 F104110 Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products
- 12 、 F111090 Wholesale of Building Materials
- 13 、 F201990 Retail Sale of Other Agricultural, Husbandry and Aquatic Products
- 14 、 F204110 Retail sale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products
- 15 、 F211010 Retail Sale of Building Materials
- 16 、 F401010 International trade
- 17 、 H701010 Residence and buildings lease construction and development
- 18 、 H701020 Industrial factory buildings lease construction and development
- 19 、 H701040 Specialized field construction and development
- 20 、 H701060 New County and Community Construction and Investment
- 21 、 JE01010 Rental and leasing business
- 22 、 I503010 Landscape and Interior Designing
- 23 、 ZZ99999 It is not allowed to operate the prohibited and limited business except the permitted one.

Article 3 : When the Company becomes a shareholder of limited liability in other companies, the total amount of its investments in such companies shall not exceed 40 percent of its paid-up capital and authorizes the Board of Directors to carry out relevant business.

Article 4 : The Company is located in Taipei City, may establish branches at home and abroad whenever necessary, in accordance with the resolutions of the Board of Directors.

Article 5 : (Delete)

## Chapter 2 Shares

Article 6 : The Company's total capital shall be NTD 1,018,800,000 divided into 101,880,000 shares of NT\$10 each, issued in batches.

Article 7 : The company authorizes the Board of Directors to issue resolutions within the rated capital, depending on actual needs.

Article 8 : The stock issued by the company shall be numbered, specify the following items, should be signed or stamped by the director representing the company, and be issued after being approved by the competent authority or its authorized issuing registration agency in accordance with the law. :

1. The company name.
2. Year, month, and date of establishment registration or change registration of issuance of new shares.
3. For par value shares, the total number of shares and the amount per share; for no par value shares, the total number of shares.
4. The number of shares issued this time.
5. The sponsor's share certificate should be marked with the name of the promoter's share certificate.
6. Special stock should be marked with the words of its special type.
7. Year, month and day of stock issuance.

The name of the shareholder shall be used for stocks, and if the owner is the same person, the same name shall be recorded; if the stock is owned by the government or a legal person, the name of the government or legal person shall be recorded, and no separate account name or only the name of the representative shall be recorded.

Shares issued by the Company are not required to be evidenced by share certificates, provided that they shall be recorded at the Securities Central Depository Enterprises.

The Company can issue special stock.

In the event of the Company merging with another company, matters relating to the merger need not be approved by way of a resolution of the special shareholders meeting.

Article 9 : Matters relating to the Company's shares shall be dealt with according to the provisions of "Regulations Governing Handling of Stock Affairs by Public Companies" and the relevant laws and regulations.

Article 10 : ( Delete )

Article 11 : ( Delete )

Article 12 : ( Delete )

Article 13 : Registration of share transfer shall be closed within 60 days prior to General Shareholders' Meeting, or with 30 days prior to Extraordinary Shareholders' Meeting or within 5 days prior to the record date on which Company distributes the dividends or bonuses.

## Chapter 3 Shareholders' Meeting

Article 14 : There are annual and extraordinary general meetings :

1. The Board of Directors shall convene the annual meeting once a year within six months after the end of each fiscal year.
2. Extraordinary meetings may be convened at any time as needed. Extraordinary meetings shall

be convened by the Board of Directors, if necessary, or at the written request of shareholders who continue to hold more than 3% of the total issued shares for more than one year.

Article 15 : Notices of General Shareholders' Meeting shall be in writing and delivered to the shareholders along with a public notice 30 days before the General Shareholders' Meeting and 15 days before the Extraordinary Shareholders' Meeting. The said notices shall specify the date, place and reasons for calling the shareholders' meeting.

When the company convenes a general meeting of shareholders, shareholders may exercise their voting rights in writing or electronically.

Article 15-1 : The Shareholders' Meetings can be held by means of visual communication network or other methods promulgated by the central competent authority. Due to natural disasters, incidents or other force majeure circumstances, the central competent authority may announce that within a certain period of time, the company may hold meetings by means of video conferencing or announcements, without specifying in the articles of association.

When the meeting of shareholders is held, if the meeting is held by video conference, the shareholders who participate in the meeting through video conference are deemed to be present in person.

In the preceding two paragraphs, if the securities regulatory authority provides otherwise for the conditions, operating procedures, and other matters to be complied with by companies offering shares to the public, those provisions shall prevail.

Article 16 : Shareholders may signature or seal by way of power of attorney appoint proxies to attend the said shareholders' meeting. Except for trust enterprises or share registration agencies approved by the securities management authorities, when one shareholder is entrusted by two or more shareholders, the voting right represented by the said shareholder shall not exceed 3% of the voting rights of total shares issued. Where it has so exceeded, the voting right in excess shall not be included.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company no later than 5 days prior to the Shareholders' Meeting date. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to revoke the previous proxy appointment.

After the proxy is delivered to the company, shareholders attend the shareholders 'meeting or exercise their voting rights in writing or electronically, the company in written form for the cancellation of the entrustment, 2 days before the shareholders' meeting. In case of overdue revocation, the entrusted agent who attend and exercise the voting rights should be based on. °

Article 17 : Unless otherwise stipulated by the Company Act and the Articles of Incorporation, shareholders' meeting shall be conducted in accordance with the Company's regulations for the Meeting Rules of Stockholders.

Article 18 : A shareholder shall be entitled to one vote for each share held, except in the case of the paragraph 3 of Article 157 of the Company Act.

But the shares are deemed non-voting shares under paragraph 2 of Article 179 of the Company Act. Less than one share will not be counted.

Article 19 : Except as otherwise provided in the relevant laws, the resolution of the shareholders meeting shall be present on behalf of more than half of the total number of issued shares with the consent of more than half of the voting rights of the shareholders present. However, under the following circumstances, 2/3 of the total number of issued shares shall be present with the consent of more than half of the voting rights of the shareholders present :

1. Purchase or merge other domestic and foreign enterprises.
2. Dissolve or liquidate or divide.

Article 20 : Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, specifying the date and place of the meeting, number of shares represented by the shareholders (or proxies) present at the meeting, number of voting rights represented, the name of the chair, resolutions and the manner in which they are passed. The minutes, which shall be affixed with the signature or seal of the chair of the meeting, together with the attendance card and the powers of attorney shall be kept at the Company and shall be distributed to all shareholders within 20 days after the close of the meeting. Said meeting minutes may be produced and distributed through a public announcement or electronically. Method of resolution in the preceding paragraph, when voting on the resolutions of the shareholders' meeting, if all the shareholders present have no objection after consultation by the chairman, it should be recorded in the minutes of the meeting that " It was approved by the chairman after consultation with all shareholders present without objection". If there is any objection, the method of voting by ballot and the number of voting rights and weight ratios should be specified.

#### Chapter 4 Board of Directors

Article 21 : The Company shall have 7 to 13 directors on the Board with the term of office of 3 years, and they can be re-elected, who are elected and appointed from the persons with legal capacity at the shareholders' meeting. The total shares number of the registered shares of the Company held by all of the Directors shall be determined according to the provisions of "Rules and Review Procedures for Director and Supervisor Ownership Ratios at Public Companies".

Of said number of the Company's directors, the number of independent directors shall not be fewer than two and shall not be less than one-fifth of the total number of directors. Directors (including independent directors) shall be elected through a candidate nomination system. The method and announcement of the acceptance of nominations for director candidates shall be handled in accordance with the Company Act and the Securities and Exchange Act. The directors and independent directors shall be elected at the same time, but the numbers of elected candidates shall be counted separately.

In accordance with Article 181-2 of the Securities and Exchange Law, the company has set up independent directors since 2017.

The audit committee shall be established in accordance with Article 14(4) of the Securities and Exchange Act, which shall be composed of all independent directors.

The exercise of the functions and powers of the audit committee and its members and related matters shall be handled in accordance with the provisions of the relevant decrees of the Securities and Exchange Law.

Article 22 : The Board of Directors of the Company shall comprise the Directors. A Chairman shall be elected from among the Directors to represent the Company. Where the Chairman has taken leave or is unable to perform his duties for any reasons, his agent shall be handled in accordance with Article 208 of the Company Act.

Article 23 : The Board of Directors shall convene as chairman except for the first session of the Board of Directors in accordance with the provisions of the Company Act. A notice to convene a Board meeting shall be sent to all Directors via postal mail, email or fax. Unless otherwise stipulated by the Company Act, a quorum shall be present at the Board of Directors if it is attended by more than half of the Directors, and a resolution passed if approved by a majority of the Directors in attendance. When a Director is unable to personally attend the meeting of the Board of Directors, should issue proxy, listing the scope of authorization for the reason for the convening, he may entrust another Director to represent him in accordance with law. However, each person is limited to one entrustment, and the resolutions are executed with the consent of more than half of the directors present. When the Board of Directors, the directors who participate in the meeting through video conference are deemed to be present in person. If independent directors are dismissed for any reason (including resignation, dismissal, expiration of term of office, etc.), and the number of independent directors falls short of the required number of seats, it shall be by-election at the most recent in shareholders' meeting. When the vacancy of directors reaches 1/3 or all independent directors are dismissed, the Board of Directors shall convene a by-election of an interim shareholders meeting within 60 days, and its term of office shall be limited to the period of replenishment of the original term of office.

Article 24 : ( Delete )

Article 25 : The duties and powers of the Board of Directors are as follows :

1. Approval of business policies and plans.
2. Establish or amend the internal control system, the procedures for handling major financial and business activities of acquiring or disposing of assets, engaging in derivative commodity transactions, lending funds to others, or endorsing or providing guarantees.
3. Annual financial report.
4. Proposal of important articles of association and contract.
5. Establishment and Dissolution of Branches °
6. The company's major lending funds to others, or endorsing or providing guarantees.
7. The company's major acquiring or disposing of assets, derivative commodity transactions.
8. Appointment and removal of financial, accounting or internal audit supervisors.
9. Proposal of the company's capital increase and decrease and the company's share repurchase plan.
10. Raising, issuing or private placement of securities with equity nature.
11. Proposal to distribute surplus or make up for loss.
12. Approval of the appointment, dismissal or remuneration of company certified accountants.
13. Involving directors' own interests.
14. Donations to related parties or major donations to non-related parties.
15. Decision on the convening date of the shareholders' meeting or extraordinary meeting.

16. Execute the resolutions of the shareholders' meeting.
17. Other functions and powers conferred by laws and regulations and the shareholders' meeting.

Article 25-1 : In order to improve the company's directors and managers' remuneration system, a remuneration committee is set up according to law.

Article 25-2 : All of the directors do their duties during their terms of office, the Company shall take out liability insurance for Directors with respect to their liabilities resulting to reduce and disperse the risk of damage to all directors, the company and shareholders. Board of directors is authorized to handle all matters related to the liability insurance.

#### Chapter 5 Supervisors (Delete)

Article 26 : (Delete)

Article 27 : (Delete)

Article 28 : (Delete)

#### Chapter 6 Managers

Article 29 : The Company set up one General Manager, adhering to the policy of the Board of Directors resolution, manage all the business of the company, shall be approved by a majority vote at a meeting attended by more than half of the directors.

Article 30 : The Company has appointed several managers, the appointment and dismissal of managers shall be nominated by the General Manager on Board of Directors, all of whom shall be approved by a majority vote at a meeting attended by more than half of the directors.

#### Chapter 7 Accounting

Article 31 : The Company's fiscal year starts from January 1 to December 31 each year.

Article 32 : The Company annual financial statements at the end of each fiscal year, the Board of Directors shall prepare and submit the following documents to the annual general shareholders' meeting for ratification by law.

1. Business report.
2. Financial statements.
3. Statement of surplus distribution and deficit compensation.

Article 33 : The Company may distribute earnings or make up losses after the end of each semi-annual fiscal year. If the distribution of earnings is made in cash, it shall be resolved by the Board of Directors in accordance with Article 228-1 and Article 240 of the Company Act and reported to the shareholders' meeting without being submitted to the shareholders' meeting for ratification; if the distribution of earnings is made by issuing new shares, it shall be handled in accordance with Article 240 of the Company Act.

Before the Company distributes earnings, no less than 3% of the profit is distributed as remuneration to employees and no more than 3% of the profit is distributed as remuneration to directors/supervisors. However, if the Company has accumulated losses (including adjustment of undistributed earnings), profit shall be set aside in advance to make up for losses.

The aforementioned remuneration to employees may be distributed in stock or cash, and may be paid to the employees of subordinate companies who meet certain requirements set by the Board of Directors. The aforementioned remuneration to directors/supervisors may be paid in cash only.

The first two items are attended by more than 2/3 of the Directors, and a resolution passed if approved by a majority of the Directors in attendance, and reported to the shareholders' meeting. Remuneration paid to employees in the form of stock by the resolution of the Board of Directors referred to in the preceding paragraph, it may be made by issuing new shares or purchasing own shares on the same resolution of the Board of Directors.

Article 33-1 : The Company's dividend policy is based on the current and future investment environment, capital requirements, and capital budget, while considering the shareholders' interest, dividend balance, and the Company's long-term financial planning as the Company is in the business development stage. The Company shall distribute dividends and bonuses to shareholders at a rate of not less than 50% of its annual earnings after deducting income tax, making up for loss, and setting aside legal reserve, and special reserve. However, when the legal reserve amounts to the authorized capital, this shall not apply. The balance shall be set aside or reversed as a special reserve in accordance with the law. The annual dividends shall be paid in cash first, but stock dividends may also be distributed, of which no less than 10% of the total dividends shall be paid in cash.

Article 33-2 : When the directors and managers of the company perform their duties, the Company shall pay remuneration to directors and supervisors regardless of the Company's operating profit or loss. Its remuneration is authorized to the Board of Directors according to their individual contributions to the Company and the standards of peer industries. If the company has surplus, it shall distribute remuneration in accordance with Article 33.

#### Chapter 8 Supplementary Provisions

Article 34 : The Company of the organizational regulations and operating rules shall be formulated separately as resolved by the Board of Directors. °

Article 35 : Any matters not specified in the Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 36 : The Articles of Incorporation were formulated on November 25, 1986

The 1st amendment was made on December 5, 1986.

The 2nd amendment was made on January 11, 1987.

The 3rd amendment was made on April 13, 1987.

The 4th amendment was made on March 15, 1988.

The 5th amendment was made on May 22, 1990.

The 6th amendment was made on March 22, 1991.

The 7th amendment was made on April 20, 1991.

The 8th amendment was made on April 22, 1992.

The 9th amendment was made on May 7, 1993.

The 10th amendment was made on April 28, 1994.

The 11th amendment was made on April 18, 1995.  
The 12th amendment was made on May 30, 1997.  
The 13th amendment was made on April 24, 1998.  
The 14th amendment was made on April 22, 1999.  
The 15th amendment was made on May 16, 2000.  
The 16th amendment was made on June 15, 2001.  
The 17th amendment was made on June 25, 2002.  
The 18th amendment was made on June 23, 2005.  
The 19th amendment was made on June 23, 2006.  
The 20th amendment was made on June 17, 2010.  
The 21th amendment was made on June 21, 2012.  
The 22th amendment was made on June 25, 2013.  
The 23th amendment was made on June 17, 2015.  
The 24th amendment was made on June 29, 2016.  
The 25th amendment was made on June 29, 2018.  
The 26th amendment was made on June 27, 2019.  
The 27th amendment was made on June 30, 2020.  
The 28th amendment was made on July 29, 2021.  
The 29th amendment was made on June 30, 2022.