

Ruentex Industries Ltd. Articles of Incorporation

Chapter I General provisions

- Article 1: The Company is organized in accordance with the Company Act and named Ruentex Industries Ltd.
- Article 2: The business scope of the Company is as follows:
1. A102060 Food Dealers.
 2. C103050 Manufacturing of Canning, Freezing, Dehydration, Pickled of Food.
 3. C104020 Manufacture of Bakery and Steam Products.
 4. C301010 Spinning of Yarn.
 5. C302010 Weaving of Textiles.
 6. C305010 Printing, Dyeing, and Finishing.
 7. C306010 Wearing Apparel.
 8. C307010 Clothing Accessories.
 9. C399990 Other Textile Products Manufacturing.
 - 10.C401030 Tanning and Dressing of Leather; Dressing and Dyeing of Fur.
 - 11.C402030 Manufacture of Leather, Fur and Related Products.
 - 12.C801120 Manufacture of Man-made Fibers.
 - 13.C901030 Cement Manufacturing.
 - 14.C901040 Manufacture of Ready-mix Concrete.
 - 15.C901050 Cement and Concrete Products Manufacturing.
 - 16.CB01010 Mechanical Equipment Manufacturing.
 - 17.CB01020 Affairs Machine Manufacturing.
 - 18.CC01080 Electronics Components Manufacturing.
 - 19.CC01110 Computer and Peripheral Equipment Manufacturing.
 - 20.CJ01010 Hat Manufacturing.
 - 21.F101040 Wholesale of Livestock and Poultry.
 - 22.F101050 Wholesale of Fishery Products.
 - 23.F101070 Wholesale of Fishing Gears or Tackles.
 - 24.F101081 Wholesale of Plant Seeds.
 - 25.F101130 Wholesale of Vegetables and Fruits.
 - 26.F102020 Wholesale of Edible Fat and Oil.
 - 27.F102030 Wholesale of Tobacco Products and Alcoholic Beverages.
 - 28.F102040 Wholesale of Nonalcoholic Beverages.
 - 29.F102050 Wholesale of Tea Leaves.

- 30.F102170 Wholesale of Foods and Groceries.
- 31.F102180 Wholesale of Alcohol.
- 32.F103010 Wholesale of Animal Feeds.
- 33.F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories.
- 34.F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures.
- 35.F106020 Wholesale of Daily Commodities.
- 36.F106030 Wholesale of Molds.
- 37.F106040 Wholesale of Plumbing Materials.
- 38.F106050 Wholesale of Ceramic and Glassware.
- 39.F107010 Wholesale of Paints, Coating and Varnishes.
- 40.F107020 Wholesale of Dyes and Pigments.
- 41.F107030 Wholesale of Cleaning Supplies.
- 42.F107190 Wholesale of Films and Bags.
- 43.F108031 Wholesale of Medical Devices.
- 44.F108040 Wholesale of Cosmetics.
- 45.F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
- 46.F111090 Wholesale of Building Materials.
- 47.F112020 Wholesale of Coal and Coal Products.
- 48.F112040 Wholesale of Petroleum Products.
- 49.F113020 Wholesale of Electrical Appliances.
- 50.F113060 Wholesale of Measuring Instruments.
- 51.F114040 Wholesale of Bicycle and Component Parts Thereof.
- 52.F115010 Wholesale of Jewelry and Precious Metals.
- 53.F115020 Wholesale of Ores.
- 54.F116010 Wholesale of Camera Equipment.
- 55.F201010 Retail sale of Livestock Products.
- 56.F201020 Retail sale of Husbandry Products.
- 57.F201030 Retail Sale of Fishery Products.
- 58.F201061 Retail sale of Seedling.
- 59.F202010 Retail sale of Feeds.
- 60.F203010 Retail Sale of Food, Grocery and Beverage.
- 61.F203020 Retail Sale of Tobacco and Alcohol.
- 62.F203030 Retail Sale of Ethanol.
- 63.F204110 Fabrics, clothing, shoes, hats, umbrellas, and garments retail business.

- 64.F205040 Furniture, bedding, kitchen appliances, and furnishings retail business.
- 65.F206020 Retail Sale of Daily Commodities.
- 66.F206040 Retail Sale of Plumbing Materials.
- 67.F207030 Retail Sale of Cleaning Supplies.
- 68.F207050 Retail Sale of Cleaning Fertilizer.
- 69.F207080 Retail Sale of Environmental Agents.
- 70.F207190 Retail Sale of Films and Bags.
- 71.F208031 Retail sale of Medical Apparatus.
- 72.F208040 Retail Sale of Cosmetics.
- 73.F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
- 74.F212030 Retail Sale of Coal.
- 75.F212040 Retail Sale of Charcoal.
- 76.F215010 Retail Sale of Jewelry and Precious Metals.
- 77.F301010 Department Stores.
- 78.F301020 Supermarkets.
- 79.F399010 Convenience Stores.
- 80.F401010 International Trade.
- 81.F401071 Plant Seed Export and Import.
- 82.F401161 Tobacco Products Import.
- 83.F401171 Alcohol Products Importation.
- 84.F401181 Measuring Instruments Import.
- 85.F501030 Beverage Shops.
- 86.F501060 Restaurants.
- 87.G202010 Parking Area Operators.
- 88.G801010 Warehousing.
- 89.H701010 Housing and Building Development and Rental.
- 90.H701020 Industrial Factory Development and Rental.
- 91.H701060 New Towns, New Community Development.
- 92.H703100 Real Estate Leasing.
- 93.IZ06010 Tally Packaging.
- 94.F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
- 95.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The Company may provide guarantees externally.

- Article 3: The Company's total amount of investment in other businesses is not subject to the limitation of forty percent of the amount of its own paid-up capital, and the Board of Directors is authorized to make investment decisions.
- Article 4: The headquarters of the Company shall be located in Taipei City, Taiwan. If necessary, the Company may, with a resolution adopted by a Board of Directors meeting, set up branches in Taiwan or abroad.
- Article 5: The method with which the Company makes announcement shall be subject to Article 28 of the Company Act.

Chapter II Shares

- Article 6: The total capital of the Company shall be NT\$15 billion, divided into 1.5 billion shares at a par value of NT\$10 per share. The Board of Directors is authorized to issue these shares in phases.
- Article 7: All the shares of the Company are registered and shall be affixed with the signatures or personal seals of the director representing the Company. The shares may be issued only after they are legally certified. The Company may print a consolidated share certificate representing the total number of the new shares to be issued as requested by the Taiwan Depository & Clearing Corporation. The Company may issue shares without printing share certificates.
- Article 8: Any shareholder shall fill out a signature card and send it to the Company to be filed for reference. When the shareholder subsequently receives dividends, bonuses or contacts the Company in writing shall only use the retained signature. Where the specimen chop is lost or destroyed, a lost specimen chop application shall be completed specifying the serial numbers and number of shares bearing the old chop, together with identification papers and copies thereof, new specimen chop card and the stock certificates, and the above materials shall be personally sent to the Company for processing. Upon determination that the specimen chop may be replaced with a new one or with a specimen signature, the new specimen chop shall be effective. Where the procedures for replacement of a specimen chop with a new chop or provision of a specimen signature are consigned to a third party or handled through correspondence, the chop certificate issued by the household registration office, or an application letter for a juristic person, shall be submitted.

- Article 9: In the circumstance of shares transfer, the shares shall be submitted to the Company for ownership change in order to be effective. For the transfer via inheritance, legal documents shall be provided.
- Article 10: Where a stock certificate is lost or stolen, the shareholder or the legal owner shall report the event to the police authorities for handling or recordation, complete the loss of stock application, and send such to the Company for its examination and recordation. (where the transfer has not been previously registered, the securities firm or the transferor shall supply the original purchasing report and certificate of stock number.) He/She shall inform the securities exchanges and security firms by overnight mail. The applicant shall also, within five days, apply to the courts under the Code of Civil Procedure for public announcement of the event, and a copy of the court application and the court acceptance voucher shall be sent to the Company; where such procedure is not commenced upon the expiration of the time period, the company may cancel the application for lost stock certificates.
- Article 11: The Company may charge handling fees and stamp duties for the re-issuance of stock due to damage or preceding events.
- Article 12: The entries in the shareholders' roster shall not be altered within sixty days prior to the convening date of each annual shareholders meeting, within thirty days prior to the convening date of the special shareholders meeting, or within five days prior to the record date fixed by the Company to distribute dividends, bonuses, or other benefits.

Chapter 3 Shareholders' Meeting

- Article 13: Shareholders' meetings shall have two types: regular shareholders' meeting and special shareholders' meeting.
1. Regular shareholders' meeting shall be convened within six months of the close of each fiscal year by the Board.
 2. A special meeting may be convened in accordance with the law if necessary.
- Article 14: For annual shareholders' meeting, the notice of meeting shall be served to each shareholder at least thirty days prior to the meeting; for special shareholders' meeting, a notice of meeting shall be served to each shareholder at least fifteen days prior to the meeting. A shareholders' meeting shall be convened in accordance with Article 172 of the Company Act.

The Company's shareholders' meeting can be held by means of a visual communication network or other methods promulgated by the central competent authority. The Company's shareholders' meeting held via a visual communication network is subject to prescriptions provided for by the competent authority, including the prerequisites, procedures, and other compliance matters.

Article 15: Except as otherwise provided by the Company Act, a shareholders' meeting shall be attended by shareholders representing a majority of the total number of issued shares, and a resolution shall be adopted by a majority of the votes held by the shareholders present at the meeting.

Pursuant to the regulations of the competent authority, a shareholder of the Company may exercise voting rights in an electronic form. Any shareholder exercising voting rights in an electronic form will be deemed as having attended the shareholders' meeting in person, and all relevant matters shall be subject to the applicable laws and regulations.

Article 16: A shareholder shall have one voting power in respect of each share.

Article 17: A shareholder may appoint a proxy to attend the meeting by producing a proxy form issued by the Company and stamped with the retained signature specifying the scope of the authority. Only one proxy form may be submitted by a shareholder, and each proxy is limited to the one person.

Article 18: A shareholders' meeting shall be chaired by the Chairman. Where the Chairman is absent, the appointment of his/her proxy shall be subject to Article 208 of the Company Act.

Article 19: When the government or a juristic person is a shareholder, its proxy shall not be limited to one person, provided that the voting right that may be exercised shall be calculated on the basis of the total number of voting shares it holds.

Article 20: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall record the date, time, location, number of attendance, number of proxies, number of attending shareholders held, number of voting rights, name of Chairman, resolutions and the methods by which resolutions are adopted, be affixed with the chairman of the meeting's signature. The meeting minutes shall be kept together with the book of shareholder attendance and proxy forms by the Company. The

provisions of Article 183 of the Company Act shall apply mutatis mutandis to the aforesaid minutes.

Chapter IV Directors and Management Personnel

- Article 21: The Company shall have seven to nine directors and the Audit Committee, and the Board is authorized to approve the number of directors. Election of directors shall adopt candidate nomination measures stipulated in Article 192-1 of the Company Act, and shareholders shall elect from the list of nominees in compliance with Article 198 of the Company Act. Among the directors, the number of independent directors shall be at least two and may not be less than one-fifth of the number of directors.”
- Article 22: Directors shall each hold office for a term of three years, and are eligible for re-election. The elections of independent and non-independent directors shall be held at the same time, with the numbers of elected directors calculated separately.
The total amount of registered shares held by all the directors may not be less than the percentage required by the competent authority.
- Article 22-1: Where at least one-third of the seats of directors are vacant, the Board of Directors shall convene a special shareholders’ meeting 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 22-2: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of outgoing directors shall be extended until the time new directors have been elected and assumed their office.
Audit Committee shall consist of the entire independent directors responsible of exercising the duties of supervisors in accordance with the Company Act, Securities and Exchange Act and other laws and regulations.
- Article 23: The Board of Directors shall consist of the directors of the Company. The Chairman and Vice Chairman shall be elected by a majority of the directors present, with the attendance of at least two-thirds of directors. The Chairman and Vice Chairman shall execute all affairs of the Company in accordance with the applicable laws and regulations, the Articles of Incorporation and resolutions of the shareholders’ meeting and Board of Directors. The Chairman shall externally represent the Company.

Except for the first meeting of each new Board of Directors which shall be convened in accordance with Article 203 of the Company Act, all other such meetings shall be convened and chaired by the Chairman. Where the Chairman is unable to perform his/her functions, the appointment of his/her proxy shall be subject to Article 208 of the Company Act. Unless otherwise provided for in 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.

A notice for convening a Board of Directors meeting shall be sent to all directors in writing or by fax seven days prior to the meeting. Such a meeting may be convened at any time in case of emergency events.

With consent of the addressee, the meeting notice under the preceding paragraph may be sent in an electronic form.

Article 24: Each director shall attend the meeting of the board of directors in person. If a director is unable to attend in person, he/she may appoint other director as proxy in accordance with Article 205 of the Company Act.

Article 25: The management policies of the Company and other material matters shall be subject to resolutions of the Board of Directors. The said material matters include acquisition and disposal of the Company's material assets and properties.

Article 26: Directors shall be paid for monthly compensation and remuneration regardless of the Company's financial performance. The board of directors is authorized to decide the remuneration amount based on the director's involvement in the Company's operation and contribution. Employees shall be paid for monthly salary regardless of the Company's financial performance.

Article 27: The Company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties.

Article 28: The Company shall have one president and several managerial officers. The appointment, dismissal and remuneration of the president and finance managerial officer shall be decided by a resolution to be adopted by a majority vote of the directors at a meeting of the board of directors attended by at least a majority of the entire directors of the Company. The Chairman is authorized to make decision on appointment, dismissal and remuneration of other

managerial officers in accordance with the regulations governing personnel appointment and remuneration approved by the board of directors' meeting.

A managerial personnel shall be empowered to manage the operation of the company and to sign relevant business documents for the company, subject to the scope of his/her duties and power as specified in the Articles of Incorporation or his/her employment contract.

Article 29: The President of the Company upholds the decisions of the Chairman to manage all the Company's business.

Article 30: Other personnel of the Company shall be nominated by the President and submitted to Chairman for assignment.

Chapter V Accounting

Article 31: The Company's fiscal year begins on January 1 and ends on December 31 of each year and annual closing of books shall be made at the end of each fiscal year.

Article 32: After the closing of book, the board of directors shall prepare the business report, financial statements, and earnings distribution or deficit offset plan prescribed in the Company Act, and submit to the annual shareholders meeting for recognition in accordance with the statutory procedures.

Article 33: The Company's financial statements shall be audited by certified public accountants. The assignment, dismissal and remuneration of certified public accountants shall be approved by a majority of directors.

Article 34: When the Company has a profit in a fiscal year, 0.3% to 0.5% of such profit shall be distributed as the employees' compensation, of which, the total amount of the remuneration allocated to junior staff shall be no less than 40% of the total remuneration to employees.. If the Company has accumulated losses, an equivalent amount from the profit earned shall be reserved to make up for losses. The remuneration to employees as stated in the preceding paragraph can be paid in cash or in shares, and employees of affiliated companies who meet certain requirement shall be entitled to receive such remuneration.

Article 34-1: If after the annual closing of books, there is a profit, the Company shall, after having provided for income taxes and offset the accumulated losses of previous years, retain the 10% legal reserve;

Where such legal reserve amounts to the total paid-in capital of the Company, this provision shall not apply. If the balance (distributable profits for the current year), together with the undistributed earnings in the previous year and retained special reserves prescribed by laws and regulations, are available for distribution, the Board shall present a proposal on dividends, or retention at a shareholders' meeting for resolution.

The Company shall allocate special reserve in the manners listed below:

1. With respect to the book net amount of other deductions from equity 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 is included in the undistributed earnings. If there remains any insufficiency, it shall be allocated from the undistributed earnings of the previous period.
2. With respect to the cumulative net amount of other deductions from the equity in a preceding period, the Company shall allocate an amount of special reserve equal to the amount allocated to undistributed earnings for the preceding period.

Article 34-2: The Company's dividend policy is based on the Company Act and the Company's Articles of Incorporation, which allow the Company to consider the financial, business, operational and capital budgeting factors, while taking into account shareholders' interests, balanced dividends, and the Company's long-term financial planning. A distribution plan by the Board shall be submitted to the shareholders' meeting. However, keeping within the available surplus for distribution, the dividends to shareholders shall be no less than 30 percent of the balance amount derived from taking the after-tax profit of the current year less the profit set aside as legal reserve and special reserve, the cash dividend ratio shall not be less than 30 percent of the total dividend distribution for the year.

Chapter VI Supplemental Provisions

Article 35: Matters not addressed by these Articles shall be governed by the Company Act.

Article 36: These Articles of Incorporation were adopted on December 2, 1975.
1st amendment was made on June 30, 1976.
2nd amendment was made on March 2, 1977.

3rd amendment was made on April 20, 1978.
4th amendment was made on July 20, 1978.
5th amendment was made on April 28, 1979.
6th amendment was made on May 28, 1980.
7th amendment was made on May 27, 1981.
8th amendment was made on April 30, 1982.
9th amendment was made on June 28, 1983.
10th amendment was made on April 14, 1984.
11th amendment was made on April 23, 1985.
12th amendment was made on May 29, 1987.
13th amendment was made on April 15, 1988.
14th amendment was made on December 17, 1988.
15th amendment was made on May 31, 1989.
16th amendment was made on April 28, 1990.
17th amendment was made on April 27, 1991.
18th amendment was made on April 24, 1992.
19th amendment was made on May 20, 1993.
20th amendment was made on April 22, 1994.
21st amendment was made on May 31, 1995.
22nd amendment was made on June 5, 1996.
23rd amendment was made on April 8, 1997.
24th amendment was made on May 8, 1998.
25th amendment was made on June 10, 1999.
26th amendment was made on June 30, 2000.
27th amendment was made on May 17, 2001.
28th amendment was made on June 21, 2002.
29th amendment was made on June 18, 2004.
30th amendment was made on June 16, 2005.
31st amendment was made on June 14, 2006.
32nd amendment was made on June 17, 2010.
33rd amendment was made on December 31, 2010.
34th amendment was made on June 12, 2012.
35th amendment was made on June 17, 2013.
36th amendment was made on June 23, 2014.
37th amendment was made on June 23, 2016.
38th amendment was made on June 19, 2019.
39th amendment was made on June 23, 2022.
40th amendment was made on June 27, 2024.

41th amendment was made on May 28, 2025.