

Formosa Saint Jose Corp. Articles of Incorporation

Chapter 1: General Provisions

- Article 1 : This Company is organized in accordance with the Company Act and shall be named Formosa Saint Jose Corporation
- Article 2 : The business activities of the Company shall include the following:
- F399990 Other Miscellaneous Retail Trade
 - C306010 Garment Manufacturing
 - CD01030 Motor Vehicles and Parts Manufacturing
 - C805060 Plastic and Synthetic Leather Products
Manufacturing
 - CM01010 Box, Bag, and Container Manufacturing
 - CQ01010 Mold Manufacturing
 - F104110 Wholesale of Fabrics, Clothing, Footwear, Hats,
Umbrellas, and Apparel Accessories
 - F106020 Wholesale of Daily Necessities
 - F107030 Wholesale of Cleaning Supplies
 - F114030 Wholesale of Motor Vehicle and Motorcycle Parts and
Accessories
 - F206020 Retail of Daily Necessities
 - F214030 Retail of Motor Vehicle and Motorcycle Parts and
Accessories
 - F401010 International Trade
 - A101050 Floriculture
 - A102080 Horticultural Services
 - I503010 Landscape and Interior Design Services
 - F101100 Wholesale of Flowers
 - ZZ99999 All business activities not prohibited or restricted
by laws or regulations, except for those requiring
prior approval.
- Article 2-1 : Deleted

- Article 3 : The Company shall have its head office located in Taipei City. When necessary, the Company may establish branch offices within or outside the Republic of China upon a resolution of the Board of Directors.
- Article 4 : The method of public notices of the Company shall be conducted in accordance with the provisions of Article 28 of the Company Act.
- Article 4-1 : The Company may provide guarantees to external parties when necessary for business purposes.
- Article 4-2 : For business purposes, the Company may make equity investments in other enterprises, and such investments shall not be subject to the restriction under Article 13 of the Company Act, which limits the total amount of investment to no more than forty percent (40%) of the Company' s paid-in capital.

Chapter 2: Shares

- Article 5: The total capital of the Company is set at NT\$1,000,000,000, divided into 100,000,000 shares, each with a par value of NT\$10. The unissued shares are authorized to be issued by the Board of Directors in installments.

From the total capital, NT\$100,000,000 (10,000,000 shares) is reserved for the issuance of employee stock warrants, restricted employee stock, preferred shares with warrants, and corporate bonds with warrants, with issuance authorized by the Board of Directors in installments and in accordance with relevant laws and regulations.

For the issuance of employee stock warrants, the transfer of treasury shares acquired in accordance with the Company Act to employees, the issuance of new shares to be subscribed by employees at a legally required ratio, and the

issuance of restricted employee stock, the eligible recipients include employees of the controlling or subsidiary companies who meet certain conditions, with such conditions determined by the Board of Directors.

If the Company intends to transfer repurchased shares to employees at a price lower than the average repurchase cost, or to issue employee stock warrants at a subscription price lower than the market price (net asset value per share), it must first obtain approval at a shareholders' meeting attended by shareholders representing more than half of the issued shares, with at least two-thirds of the voting rights present consenting to the issuance.

Article 6: All of the Company's shares shall be in registered form and shall be issued with the signature or seal of the Directors representing the Company and duly certified in accordance with the law.

The shares issued by the Company may be exempt from printing physical share certificates, provided that registration is completed with a centralized securities depository enterprise and handled in accordance with its regulations. The same requirements shall apply to the issuance of other securities.

All share-related affairs of the Company shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies," the Company Act, and other applicable laws and regulations prescribed by the competent authorities.

Article 7: The transfer of shares of the Company shall be suspended for a period of sixty (60) days prior to the date of the annual shareholders' meeting, thirty (30) days prior to the date of any special shareholders' meeting, or five (5) days prior to the record date fixed by the Company for the distribution of dividends, bonuses, or any other benefits.

Chapter 3: Shareholders' Meeting

Article 8: Shareholders' meetings shall be of two types: regular meetings and special meetings. A regular shareholders' meeting shall be convened at least once each year and shall be called by the Board of Directors within six (6) months after the end of each fiscal year in accordance with the law. Special shareholders' meetings shall be convened as necessary in accordance with relevant laws and regulations.

For the meetings referred to in the preceding paragraph, notice of the date, venue, and agenda of a regular shareholders' meeting shall be given to all shareholders at least thirty (30) days prior to the meeting date, and at least fifteen (15) days prior in the case of a special shareholders' meeting. Notices of shareholders' meetings may be given by electronic means with the consent of the recipients.

For shareholders holding fewer than one thousand (1,000) shares, such notices may be given by means of a public announcement.

Shareholders' meetings of the Company may be held by video conference or other means announced by the central competent authority. Shareholders participating in the meeting via video conference shall be deemed present in person.

Where a shareholders' meeting is convened by the Board of Directors, the Chairperson of the Board shall act as the chairperson of the meeting. If the Chairperson is on leave or unable to exercise such powers for any reason, the meeting shall be chaired in accordance with Article 208 of the Company Act. Where a shareholders' meeting is convened by a person other than the Board of Directors, such convener shall act as the chairperson of the meeting; if there are two or more conveners, one shall be elected from

among them to serve as chairperson.

Article 9 A shareholder who is unable to attend a shareholders' meeting may issue a proxy form prepared by the Company, specifying the scope of authorization, and sign or affix his/her seal thereto to appoint a proxy to attend the meeting on his/her behalf.

The procedures for shareholders appointing proxies to attend shareholders' meetings shall be handled in accordance with Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies."

Article 10: Except in cases where restrictions apply or under circumstances specified in Article 179 of the Company Act, each share of the Company shall be entitled to one voting right; however, shares held by the Company in accordance with the law shall have no voting rights.

During the period in which the Company's shares are traded on the Emerging Stock Market or are listed on a stock exchange or OTC market, electronic voting shall be provided as one of the methods for exercising voting rights at shareholders' meetings. The method for exercising such voting rights shall be specified in the meeting notice.

Shareholders who exercise their voting rights in writing or by electronic means shall be deemed present in person at the shareholders' meeting. All matters relating to the exercise of voting rights by such means shall be handled in accordance with applicable laws and regulations.

Article 11: Except where otherwise provided by the Company Act, resolutions at shareholders' meetings shall be adopted by a majority of the voting rights exercised by shareholders present at a meeting at which shareholders representing more than half of the total issued shares are in attendance.

Minutes of the shareholders' meeting shall be prepared for the resolutions of the meeting and handled in accordance with Article 183 of the Company Act. The distribution of the minutes in the preceding paragraph may be effected by means of public announcement.

Chapter 4: Directors

Article 12: The Company shall have between five (5) and nine (9) Directors, each serving a term of three (3) years, and they may be re-elected upon expiration of their term.

Among the aforementioned Directors, the number of Independent Directors shall not be fewer than three (3) and shall not be less than one-fifth of the total number of Directorships. The election of Independent Directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act, and the shareholders shall elect Independent Directors from the roster of candidates. The professional qualifications, shareholding requirements, restrictions on concurrent positions, nomination and election procedures, and other compliance matters concerning Independent Directors shall be handled in accordance with relevant laws and regulations prescribed by the competent authorities.

During the period in which the Company's shares are traded on the Emerging Stock Market or are listed on a stock exchange or OTC market, the election of Directors shall adopt the candidate nomination system, and Directors shall be elected by the shareholders' meeting from the roster of candidates.

Article 12-1: The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed entirely of Independent Directors and shall consist of no fewer than

three (3) members, one of whom shall serve as the convener, and at least one member shall possess expertise in accounting or finance.

The responsibilities, organizational charter, exercise of powers, and other compliance matters of the Audit Committee in the preceding paragraph shall be handled in accordance with the relevant regulations prescribed by the competent securities authority and the Company.

The Board of Directors may establish various functional committees. Each functional committee shall adopt rules governing the exercise of its powers, which shall be implemented upon approval by the Board of Directors.

Article 13: The Board of Directors shall be composed of the Directors. The Chairman of the Board shall be elected by a majority vote of the Directors present, provided that at least two-thirds of all Directors are in attendance.

The Chairman shall preside over the Shareholders' Meetings and Board of Directors meetings, and shall represent the Company externally.

Article 13-1: The Board of Directors shall be convened with the stated purpose, and notice shall be given to each Director at least seven (7) days prior to the meeting. In the event of an emergency, the Board may be convened at any time. Notices for convening the Board may be delivered in writing, by e-mail, or by fax.

If a Director is unable to attend a Board meeting in person, they may issue a proxy specifying the scope of authorization related to the meeting agenda and entrust another Director to attend on their behalf; however, a proxy may only be entrusted to one Director.

If the Board meeting is held via video conference, Directors

participating through the video conference shall be deemed to be present in person.

Article 14: If the Chairman of the Board is on leave or is otherwise unable to perform their duties, the Chairman shall be represented in accordance with the provisions of Article 208 of the Company Act.

Article 15: The remuneration of all Directors shall first be submitted to the Remuneration Committee for review, taking into account each Director's level of participation in the Company's operations and the value of their contributions, as well as the prevailing standards in domestic and international industries, and shall be authorized by the Board of Directors.

The Company shall, during the term of office, purchase liability insurance for all Directors to cover the legal liabilities they may incur in the performance of their duties.

Chapter 5: Managers

Article 16: The Company may appoint managers. Their appointment, dismissal, and remuneration shall be conducted in accordance with Article 29 of the Company Act.

Chapter 6: Accounting

Article 17: At the end of each fiscal year, the Company shall, through the Board of Directors, prepare and submit to the Annual General Meeting of Shareholders for approval the following:

1. Business Report.
2. Financial Statements.
3. Proposals for the distribution of earnings or appropriation of losses.

All related schedules and documents shall be prepared in accordance with applicable laws and regulations.

Article 18: If the Company generates a profit for the fiscal year (where “profit” refers to pre-tax earnings before deducting employee compensation and directors’ remuneration), the following allocations shall be made:

1. No less than 3% of the profit shall be allocated as employee compensation, of which 1% shall be used for salary adjustments or bonuses for rank-and-file employees.
2. No more than 5% of the profit shall be allocated as directors’ remuneration.

If the Company has accumulated losses, an amount sufficient to cover such losses must be reserved in advance. Employee compensation may be paid in cash or shares. The recipients of employee compensation, including treasury shares for employees, employee stock warrants, subscription of new shares by employees, or restricted new shares for employees, may include employees of controlled or affiliated companies who meet certain conditions, with the specific conditions determined by resolution of the Board of Directors.

Directors’ remuneration shall be paid in cash only.

The allocations set forth above shall be approved by a resolution of the Board of Directors, with at least two-thirds of the directors in attendance and a majority of the attending directors voting in favor, and shall be reported to the Shareholders’ Meeting.

Article 18-1: If the Company’s annual financial statements show a profit, the profit shall first be used to pay taxes and offset accumulated losses. Next, 10% shall be allocated to the legal reserve; however, this shall not apply if the legal reserve has already reached the Company’s paid-in

capital. After the allocations required by law or by regulations of the competent authority, including the appropriation or reversal of special reserves, any remaining profit, together with undistributed accumulated earnings, shall be proposed by the Board of Directors as a dividend distribution plan and submitted to the Shareholders' Meeting for approval.

The Company's dividend policy shall align with current and future development plans, taking into consideration the investment environment, funding requirements, international competition, and the interests of shareholders. Each year, dividends shall be allocated no less than 10% of the distributable profit for that year. If the Company incurs a loss in the current year or retains undistributed earnings from prior years, dividends may be distributed from the prior years' retained earnings. However, if the accumulated distributable profit for the current year is less than 10% of the Company's paid-in capital, dividends may not be distributed to shareholders.

Dividends to shareholders may be distributed in cash or stock, with cash dividends comprising no less than 10% of the total dividend distribution.

Chapter 7: Supplementary Provisions

Article 19: Matters not stipulated in these Articles of Incorporation shall be handled in accordance with the provisions of the Company Act.

Article 20: These Articles of Incorporation were originally adopted on July 6, 1985. Subsequent amendments were made on the following dates:

First Amendment: August 13, 1985

Second Amendment: February 6, 1987

Third Amendment: March 4, 1987

Fourth Amendment: September 8, 1990

Fifth Amendment: August 25, 1993
Sixth Amendment: June 30, 1999
Seventh Amendment: October 14, 2002
Eighth Amendment: November 4, 2002
Ninth Amendment: June 28, 2003
Tenth Amendment: September 1, 2006
Eleventh Amendment: November 5, 2009
Twelfth Amendment: November 19, 2009
Thirteenth Amendment: July 13, 2013
Fourteenth Amendment: October 14, 2013
Fifteenth Amendment: June 13, 2016
Sixteenth Amendment: July 15, 2021
Seventeenth Amendment: September 1, 2021
Eighteenth Amendment: July 7, 2022
Nineteenth Amendment: June 30, 2023
Twentieth Amendment: May 28, 2024
Twenty-first Amendment: October 18, 2024
Twenty-second Amendment: June 18, 2025

Formosa Saint Jose Corp.
Yang Ming-Shun