

TEX-RAY INDUSTRIAL CO., LTD.

Chapter I General Provision

- Article 1 : The Company is duly incorporated in accordance with the Company Act and bears the name of TEX-RAY INDUSTRIAL CO., LTD.
The Company's English name is TEX-RAY INDUSTRIAL CO., LTD.
- Article 2 : The Company is engaged in the following business:
I. C301010 Spinning of Yarn
II. C302010 Weaving of Textiles
III. C303010 Manufacture of Non-woven Fabrics
IV. C305010 Printing, Dyeing, and Finishing
V. C306010 Wearing Apparel
VI. C307010 Clothing Accessories
VII. CJ01010 Hat Manufacturing
VIII. F102040 Wholesale of Nonalcoholic Beverages
IX. F102050 Wholesale of Tea Leaves
X. F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
XI. F113010 Wholesale of machinery
XII. F301010 Department Stores
XIII. I501010 Product Designing
XIV. I502010 Clothing Designing
XV. IG02010 Research and Development Service
- Article 2-1 : The Company may make direct investment at the resolution of the Board in excess of 40% of the paid-in capital of the Company, and may act as guarantor in favor of industry peers.
- Article 3 : The Company is established in Taipei, and may establish branches at home and abroad where necessary at the resolution of the Board.
- Article 4 : The Company shall make announcement by advertising on an eye-catching page of local newspapers and sending notice.
- ## Chapter II Shares of Stock
- Article 5 : The Company has authorized capital of NT\$3,000,000,000 evenly split into 300,000,000 shares at NT\$10/share. The Board is authorize to offer the shares in tranches where necessary.
The Company shall reserve NT\$100,000,000 out of the aforementioned authorized capital for the issuance of Employee Stock Options (ESO) in 10,000,000 shares at NT\$10/share. The Board is authorized to offer the ESO in tranches.
- Article 6 : The Company issues registered shares and each share certificate shall be affixed with the names or seals of at least 3 Directors with the assignment of serial number subject to the certification of the competent authority or an approved share registration agent before release. The Company may not print physical share certificate but register with the central depository of securities.
- Article 7 : Shareholders shall present the impression card of their specimen seals to the Company for record. The same procedure is applicable to any amendment thereto. All shareholders shall use the specimen seal identical with the sample on the impression card for claiming dividend or exercising any other rights.
- Article 8 : The administration of shareholder service and share registration of the Company shall be governed by the "Directions for the Administration of Investor Service by Public Companies" of the competent authority and other applicable legal rules.
- Article 9 : Registration of share transfer is prohibited in the period of 60 days prior to the scheduled date of a regular session of the Shareholders Meeting, a period of 30 days prior to the scheduled date of a special session of the Shareholders Meeting, or a period of 5 days prior to the ex-dividend day or any other day of other interest.
- ## Chapter III Shareholders Meeting
- Article 10 : The Shareholders Meeting may convene in regular session or special session.
I. The Shareholders Meeting shall convene in regular session once a year within 6 months after the end of the fiscal year, and shall be called by the Board.
II. The Shareholders Meeting may convene in special session at any time where necessary and to be called in accordance with applicable legal rules.
- Article 11 : The Company shall notify the shareholders of a regular session of the Shareholders Meeting 30 days in advance, and of a special session 15 days in advance. The content of the notice shall include the date and place of the convention and the cause of the convention.
The Company's shareholders' meeting can be held by means of visual communication network

or other methods promulgated by the central competent authority.

- Article 12 : Resolutions of the Shareholders Meeting shall be made by a session of the Shareholders Meeting with the presence of shareholders representing more than half of the outstanding shares issued by the Company and a simple majority of the votes being represented by the shareholders in session unless the Company Act provides otherwise.
- Article 13 : Shareholders are entitled to one vote for the holding of each share except for restricted shares units or shares bearing no voting right as prescribed in Article 179 of the Company Act.
- Article 14 : If specific shareholder cannot attend the Shareholders Meeting in person, this shareholder may appoint a proxy to attend with the use of the power of attorney prepared by the Company and specify the scope of authorization therein. The attendance by proxy to Shareholders Meeting shall be governed by Article 177 of the Company Act and also the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” promulgated by the competent authority.
- Article 15 : If the Shareholders Meeting convenes to the call of the Board, the Chairman shall act as the Presiding Officer. In the absence of the Chairman due to leave taking or for other reasons, the Vice Chairman shall act as the proxy for the Chairman. If there is no Vice Chairman or the Vice Chairman is also absent due to leave taking or for other reasons, the Chairman shall appoint one Director as the proxy. If not, the Directors shall nominate one among themselves to act as the Presiding Officer for the meeting.
- Article 16 : Matters relating to the resolutions by a shareholders’ meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The production and release of the minute of meeting on record as mentioned may be made by announcement. The minute of meeting on record shall be kept within the perpetuity of the Company. The sign-in registry of the shareholders and the sign-in cards, and the power of attorney submitted by the proxies for attending the Shareholders Meeting shall be kept for at least one year. In the event of lawsuit instated by shareholders pursuant tot Article 189 of the Company Act, the aforementioned documents shall be kept until the final ruling of the legal proceedings.
- Chapter IV Directors and Supervisors
- Article 17 : Article 17: The Company shall establish 9 to 13 seats of Directors of which at least 3 shall be reserved for Independent Directors. The number of Independent Directors shall not fall below 1/5 of the total seats of Directors and each has tenure of 3 years. The Company shall adopt the candidate nomination system for the election of Directors. The candidates shall be elected by the Shareholders Meeting from the list of candidates nominated for the election. The professional qualification requirement, restriction of shareholding and holding concurrent position, the determination of the status of independence, the method of nomination and election to office and other matters of compliance shall be governed by applicable legal rules. The Board of the Company shall establish and Audit Committee staffed with Independent Directors as members. The committee shall consist of at least 3 members of whom one shall act as the convenor. At least one member shall be expertise in accounting or finance. The function of the Audit Committee and other matters of compliance shall be governed by applicable legal rules or the Articles of Incorporation of the Company.
- Article 18 : The proportion of all shares held by the Directors shall be governed by related rules and regulations of the competent authority of securities.
- Article 19 : If 1/3 of the seats of Directors were left vacant or Independent Director is relieved from office, the Board shall call for a special session of the Shareholders Meeting for holding an election of Directors to fill the vacancies. The Director Elects to fill the vacancies shall have tenure covering the remainder of the term left behind by the predecessors. In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.
- Article 20 : The Chairman a Vice Chairman shall be appointed by the Board in a session attended by at least 2/3 of the Directors and a simple majority of the Directors in session. The Chairman represents the Company externally. In the absence of the Chairman due to leave taking or for other reasons, the Vice Chairman shall act as the proxy for the Chairman. In the absence of the Vice Chairman due to leave taking or for other reasons, the Chairman shall appoint one Directors to act as the proxy. If not, the Directors shall nominate one among themselves to act as the proxy for the Chairman.

- Article 21 : The Directors are organized into the Board of Directors (the Board) for the final approval of all business policies and important matters. The Board shall establish different functional committees under its direct supervision.
- Article 22 : The presence of at least half of the number of Directors will be necessary to qualify for the quorum of the Board in session and all resolutions shall be made by a simple majority of the votes cast by the Directors in session. If specific Director cannot attend a session of the Board in person, this Director may appoint another Director as the proxy to attend the session. But one Director may act as the proxy of only one other Director. If the Board convenes via videoconferencing, Directors who participate in the videoconference shall be deemed attending the session in person. The parliamentary procedure of the Board shall be governed by the “Rules of Procedure for the Board” of the Company.
- Article 23 : The Board shall convene at least once quarterly. The caution of the convention shall be specified and the meeting notice shall be delivered to the Directors 7 days in advance. The Board may call for special session at any time in the event of an emergency. Meeting notice of the Board may be made by correspondence, fax, or E-mail.
- Article 24 : The function to be performed by Supervisors under the Company Act, Securities and Exchange Act, and other applicable laws shall be taken over by the Audit Committee except the part as stated in Paragraph 4 of Article 14-4 under the Securities and Exchange Act. The rules related to the act of the Supervisors or acting as representatives of the Company under the Company Act as stated in Paragraph 4 of Article 14-4 under the Securities and Exchange Act shall be applicable to the members of the Audit Committee who are Independent Directors with necessary changes made.
- Article 25 : The Directors (including Independent Directors) shall be remunerated by the Company for performing the assigned duties of the Company notwithstanding of the profit status of the Company. The remuneration to the Directors shall be determined by the Board under authorization and in commensurate with the level of participation in the operation of the Company and the contribution value within the upper limit of salaries as stated in the Regulations Governing the Administration of Salaries of the Company. If the Company has account surplus, dividend shall be paid pursuant to Article 31. The Company shall take professional liability insurance for the protection of the Directors.
- Chapter V Managers
- Article 26 : The Company shall establish the positions of managers and the appointment, dismissal and remuneration of whom shall be governed by the Company Act.
- Article 27 : The Company may employ consultants or key personnel at the resolution of the Board.
- Article 28 : The President shall appoint or dismiss all other employees and report to the Board for record.
- Chapter VI Accounting
- Article 29 : The fiscal year of the Company starts on January 1 and end of December 31 of each calendar year.
- Article 30 : The Board of the Company shall prepare the following statements and reports at the end of the fiscal year (I) Business Report (II) Financial statements. (III) The proposal for the distribution of earnings or appropriation for covering carryforward loss, and present to the Shareholders Meeting in regular session for ratification 30 days prior to the scheduled date of the regular session. The distribution of the aforementioned statements and reports may be made by announcement.
- Article 31 : The Company shall appropriate 2% as remuneration to the employees from its earnings, where applicable, which shall be determined by the Board for paying in cash or stock. Employees of the subsidiaries meeting specific condition are also entitled to the remuneration. The Company may also appropriate no more than 2% of the aforementioned amount of earnings as remuneration to the Directors at the resolution of the Board. Employees’ and directors’ remuneration distribution proposals shall be submitted to the shareholders' meeting for reporting. However, the Company shall reserve for covering carryforward loss, where applicable, followed by the appropriation of remuneration to the employees and the Directors in the aforementioned ratios.
- Article 31-1 : In case of profits after final accounts of the Company in the year, the Company shall firstly withhold the taxes, make up for the accumulated losses, set aside 10% as legal surplus reserve, and then calculate or reserve special surplus reserve according to the applicable laws and regulations. In case of any surplus, the Board of Directors shall prepare a distribution proposal together with the undistributed profits of the previous years, and submit the proposal to the shareholders' meeting for resolution on distribution.

The Company's dividend policy, is to cope with the current and future development plans, while considering the investment environment, fund demands, and international and domestic competitions and the benefits of the shareholders. The amount of shareholders' bonus to be distributed every year shall not be lower than 10% of the current distributable earnings. The shareholders' bonus may be distributed in cash or shares; of which, the cash dividends shall not be lower than 10% of the total dividends.

Chapter VII Miscellaneous

- Article 32 : The organization code and enforcement rules shall be instituted separately.
- Article 33 : Anything not mentioned in the Articles of Incorporation shall be governed by the Company Act and other applicable legal rules.
- Article 34 : The Articles of Incorporation was duly instituted on August 4, 1978 The 1st amendment was made on April 1, 1979. The 2nd amendment was made on June 15, 1982. The 3rd amendment was made on April 15, 1984. The 4th amendment was made on November 11, 1989. The 5th amendment was made on April 21, 1990. The 6th amendment was made on June 23, 1993. The 7th amendment was made on September 15, 1995. The 8th amendment was made on September 14 1996. The 9th amendment was made on June 21, 1997. The 10th amendment was made on November 3, 1997. The 11th amendment was made on April 30, 1998. The 12th amendment was made on May 21, 1999. The 13th amendment was made on June 2, 2000. The 14th amendment was made on June 26, 2001. The 15th amendment was made on June 26, 2002. The 16th amendment was made on June 10, 2003. The 17th amendment was made on April 27, 2004. The 18th amendment was made on June 14, 2005. The 19th amendment was made on June 9, 2006. The 20th amendment was made on June 13, 2008. The 21st amendment was made on June 18, 2010 The 22nd amendment was made on June 5, 2012. The 23rd amendment was made on June 27, 2014. The 24th amendment was made on June 21, 2016. The 25th amendment was made on June 16, 2020. The 26th amendment was made on June 15, 2022. The 27th amendment was made on June 9, 2023.

TEX-RAY INDUSTRIAL CO., LTD.

Chairman: Lin Zui Yeh