

# **Shuang-Bang Industrial Corp.**

## **Articles of Incorporation**

### **Chapter 1 General Rules**

Article 1: The Company is incorporated in accordance with the Company Act and named “Shuang-Bang Industrial Corp.”

Article 2: The scope of the Company’s business is as follows:

1. CK01010 Footwear manufacturing
2. C801100 Synthetic Resin and Plastic Manufacturing
3. C802120 Industrial Additive Manufacturing
4. CA04010 Surface Treatments
5. C805010 Manufacture of Plastic Sheets, Pipes and Tubes
6. C805060 Plastic Leathers Products Manufacturing
7. C801020 Petrochemical materials manufacturing
8. C802990 Other Chemical Products Manufacturing
9. C802200 Coatings, paints, dyes and pigments manufacturing
10. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company is headquartered in Nantou County, Taiwan. When necessary and as resolved by the Board of Directors, the Company may establish branches overseas.

Article 4: (deleted)

Article 4-1: The Company may invest in other enterprises for business requirements. Such investments are not subject to the limitation of 40% paid-in capital as specified by Article 13 of the Company Act.

The Company may provide endorsements and guarantees to external parties according to its own Operational Procedures of Endorsements and Guarantees.

### **Article 2 Shares**

Article 5: The Company’s authorized capital is NT\$1.2 billion, divided by 120 million shares and at NT\$10 per share. The Board of Directors is authorized to issue shares in multiple tranches.

Article 6: It is not necessary for the Company to print out shares in issuance. However, registration with Taiwan Depository & Clearing Corporation is required.

Article 7: Shareholders should provide names and addresses to the Company and fill in and submit the seal specimen cards for the Company’s recordkeeping. In case of loss or damage of

the seal and other shareholders' service related matters, the Regulations Governing the Administration of Shareholder Services of Public Companies shall apply.

Article 8: When the Company's registered shares are transferred by a holder via endorsement, it is necessary to write the transferee's name on the shares and provide the transferee's name and address of correspondence or residence for the Company's register of shareholders.

Article 9: Shareholders or legal holders of shares should proceed in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies for loss or damage of shares.

Article 10: Charges may be imposed for division and replacement of less than 1,000 shares due to loss or other reasons unless such shares are obtained via inheritance.

Article 11: The transfer of shares shall be suspended within sixty days prior to the date of each shareholders' meeting, or within thirty days prior to the date of an extraordinary meeting, or within five days before the record date when the Company decides to distribute dividends and bonuses or other benefits.

### **Chapter 3 Shareholders' Meeting**

Article 12: Shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings are convened once a year and within six months after the end of a financial year. Notification is sent by the Board of Directors to shareholders 30 days in advance. Extraordinary shareholders' meetings are convened when necessary and according to laws.

During the convention of the shareholders' meeting, video conference or other methods announced by the central competent authority may be adopted.

Article 13: Any shareholder unable to attend a shareholders' meeting for any reason may appoint a representative to attend the meeting by presenting a proxy form according to Article 177 of the Company Act.

Article 14: If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by Chairman. When Chairman is on leave or unable to exercise power for any reason, Chairman shall appoint Vice Chairman as deputy. If Vice Chairman is also on leave or unable to exercise power for any reason, Chairman shall appoint a director as deputy. Where Chairman does not appoint a deputy, the directors shall elect from among themselves one person to serve as chair. If a shareholders' meeting is convened by a party with power to convene other than the Board of Directors, the convener shall chair the meeting. When there are two or more such conveners, they shall elect a chair from among themselves.

Article 15: Unless otherwise specified by laws, each ordinary share of the Company is entitled to one vote.

Article 15-1: The Company's cancelation of public offering shall require a special resolution by the shareholders' meeting. This clause is not changed whilst the Company is listed on Emerging Stock Market, Taiwan Stock Exchange or Taipei Exchange.

Article 16: Unless otherwise stipulated in the Company Act, the resolution by the shareholders' meeting requires the attendance of shareholders representing more than half of the total issued shares and the consent from the majority of voting rights represented by the attending shareholders.

According to the rules set by competent authorities, the Company's shareholders may exercise voting rights via electronic means. The shareholders who exercise voting rights via electronic means are deemed to be present in person. Relevant matters are processed according to laws and regulations.

Article 17: Matters relating to the resolutions by a shareholders' meeting shall be recorded in meeting minutes. The meeting minutes shall be signed or sealed by the meeting chair and a copy distributed to each shareholder within 20 days after the meeting. Meeting minutes may be distributed via a public announcement. Meeting minutes should record the summary and the outcome of each proposal. Meeting minutes, along with sign-in books and proxies for shareholders' meeting attendance, are retained by the Company according to Article 183 of the Company Act.

#### **Chapter 4 Board of Directors and Audit Committee**

Article 18: The Company has seven to eleven directors. The nomination system is adopted for shareholders' meetings to elect directors. Each term is three years. Re-election is allowed for consecutive terms.

The number of directors mentioned above shall include no fewer than three independent directors that represent no lesser than one-third of the total number of directors. The professional qualifications, shareholdings, restrictions on positions held concurrently, nominations, election methods, and other matters of compliance for independent directors shall be handled in accordance with the relevant regulations set by competent securities authority.

Article 18-1: Unless otherwise required by laws, the Company elects directors based on a cumulative voting system. Each ordinary share contains the votes in the same number as the number of directors to be elected. Votes can all be cast to one candidate or distributed to multiple candidates. The candidates who receive the highest number of votes are elected.

Article 19: When the number of vacant director seats reaches one third of the board, the Board of Directors shall convene a shareholders' meeting according to laws to elect directors to fill in the vacant seats for the remaining term of office.

Article 20: Before the election for new directors is effected after the full 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 office.

Article 21: Directors organize board meetings. Chairman is elected among directors at a board meeting with at least two thirds of directors present and the approval by the majority of attending directors. Chairman executes all the Company's matters according to laws, Articles of Incorporation and resolutions by shareholders' meetings and by board meetings. The Company may establish Vice President, depending on business needs.

Article 22: The Board of Directors decides on the Company's operational guidelines and other important matters. The first meeting of each board is convened in accordance with Article 203 of the Company Act. All the other board meetings are convened and chaired by Chairman. If Chairman cannot exercise power for any reason, Vice Chairman shall act as deputy. If Vice Chairman also cannot exercise power for any reason, Chairman shall appoint a director as deputy. If no deputy is appointed, directors shall choose among themselves to act as deputy.

Article 23: Unless otherwise required by the Company Act, a board meeting requires the attendance of more than half of directors and approval of the majority of the attending directors. If a director is unable to attend for any reason, a proxy may be issued to authorize another directors to attend the board meeting, by listing the matters for convening and the scope of authorization. However, each director can accept authorization by one director. If a board meeting is convened online, the directors participating online shall be deemed to have attended in person.

Article 23-1: The convening of board meetings shall specify matters for discussion. Notices should be sent to directors seven days in advance. However, board meetings may be convened anytime in case of emergency.

The aforesaid convening may be notified in writing, via fax or over emails.

Article 24: Meeting minutes should be produced for board meetings. Such minutes should be signed or sealed by chair and distributed to directors within 20 days after the meeting. Meeting minutes should record the summary and the outcome of each proposal. Meeting minutes, along with sign-in books and proxies for board meeting attendance, are retained by the Company.

Article 25: The Company has established Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. Audit Committee consists of all independent directors, to exercise power as supervisors under the Company Act, the Securities and Exchange Act and other laws and regulations and in adherence to other relevant laws and company charters.

Article 25-1: The Board of Directors is authorized to determine the remuneration of Chairman and directors according to their involvement in and contributions to the Company's operation and in reference to the industry standards.

Article 25-2: The Company may purchases liability insurances for its directors within the scope of liabilities according to laws and resulting from performance of business.

### **Chapter 5 Managerial Officers and Employees**

Article 26: The Company may have managers in place. Their appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Article 27: According to Article 23 of the Articles of Incorporation, the Company may appoint consultants and key employees with resolutions by the Board of Directors.

Article 28: The Company's President appoints and dismisses its employees.

### **Chapter 6 Finalization of accounts**

Article 29: At the end of each financial year, the Board of Directors shall prepare the following reports for the ratification of the shareholders' meeting:

- I. Business report
- II. Financial statements
- III. Earning distribution or loss offsetting proposals

Article 30: Depending on the annual profits, the Company shall allocation 5% to 10% as the remuneration to employees and no higher than 3% as the remuneration to directors. However, profits must first be taken to offset against cumulative losses if any.

An amount no less than 50% of the remuneration of employees described in preceding paragraph shall be appropriated as the remuneration of entry-level employees.

The annual profit mentioned in the above Paragraph shall refer to pre-tax profit before employees' and directors' remuneration in the current year. Employee remuneration can be paid in cash or in shares. Payments may also be made to employees of subordinate companies that satisfy the eligibility criteria.

Distribution of employee/director remuneration is subject to resolution in a board

meeting with more than two-thirds of the board present, and voted in favor by more than half of all attending directors. This decision must also be reported in shareholder meeting.

Article 31-1: The Company shall distribute its annual earnings, if any, in the following order:

1. Tax payments
2. Loss offsetting
3. 10% provision for legal reserve
4. Provision for special reserve when necessary

The remainder plus undistributed earnings carried from previous years and current year's adjustments may be distributed at board of directors' proposal. Distribution of earnings that involves issuance of new shares is subject to resolution in a shareholder meeting.

Any cash distribution of dividend, profit, legal reserve, or capital reserve, whether in whole or in part, may be resolved in a board meeting with more than two-thirds of the board present, voted in favor by more than half of attending directors, and reported in the upcoming shareholder meeting.

The Company is currently in a stage of consistent growth, and after taking into consideration shareholders' interests and the organization's financial position and long-term prospects, no more than 90% of distributable earnings shall be paid out as dividends, with cash dividends amounting to no less than 10% of total dividends.

## **Chapter 7**

Article 31: The Company's organizational charters and detailed rules shall be formulated by the Board of Directors.

Article 32: Any matters not covered by the Articles of Incorporation will be governed by the Company Act and other laws and regulations.

Article 33: The Articles of Incorporation were established on November 4, 1989.

The 1st amendment was made on February 1, 1990.

The 2nd amendment was made on July 29, 1991.

The 3rd amendment was made on February 11, 1992.

The 4th amendment was made on May 16, 1992.

The 5th amendment was made on February 1, 1994.

The 6th amendment was made on August 1, 1998.

The 7th amendment was made on September 23, 1998.

The 8th amendment was made on March 8, 1999.

The 9th amendment was made on July 18, 1999.

The 10th amendment was made on May 21, 2000.  
The 11th amendment was made on June 15, 2001.  
The 12th amendment was made on June 24, 2002.  
The 13th amendment was made on June 24, 2003.  
The 14th amendment was made on May 16, 2006.  
The 15th amendment was made on June 28, 2007.  
The 16th amendment was made on June 30, 2009.  
The 17th amendment was made on June 8, 2010.  
The 18th amendment was made on June 9, 2011.  
The 19th amendment was made on June 18, 2012.  
The 20th amendment was made on June 6, 2014.  
The 21st amendment was made on April 9, 2015.  
The 22nd amendment was made on June 24, 2016.  
The 23rd amendment was made on June 14, 2017.  
The 24th amendment was made on June 16, 2020.  
The 25th amendment was made on August 27, 2021.  
The 26th amendment was made on June 12, 2025.

