

# KWONG LUNG ENTERPRISE CO., LTD.

## Articles of Incorporation

### Chapter 1. General Provisions

Article 1 The Company is duly incorporated under the provisions set forth in the Company Law, and its name shall be 光隆實業股份有限公司 in the Chinese language, and Kwong Lung Enterprise Company Limited in the English language.

Article 2 The Company operates the following Businesses :

1. All Kinds of Feathers and Feather Garment Processing Refining Business
2. All kinds of Feathers and Feather Processing of Refined Leather Accessories Business
3. Sales of All kinds of Feather Pattern Bedding Sewing Products Processing
4. CJ01010 Hat Manufacturing
5. C306010 Outerwear Knitting Mills
6. F401030 Manufacture Export
7. F104040 Wholesale of Luggage and Bag
8. F104060 Wholesale of Bedding
9. F204040 Retail Sale of Luggage and Bag
10. F204060 Retail Sale of Bedding
11. ZZ99999 the Company may, other than those businesses subject to special permission (franchise), engage in all businesses except those banned or restricted by the laws.

Article 2-1 The Company may provide guarantee to other companies to meet in business needs.

Article 2-2 The total amount of the Company's investments in other companies may exceed forty percent of the Company's paid-up capital.

Article 3 The head office of the Company shall be in Taipei, when deemed necessary, the Company may set branch offices within or outside the Republic of China by resolutions of the Board of Directors.

Article 4 (Deleted)

### Chapter 2. Shares

Article 5 The total authorized capital of the Company shall be NT\$1.8 billion, divided into 180 million shares with a par value of NT\$10 each. The Board is authorized to issue common shares and preferred shares by installments

A total of 20,000,000 shares among the above total capital stock should be reserved for issuing employee stock option certificates, preferred shares with warrants or corporate bond with warrant, and the Board is authorized to issue such shares by installments subject to practical need.

Article 6 The rights and other important issuance terms of the Company's preferred shares are as follows:

1. The Company shall pay the taxes first, and recover prior years' losses, then contribute to legal reserve, or to special reserve by the Articles of Incorporation when there are positive earnings. The remaining, if any, may be distributed first to preferred shares as the current year's dividend.
2. The preferred shares yield is capped at 8% on the issue price each year. Annual dividend could be paid by cash once a year. When the Audited Financial Reports have been

approved by the shareholders meeting, the Board will arrange the date to distribute the payable preferred share dividends for the previous year. In the year of issuance and redemption, the actual number of payable dividends shall be calculated based on the days that the preferred shares remained outstanding in that year.

3. The Company has sole discretion on the distribution of preferred share dividends. If there is no earning or insufficient earning for distributing dividends of preferred shares after audited, the Company may decide not to distribute dividends to preferred shares. Preferred shareholders shall not have objection. If the preferred shares are issued as non-cumulative type, the undistributed or insufficient payment in dividends distribution shall not be cumulated to the years afterwards.
4. Except for the dividend prescribed in subparagraph 2 of this Article 6, the non-participating preferred shares holders, are not entitled to participate in the distribution of cash or stock dividends with regard of the common shares derived from earnings or capital surplus.
5. When the Company issues new shares for capital raising , Preferred shareholders shall be entitled equivalent preemptive rights on common shareholders.
6. The distribution priority of preferred shareholders on right of claim the residual property of the Company is higher than the right of common shareholders. All kinds of preferred shareholders have the same priority to claim the compensation which is lower than the priority of general creditors. However, the distribution shall not exceed the amount of outstanding preferred shares which is calculated by the issuance price.
7. The preferred shareholders have no rights to vote for motions and for election of directors and supervisors but are capable to be elected as directors or supervisors. Preferred shareholders have mandatory rights to vote for the motions that are about preferred shareholders rights and obligations or vote in Preferred Shareholders' meetings and in Shareholders' meetings.
8. The Convertible preferred shares issued by the Company are forbidden to converted within 1 year after the date of issuance. The Board is authorized to arrange the convertible period in the actual issuance terms. Holders of convertible preferred shares may, pursuant to the issuance terms, apply for conversion of its shareholding (in whole or in part) to common shares pursuant to the conversion ratio set out in the issuance terms (ratio is 1:1). Upon conversion, the converted shares shall have the same rights and obligations as common shares. Dividend distribution at the year of conversion shall be calculated based on the ratio between the actual issuance days and total days of the conversion year, provided, however, that when the shares are converted prior to the ex-dividend date of any given year, the shareholder may not participate in the preferred share dividend distribution of that year and the dividend distribution of the year after, but such shareholder may participate in the distribution of profit and capital surplus to holders of common shares.
9. Preferred shares have no maturity, holders of preferred shares have no right to request redemption of their shares by the Company. But the Company may pursuant to the relevant issuance terms, redeem the shares by issuance price at any time after the next

day after five years in cash or compulsorily convert such shares into newly issued shares, or redeem all or partial such shares in other manners permissible by law. Unredeemed preferred shares shall continue to enjoy the rights and obligations of issuance terms prescribed in this Article. In the year of redeeming preferred shares, the dividends payable should be distributed in accordance with the actual issuance days of that year until the redemption date if the shareholders' meeting of the Company decides to distribute dividends.

10. The Board is authorized to deal with the TPEX-listed matters of the preferred shares and converted common shares based on the situations of the company and the market.

The Board is authorized to determine the name, the issuance date, terms and other related matters of the preferred shares in accordance with market conditions and investors' expectation, according to the Articles of Incorporation and applicable laws and regulations.

Article 7 The share certificates of the Company shall all be name-bearing share certificates and signed or sealed by no less than three directors. The share certificates shall be issued after being certified by authority concerned or its approved certificate organizations. The Company may not print share certificates. Registers of share certificates shall contact the share certificates' depository and clearing organizations.

Article 8 Registration for transfer of shares shall be suspended sixty (60) days before the date of regular meeting of shareholders, and thirty (30) days before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

#### Chapter 3. Shareholders' Meetings

Article 9 Shareholders' meetings are of two types as regular meetings and special meetings. Regular meetings shall be convened by the Board of Directors within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws and regulations. The Preferred Shareholders' meeting may be convened in accordance with applicable laws and regulations if necessary.

Article 10 A shareholder who is unavailable to attend a shareholders' meeting may duly issue a power of attorney expressly bearing the scope of the authorized power to appoint a proxy to attend the meeting on behalf.

Article 11 Unless otherwise specified in laws and regulations, each share of stock shall be entitled to one vote.

Article 12 Except as provided in the Company Act, resolution of shareholders' meeting shall be adopted by more than one half of the total attended shareholders at a meeting with the concurrence of more than one half of the votes held by shareholders presenting at the meeting. Shareholders may also vote via an electronic voting system, and those who do so shall be regarded as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

#### Chapter 4. Directors and Supervisors

Article 13 The Company shall have five (5) to nine (9) directors and two (2) or three (3) supervisors whose term of office are all three years. The directors and the supervisors are elected by the shareholders' meeting from among the members with legal capacity, and are eligible for

re-election. The Company may, for directors and supervisors during the term of office within the scope of business, take out liability insurance in terms of the responsibility they should bear according to the law. Total registered shares owned by all directors shall not be less than the regulated percentage of the total issued shares based on the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.

Article 13-1 Directors prescribed in Article 13 hereof, the number of independent directors wherein shall not be less than 2 and not less than one fifth of directors. A candidate's nomination system is adopted for independent directors elected by the Shareholders' meeting from among the candidates. Relevant qualification requirements, shareholding, concurrent serving restrictions, means of nomination and election and other matters to be complied shall be handled in accordance with the provisions of the securities regulatory authority.

Article 14 The Board of Directors shall be organized by Directors, and shall elect a chairman of the Board of Directors from among themselves by a majority of votes at a meeting attended by two-thirds or more of the directors to represent the Company.

In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director and supervisor no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time.

The notices to a board of directors meeting may be served in writing, by FAX or e-mail.

Article 15 The meeting of the Board of Directors shall be presided over by the Chairman. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his authority for any reasons, the Chairman shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall select a person among themselves to act for the Chairman of the Board of Directors. All matters not otherwise provided for herein shall be subject to the related provisions of Article 208 of the Company Act. The case that a Director appoints another director to attend a meeting of the Board of Directors on his/her behalf shall be handled in accordance with provisions of Article 205 of the Company Act.

Article 16 In the case that the Directors and the Supervisors of the Company perform duties, regardless of the Company's operating profit or loss, the Company shall authorize the Board of Directors to pay remuneration according to their degree of participation in the Company's operations and the value of their contribution, and which shall not exceed the salary standard of the highest rank based on the Company's Regulations for Compensation.

#### Chapter 5. Managerial Officers

Article 17 The Company may create a certain number of management positions by the resolution of the Board of Directors, the procedures of appointment and discharge and the package of compensation will be conducted in accordance with Article 29 of the Company Act.

#### Chapter 6. Accounting

Article 18 At the close of the Company's each fiscal year, the Board of Directors shall prepare the following reports: (1) the Business Report (2) the Financial Statements (3) Proposals of Surplus Earning Distribution for appropriation of profit or covering of Loss, etc., and shall submit to the regular meeting of shareholders for an admission.

Article 19 If the Company has profits in a fiscal year, the Company shall set aside not less than 1% of

the profits as employee bonuses and not more than 5% of the profits as director and supervisor compensation. However, that the Company shall have reserved a sufficient amount to offset its accumulated losses.

Employee's, director's and supervisor's compensation and the employee's compensation in the form of stocks or cash shall be resolved by a majority vote at a Board of Directors meeting attended by two-thirds of the total number of directors and shall be reported to the shareholders' meeting.

Qualification requirements of employees for distributing employees to compensation, issuing restricted stock for employees, issuing employee stock option certificates, issuing new shares, and the shares bought back by the issuing company transferred to its employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, entitled to receive compensation .

Article 20 The Company shall, after the year-end closing and its losses have been covered and all taxes and dues have been paid pursuant to laws and at the time of allocating surplus profits, first set aside ten percent of such profits as a legal reserve. However when the legal reserve amounts to the authorized capital, this shall not apply. The residual earnings, if any, may be distributed first to preferred shares holders as current year's dividend. The remainder shall be appropriated or reversed as a special reserve pursuant to laws and regulations; in case of any surplus, together with the accumulated unappropriated surplus shall be proposed by the board of directors to the shareholders' meeting and allocated by its resolution.

Shareholders' dividends of which the cash dividend shall not be less than 20 percent, and stock dividend distribution should be adjusted depending on the actual financial structure. Surplus distribution ratio and dividend payout ratio may be adjusted in accordance with the shareholders' meeting resolution depending on the year's actual annual profit and financial situation. The company's dividend policy is based on the Company's capital expenditure and working capital needs, supported by the retained earnings preliminarily and transferred to the capital, then allocated to shareholders, in case of remainder of the surplus, the Company may, based on the year's actual operating conditions and considerations of next following year's capital budget planning to determine the most appropriate dividend policy.

#### Chapter 7.Endnote

Article 21 All matters not otherwise provided for herein shall be subject to the related provisions of the Company Act.

Article 22 The Articles of Incorporation was set on February 17, 1966.

The 1st amendment was made on July 7, 1967.

The 2nd amendment was made on October 1, 1969.

The 3rd amendment was made on October 12, 1973.

The 4th amendment was made on December 20, 1973.

The 5th amendment was made on November 1, 1979.

The 6th amendment was made on October 21, 1981.

The 7th amendment was made on October 30, 1982.

The 8th amendment was made on April 14, 1983.

The 9th amendment was made on May 12, 1983.

The 10th amendment was made on June 2, 1983.  
The 11th amendment was made on June 20, 1983.  
The 12th amendment was made on December 2, 1983.  
The 13th amendment was made on September 20, 1984.  
The 14th amendment was made on June 11, 1985.  
The 15th amendment was made on November 10, 1991.  
The 16th amendment was made on July 25, 1995.  
The 17th amendment was made on August 14, 1995.  
The 18th amendment was made on January 10, 1996.  
The 19th amendment was made on May 8, 1996.  
The 20th amendment was made on June 20, 1996.  
The 21st amendment was made on June 15, 1997.  
The 22nd amendment was made on June 6, 1998.  
The 23rd amendment was made on June 16, 1999.  
The 24th amendment was made on April 15, 2000.  
The 25th amendment was made on May 17, 2001.  
The 26th amendment was made on May 17, 2002.  
The 27th amendment was made on June 27, 2003.  
The 28th amendment was made on June 11, 2004.  
The 29th amendment was made on June 24, 2005.  
The 30th amendment was made on June 23, 2006.  
The 31st amendment was made on June 15, 2007.  
The 32nd amendment was made on May 30, 2008.  
The 33rd amendment was made on June 19, 2009.  
The 34th amendment was made on June 11, 2010.  
The 35th amendment was made on June 28, 2012.  
The 36th amendment was made on June 20, 2013.  
The 37th amendment was made on June 17, 2014.  
The 38th amendment was made on June 9, 2015.  
The 39th amendment was made on June 21, 2016.  
The 40th amendment was made on June 22, 2018.  
The 41st amendment was made on May 30, 2019.