

Baolong International Co., Ltd.

Articles of Incorporation

Chapter One: General Provisions

- Article 1 The Company is incorporated in accordance with the "Company Act", under the name of "Baolong International Co., Ltd., same as English name of the Company.
- Article 2 The Company's business activities comprise the following:
- (1) C802090 Manufacture of Cleaning Preparations
 - (2) C802100 Cosmetics Manufacturing
 - (3) C802110 Cosmetic Pigment Manufacturing
 - (4) F102170 Wholesale of Foods and Groceries
 - (5) F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
 - (6) F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures
 - (7) F106010 Wholesale of Hardware
 - (8) F106020 Wholesale of Daily Commodities
 - (9) F107030 Wholesale of Cleaning Supplies
 - (10) F108040 Wholesale of Cosmetics
 - (11) F116010 Wholesale of Camera Equipment
 - (12) F118010 Wholesale of Computer Software
 - (13) F201010 Retail Sale of Agricultural Products
 - (14) F201020 Retail Sale of Livestock Products
 - (15) F201030 Retail Sale of Fishery Products
 - (16) F203010 Retail Sale of Food, Grocery and Beverage
 - (17) F203020 Retail Sale of Tobacco and Alcohol
 - (18) F206010 Retail Sale of Hardware
 - (19) F206020 Retail Sale of daily commodities
 - (20) F207030 Retail Sale of Cleaning Supplies
 - (21) F208040 Retail Sale of Cosmetics
 - (22) F301020 Supermarkets
 - (23) F401010 International Trade
 - (24) F501060 Restaurants
 - (25) G801010 Warehousing
 - (26) H701040 Specific Area Development
 - (27) H701060 New Towns, New Community Development
 - (28) H703100 Real Estate Leasing
 - (29) I103060 Management Consulting
 - (30) I301010 Information Software Services
 - (31) J901020 Regular Hotel

(32) JE01010 Rental and Leasing Business

(33) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 Guarantees third parties for business needs.

Article 4 The Company's total reinvestment amount may exceed 40% of its paid-up capital.

Article 5 Headquartered in Yunlin County, Taiwan, ROC, the Company can set up branches at other appropriate locations, if necessary.

Article 6 The Company's announcements shall be subject to Article 28 of the Company Act.

Chapter Two: Shares

Article 7 The Company has the authorized share capital of NT\$2.8 billion, which is divided into 280,000,000 shares at par value of NT\$10 per share and issued in installments; the Board of Directors are authorized to issue the unissued shares as needed.

Article 8 The Company issues its shares to registered owners only. Share certificates are issued with the signatures or authorized seals of at least three directors, subject to certification by the operation of the laws

The Company is not required to print non-physical stock certificates for its shares. The Company shall communicate with a centralized securities depository enterprise for registration.

Article 8-1 Shares purchased by the Company pursuant to the Company Act can be transferred only to the employees of the Company and any domestic and overseas companies controlled or affiliated to the Company; specific subscription conditions and qualified transferee shall be decided by the board of directors according to the "Company Act".

In issuing new shares, subscribing new shares shall be made by the employees of the Company and any domestic and overseas companies controlled or affiliated to the Company; specific subscription conditions and qualified transferee shall be decided by the board of directors according to the Company Act.

Issuance of new restricted shares for subscription by the employees of the Company and any domestic and overseas companies controlled or affiliated to the Company; specific subscription conditions and qualified transferee shall be decided by the board of directors according to the Company Act.

Article 9 All share-related affairs of the Company shall proceed according to the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority

Article 10 BIC shall retain image of the seal of shareholders or representatives of corporate shareholders for future reference. The latter shall seal stamp the document used to execute stock relevant affairs or exercise their power.

Article 11 Shareholders shall not change title or transfer shares 60 days prior to ordinary shareholders' meeting, 30 days prior to extraordinary shareholders' meeting, or 5 days prior to the distribution base of dividends, bonuses or other benefits.

Chapter III Shareholders' Meeting

- Article 12 There are two types of shareholders' meeting: the regular and the extraordinary one; the Board of Directors shall convene the regular one in 6 months after the end of each fiscal year and the extraordinary one according to the law when needed. The notice and announcement of the shareholders' meeting shall specify the reason for the convening; if the notice is approved by the counterparty, it may be done electronically.
- Article 13 A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date and 15 days for the extraordinary one; the date, place, and causes of the shareholders' meeting shall be indicated in the notice to individual shareholders and announced to the public.
- Article 13-1 The company may opt to convene shareholders' meeting online or other methods set by the central competent authorities.
- Article 14 Except otherwise regulated by law, a shareholder meeting resolution is passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.
- Article 15 If a shareholder is unable to attend the shareholder meeting in person, a proxy can be appointed to attend on behalf of such shareholder by completing the Company's proxy form and by specifying the scope of delegated authority. Unless otherwise regulated in Article 177 of the Company Act, shareholders shall delegate their proxy attendants in compliance with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies." Promulgated by competent authorities.
- The Company's shareholders are entitled to one vote per share, except for shares that are subject to voting restrictions or situations outlined in Paragraph 2, Article 179 of the Company Act.
- Article 16 If the shareholder meeting is convened by the board of directors, the Chairman shall act as chairperson. If the Chairman is unable to perform duties due to leave of absence or any reason, take care of the situation according to Article 208 of the Company Act; for shareholder meetings convened by any authorized party other than the board of directors, the convener shall chair the meeting. If there are two or more eligible conveners at the same time, one shall be appointed among themselves to chair the meeting.
- Article 17 Shareholder meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chairperson, and disseminated to each shareholder in 20 days after the meeting.
- Distribution of the aforesaid minutes can be made in the form of announcement.

Chapter Four: Directors

- Article 18 The board shall consist of five to seven directors, including at least three independent directors and account for at least one-fifth of total director seats. The term of office of a director shall not exceed three years; but he/she may be eligible for re-election. 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. However, the competent authority

may, ex officio, order the Company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

The candidate nomination system shall be adopted during election of directors. Shareholders shall elect directors from the list of candidates thereof in accordance with the Company Act, the Securities and Exchange Act, and other related laws and regulations.

Independent and non-independent directors shall be elected at the same shareholder meeting. The number of elected independent and non-independent directors shall be calculated separately.

Article 19 The total shares of nominal stocks held by the entire body of directors shall conform to Article 26 of the Securities and Exchange Act.

Article 20 Directors during the term of office shall not transfer more than one half of shares they held at the time they are elected, or they shall, ipso facto, be discharged from the office of director. Where directors of a company are re-elected, prior to the expiration of the term of office, in case the elected directors transfer more than half of the shares held by them when being elected before inauguration of the office of director or during company's shares held at the time of election, or within the share transfer prohibition period fixed prior to the convention of a shareholders' meeting, then their election as a director shall become invalid.

Article 21 The directors shall organize the board of directors to elect a chairman and a deputy chairman among directors during a board meeting with more than twothirds of directors present, and with the support of more than half of attending directors. The Chairman serves as the Company's representative to the outside world.

Article 21-1 The Company's board meetings shall be convened and communicated to directors 7 days in advance with a notice indicating causes to the meeting. however, board meetings may be convened in case of emergency.

A notice of such board meeting may be communicated to the Company's directors and supervisors in writing or via facsimile or email.

Article 22 The chairman shall chair the board of directors; If the Chairman is unable to perform duties due to leave of absence or any reason, take care of the situation according to Article 208 of the Company Act

Article 23 Except otherwise regulated by law, a directors' meeting resolution is passed when more than 50% of all directors are present in the meeting, and voted in favor by more than 50% of all directors presented at the meeting; directors unable to attend the meeting may seek proxy attendance by another director, a separate proxy letter shall be issued for every board meeting, with the extent of delegated authority specified separately for each agenda item. Each proxy attendant may only represent the presence of one absent director.

Article 24 The powers of the board of directors are as follows:

I. Examination and approval of various rules and regulations.

- II. Decision on business policies.
- III. Command and supervision of business operations.
- IV. Propose to increase or reduce capital
- V. Propose the distribution of profit gains and offset of profit loss.
- VI. Appointment and removal of candidates for general manager and deputy general manager.
- VII. Other functions and powers in accordance with the provisions of the Company Act or the shareholders' meeting.

Chapter Five: Managers

Article 25 The company shall assemble an audit committee, which shall consist of all independent directors, in accordance with Article 14-4 of the "Securities and Exchange Act".

The number of committee members, terms of service, responsibilities, rules governing the proceedings of meeting, and other matters shall be separately specified in the "Audit Committee Charter" in accordance with the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies".

Article 26 The remuneration committee shall present the remuneration package of all directors based on individual directors' participation and contribution to BIC's operations as well as level of competitors to the board of directors for approval as authorized by the board of Directors.

Directors and supervisors are entitled to a travel expense subsidy equal to NT\$2000 for each meeting attended.

BIC shall cover the "Directors and Officers Liability Insurance" for directors and supervisors regarding their legitimate liabilities of compensation within their term of office and scope of duties.

Article 27 BIC shall have one general manager, whose appointment, removal and remuneration shall be subject to Article 29 of the "Company Act".

The Company shall cover the "Directors and Officers Liability Insurance" for the manager regarding his/her legitimate liabilities of compensation within his/her term of office and scope of duties.

Article 28 The general manager shall be nominated by the chairman and appointed and removed by the board of directors in accordance with the law. The deputy general manager shall be selected by the general manager and approved by the chairman, and shall be appointed and removed with the approval of more than half of the board of directors.

Chapter Six: Accounting

Article 29 The board of directors is responsible for preparing and submitting the following statements and reports according to the legal procedures at the annual shareholders' meeting for ratification at the end of each fiscal year. And submit to the shareholders' meeting for ratification as required by law. (1) Business report; (2) Financial statements; and (3) Earnings appropriation or loss reimbursement proposal

The board of directors is authorized to distribute all or part of dividends and bonuses in cash based on the resolution of over half of attending directors and report at the annual shareholders' meeting, where more than two thirds of all directors shall be present, at the end of each fiscal year.

The Company may propose after the close of each half fiscal year the surplus earnings distribution or loss make-up.

Article 29-1 The Company is required to allocate at least 0.3% of its annual profit in the form of cash or stock for employees' bonuses as approved by a board meeting with more than twothirds of directors present, and with the support of more than half of attending directors, and report to the shareholders' meeting.

However, in case of previous losses, the Company shall allocate the said bonus with the loss make-up amount deducted and reserved. Only the employees of the Company and any domestic and overseas companies controlled or affiliated to the Company are entitled to the bonuses in the form of stock or cash; specific conditions and qualified employees shall be decided by the board of directors according to the Company Act.

Article 30 After the final settlement at the end of each year, annual surpluses concluded by the Company are first subject to taxation and reimbursement of previous losses by law, followed by a 10% provision or reversal of special reserve as required by law. Subsequently, if there are some surpluses, they shall be combined with cumulative undistributed earnings and subject to the proposal for the distribution of earnings issued by the board of directors; a request for distribution shall be put forward at the shareholder meeting for distribution.

According to the Company's dividend policy and in consideration of its current and future development plans, investment environment, capital requirements, domestic and overseas competition, and shareholders' interest, at least 10% of its annual distributable earnings shall be distributed as shareholders' dividends and bonuses in the form of cash or stock, among which cash dividends shall amount to at least 50%, and the rest shall be stock dividends. In case of needs of investment, new construction, reconstruction, expansion or funds, the Company may be distributed in the form of stock dividends.

Chapter Eight: Supplementary Provisions

Article 31 The company charters and operation guidelines shall be stipulated separately.

Article 32 Any matters not addressed herein shall be governed by the Company Act and other related laws and regulations

Article 33 The Articles of Association shall become effective after being approved by the shareholders' meeting, and the same shall apply to amendments.

Article 34 The Articles of Incorporation was established on June 10, 1965.

The first amendment was made on December 26, 1965.

The second amendment was made on April 18, 1967.

The third amendment was made on February 23, 1957.

The fourth amendment was made on May 2, 1968.

The fifth amendment was made on June 12, 1969.

The sixth amendment was made on May 17, 1971 of the Republic of China.

The seventh amendment was made on June 16, 1972.

The eighth amendment was made on May 22, 1973.

The ninth amendment was made on May 10, 63 of the Republic of China.

The tenth amendment was made on September 25, 1975.

The eleventh amendment was made on March 6, 1976.

The twelfth amendment was made on April 6, 1977.

The thirteenth amendment was made on May 4, 1978.

The fourteenth amendment was made on April 26, 1979.

The fifteenth amendment was made on April 26, 1980.

The sixteenth amendment was made on April 8, 1981.

The seventeenth amendment was made on April 28, 1982.

The eighteenth amendment was made on May 7, 1985.

The nineteenth amendment was made on June 5, 1991.

The twentieth amendment was made on June 3, 1992.

The twenty-first amendment was made on June 3, 1993.

The twenty-second amendment was made on June 9, 1995.

The twenty-third amendment was made on January 24, 1996.

The twenty-fourth amendment was made on May 24, 1997.

The twenty-fifth amendment was made on June 15, 1999.

The twenty-sixth amendment was made on June 13, 2000.

The twenty-seventh amendment was made on May 8, 2001.

The twenty-eighth amendment was made on May 30, 2002.

The twenty-ninth amendment was made on June 10, 2005.

The thirty amendment was made on June 15, 2007.

The thirty-first amendment was made on June 4, 2010.

The thirty-second amendment was made on June 8, 2012.

The thirty-third amendment was made on June 17, 2013.

The thirty-fourth amendment was made on June 12, 104 of the Republic of China.

The thirty-fifth amendment was made on June 15, 2016.

The thirty-sixth amendment was made on December 15, 2016.

The thirty-seventh amendment was made on June 8, 2018.

The thirty-eighth amendment was made on June 5, 2019.

The thirty- ninth amendment was made on June 6, 2022.

