

# Sentien Printing Factory Co., Ltd.

## Articles of Incorporation

- Chapter 1 General Rules
- Article 1 The Company shall be incorporated under the Company Act and its name shall be “Sentien Printing Factory Co., Ltd.” (hereafter referred to as “the Company”).
- Article 2 The scope of business of the Company shall be as follows:
1. C701010 Printing
  2. C702010 Plate Making Industry
  3. CC01110 Computer and Peripheral Equipment Manufacturing
  4. CC01990 ther Electrical Engineering and Electronic Machinery Equipment Manufacturing
  5. C805030 Plastic Daily Necessities Manufacturing
  6. C805050 Industrial Plastic Products Manufacturing
  7. F107190 Wholesale of Plastic Films and Bags
  8. F113020 Wholesale of Household Appliance
  9. F113990 Wholesale of Other Machinery and Tools
  10. F401010 International Trade
  11. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval
- Article 2-1 The Company may provide extenal guarantees.
- Article 3 The Company may conduct re-investment(s) in other businesses for its business needs, the re-investment total amount shall not exceed 40% of its paid-in capital.
- Article 4 The Company establishes in Tainan City, when it is considered necessary through resolution of the board of directors meeting, branch companies may be established in other domestic and foreign locations.
- Article 5 The Company’s public notices shall be pursuant to Article 28 of the Company Act.
- Chapter 2 Shares
- Article 6 The Company’s share capital is rated at NTD Four Hundred and Fifty Million, divided into Forty-Five Million shares, and the amount per share is set at NT\$10. Unissued shares may be issued in separate installments based on resolutions of the meetings of the Board of Directors.
- Article 7 The stock certificates of the Company shall be registered and stated the matters listed in Article 162 of the Company Law and issued after being signed or sealed by Directors representing the Company and after being authenticated which is competent to certify shares under the laws. After the Company’s shares are listed, it is not necessary for the Company to print the stock certificates, provided that it shall be registered at a central custody of securities.
- Article 8 Registration for share transfer shall be suspended within sixty days prior to each ordinary shareholders' meeting, thirty days prior to each extraordinary shareholders' meeting, or five days prior to any record date for distribution of dividends or other interests as determined by the Company.
- Chapter 3 Shareholders’ Meeting
- Article 9 Shareholders’ meetings are divided into tow categories: general shareholders’ meetings and special shareholders’ meetings. General shareholders’ meetings shall be convened once a year within 6 months from the end of each fiscal year. Special shareholders’ meetings may be convened in accordance with laws. If a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board of Directors.
- When the Chairperson by reason of leave or otherwise is unable to exercise such power of office, the Chairperson shall designate a Director as chair of the meeting, failing which the Directors shall select one of their number to chair the meeting.
- If a shareholders’ meeting is convened by any person, other than the Board of Directors, entitled to convene such a meeting, the meeting shall be chaired by that person. If the meeting is convened by two or

more such persons, they shall select one of their number to chair the meeting.

Article 10 All shareholders shall be informed of the date, location and reasons of convention thirty days before the convention of an ordinary shareholders' meeting, and fifteen days before the convention of an extraordinary shareholders' meeting.

Article 11 Shareholder(s) who has (have) held more than one percent (1%) of the total amount of the issued and outstanding shares of the Company may submit a written motion for a regular Meeting to the Company. However, each of such shareholders can only submit one (1) motion.

The relevant operations shall be handled in accordance with the Company Act and the relevant laws.

Article 12 Any shareholder who cannot attend a shareholders meeting for any reason may issue a proxy printed by the Company, specifying the scope of authorization, to appoint one person to attend the meeting on the shareholder's behalf. Rules of proxies for shareholders meeting shall be in accordance with the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 13 Each shareholder of the Company shall be entitled to one vote for each share held, except when the shares are deemed non-voting shares under Article 179 Paragraph 2 of the company law, which may be exercised.

Article 14 Unless otherwise provided for by law, a resolution of a shareholders' meeting shall be adopted by a majority vote of the shareholders who are present at the meeting and represent more than half of the total number of issued shares.

Article 15 Any proposal to cancel the public listing status of the Company's shares shall be subject to shareholder resolution. This clause shall not be revised during the listing period in the Stock Exchange or the Over-the-Counter Market.

Article 16 The resolutions of the shareholders meeting shall be recorded in the meeting minutes signed or sealed with the chop of the chairperson and distributed to the shareholders each within 20 days after the meeting. The service of the meeting minutes shall be handled in accordance with the Company Act.

Chapter 4 Director

Article 17 The Company has 5 to 9 directors, to be elected from persons with legal capacities by the shareholders meeting. Directors shall serve terms of three (3) years. The same person may be re-elected upon expiry of the term. Directors of the company shall be elected under the candidate nomination system, the Board of Directors of the Company or a shareholder of the Company holding at least one percent (1%) of the total number of the outstanding shares issued by the Company may submit to the Company a roster of the director candidates, upon evaluation by the board of directors that all candidates so nominated are qualified director candidates, submit it to the shareholders' meeting for elections.

The election of directors of the Company shall adopt the single-name cumulative voting system, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates.

If it is necessary to amend the election system, the amendments to the election system shall be listed in a comparison table with the reason of convening the shareholders' meeting in addition to handling in accordance with the provision of Article 172 of the Company Act.

When the legal person is a shareholder, its representative can also be elected as a director. When there are several representatives, they can be elected separately, owing to the change of his/her functional duties, be replaced by a person to be authorized by the company so as to fulfill the unexpired term of office of the predecessor.

In case no election of new directors is effected after expiration of the term of office of existing directors, unless otherwise provided for by law, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

The Corporation may obtain liability insurance for directors with respect to liabilities resulting from exercising their duties for all Directors of the Corporation to protect the rights and interests of shareholders and reduce the operational risk of the Corporation.

	After the company's public offering of shares, the total shareholding of the Company held by all Directors shall be handled in accordance with the regulations of the security's regulatory authorities.
Article 18	<p>After the company's public offering of shares, the Company shall have among the aforementioned directors, at least two independent directors, and the number of independent directors shall be no less than one-fifth of the total number of the directors. the independent directors shall be elected from among the nominees listed in the roster of director candidates.</p> <p>Compliance matters with respect to independent directors shall comply with the regulations of the competent securities authority.</p> <p>The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be committee convenor, and at least one of whom shall have accounting or financial expertise.</p> <p>Organization, authority of office, rules and procedures of meetings and other matters to be complied with of the Company's Audit Committee shall be in conformity with the requirements of the competent authority.</p>
Article 19	<p>The board of directors shall elect a chairperson from among themselves by a majority vote at a meeting attended by over two-thirds of the directors, the chairperson shall externally represent the Company and take charge of important matters.</p> <p>In the event that the Chairperson is absent or unable to exercise his/her authority, the Board of Directors shall designate one Director acting for him/her in accordance with Article 208 of Company Act.</p>
Article 20	<p>Each director shall attend the meeting of the board of directors in person. If directors can not attend in person, he/she shall to appoint one person to attend the meeting of the board of directors according to Article 205 of the Company Act. If the meeting of the Board of Directors is held by videoconference, the directors who participate in the meeting by videoconference shall be deemed to be present in person. A Director may authorize another Director to attend the meeting on his/her behalf by presenting a written authorization indicating the scope of authorization. Each Director may be authorized to attend a meeting by only one another Director.</p> <p>A director residing in a foreign country may appoint in writing a shareholder residing in the national territory as his/her proxy to attend the meetings of the board of directors on a regular basis.</p> <p>Appointment of the proxy in accordance with the provisions of the preceding Paragraph shall be registered with the competent authority; and this requirement shall also apply to the change of the proxy.</p>
Article 21	<p>The Corporation may offer remuneration to all Directors for exercising their duties of the Corporation irrespective of whether the Corporation operate at a profit or loss. The Board of Directors is authorized to determine the remuneration for the Directors, taking into account the extent of their involvement in the operation of the Corporation, the value of their contribution, and the standards of the industry.</p>
Article 22	<p>Unless otherwise provided by the Company Act, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted by the majority of the Directors present at the meeting.</p>
Article 23	<p>Meetings of the Board of Directors shall be convened upon written notice mailed to all the other Directors, at least 7 days, unless in case of urgent circumstances, prior to the date of the meeting, specifying the agenda. Notices of meetings may be sent in writing, via e-mail or by fax.</p>
Chapter 5	Managerial Officers
Article 24	<p>The Company may have a number of managerial officers, and the appointment, discharge and the remuneration of the managerial officers shall be handled according to Article 29 of the Company Act.</p>
Chapter 6	Account
Article 25	<p>The general final account of the Company is performed once for each fiscal year, and the date of December 31 shall be the final account date.</p> <p>At the end of each fiscal year, according to Article 228 of the Company Act, the board of directors of the Company shall prepare the following statements and reports, followed by submitting to the regular shareholders meeting to request for ratification.</p>
Article 26	<p>If the Company has surplus earnings in a fiscal year, the Company may allocate no less than 2% of profit as compensation to employees and no more than NT\$ 500,000 as compensation to directors. However,</p>

when the Company has accumulated losses, the Company shall allocate a portion or all of its reserves to cover such losses.

Article 27

If there is any profit in an annual general financial statement, the Corporation shall set aside 10% of the profits as legal reserve after reserving the taxes and dues to be paid and the losses in previous years to be covered. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. Allocate special reserve based on the operational need of the Corporation and the laws & regulations. The remaining profits and the retained earnings from previous years will be allocated as distributable profits. The Board of Directors will prepare a distribution proposal and submit the same to the shareholders' meeting for review and approval by a resolution. The amount of shareholders' bonus shall not be less than 30% of current year surplus of the Company.

Shareholder dividends are distributed in the form of stock dividends and cash dividends, of which cash dividends are 100% to 50%, and stock dividends are 0% to 50%. For the distribution of cash dividends (including the distribution of capital reserves and statutory surplus reserves in cash in accordance with Article 241 of the Company Law), the board of directors shall be authorized to issue dividends after a special resolution, and shall be reported to the shareholders' meeting. If stock dividends are issued, they must be distributed after a special resolution of the shareholders' meeting.

Article 28

For any matters not specified in this Article of Incorporation, such matters shall be handled according to the regulations of the Company Act and relevant laws.

Article 29

These Articles of Incorporation were established on a August 24, 1972, and were amended on:

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|------------------------|------------------------|-----------------------|
| (1) June 25, 1976      | (2) April 2, 1987      | (3) August 31, 1998   |
| (4) October 1, 1998    | (5) November 10, 1998  | (6) November 2, 2001  |
| (7) October 13, 2003   | (8) December 31, 2003  | (9) September 1, 2004 |
| (10) August 19, 2005   | (11) November 23, 2007 | (12) August 18, 2008  |
| (13) February 27, 2009 | (14) June 30, 2009     | (15) June 25, 2010    |
| (16) June 22, 2011     | (17) June 20, 2012     | (18) June 19, 2013    |
| (19) June 25, 2015     | (20) June 24, 2016     | (21) June 25, 2019    |
| (22) June 28, 2022     |                        |                       |