# ARTICLES OF INCORPORATION

Ching Feng Home Fashions Co., Ltd.

## CHAPTER 1 GENERAL ARTICLES

1. The Company is organized in accordance with the regulations as outlined in the Company Law and is named "Ching Feng Home Fashions Co., Ltd."＜慶豐富實業股份有限公司＞ .

2. The purposes for that the Company is formed are:

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|---|---|---|
| 1) | C307010 | Apparel, clothing accessories and other textile product manufacturing |
| 2) | C399990 | Other textile products manufacturing |
| 3) | C501040 | Reconstituted wood manufacturing |
| 4) | C501070 | Bamboo and cane products manufacturing |
| 5) | C501990 | Other wood products manufacturing |
| 6) | C805010 | Plastic sheets, pipes and tubes manufacturing |
| 7) | C805030 | Plastic made grocery manufacturing |
| 8) | C805990 | Other plastic products manufacturing |
| 9) | CH01040 | Toys manufacturing |
| 10) | CI01010 | Rope, cable and net manufacturing |
| 11) | CN01010 | Furniture and fixtures manufacturing |
| 12) | F401010 | International trade |
| 13) | F104110 | Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile product |
| 14) | F105050 | Wholesale of furniture, bedclothes, kitchen equipment and fixtures |
| 15) | F204110 | Retail of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile product |
| 16) | F205040 | Retail of furniture, bedclothes, kitchen equipment and fixtures |
| 17) | CC01060 | Wired communication equipment and apparatus manufacturing |
| 18) | F113070 | Wholesale of telecom instruments |
| 19) | CC01080 | Electronic parts and components manufacturing |
| 20) | F119010 | Wholesale of electronic materials |
| 21) | F601010 | To engage in business relating to intellectual property |
| 22) | I501010 | To engage in business relating to product designing |
| 23) | ZZ99999 | Exclusive of those require a permit. Business not restricted or limited by law. |
| 24) | J101030 | Waste Disposing |
| 25) | J101040 | Waste treatment |
| 26) | J101080 | Waste Recycling |
| 27) | F199010 | Wholesale of Recycling Materials |
| 28) | CC01040 | Lighting Facilities Manufacturing |
| 29) | F113020 | Wholesale of Household Appliance |
| 30) | F401021 | Import of Restrained Telecom Radio Frequency Devices and Materials |
| 31) | E801010 | Interior decoration |

2-1 The Company may re-invest in other business, and is not subject to Article 13 of the Company Law that states the investment shall not exceed 40% of the paid-in capital.

2-2 The Company may provide a guarantee to others when necessary.

3. The head office of the Company is located in Changhua County, Taiwan, and the Company may establish branch offices in or out of the country with the resolution by the Board of Directors.

## CHAPTER 2 SHARES

5. The total registered capital is New Taiwan Dollars 3 billion only (NT$3,000,000,000), that is divided into 300,000,000 shares of NT$10 each, and may be issued in separate parts.

Among the total registered capital, NT$30,000,000 shall be reserved for employees' acquisition of warrants, divided into 3,000,000 shares with NT$10 each, to be issued in separate parts with the resolution by the Board of Directors.

The issuance of stock shall be handled in accordance with regulations of the authorities concerned. Taiwan Securities Central Depository Co. Ltd. may ask the Company to change outstanding shares into ones in larger face value.

5-1. The company can buy back treasury shares at a price lower than the actual average price of the shares, and transfer them to employees, but a resolution must be made at the shareholders' meeting in accordance with relevant laws and regulations.

5-2. Treasury shares, stock warrants, new share purchasing, and new shares with restricted rights may be also granted to employees of subsidiaries or an entity that the company has control over it.

6. The stock certificates of the company are all in registered form, signed or stamped and numbered by the director representing the company. The shares of the company are issued with the approval by the competent authority or any issuing authority approved by the competent authority. The company may issue shares without a physical stock certificate. However, shareholders should contact the centralized securities depository for registration.

7. The transfer of stock shall not be made sixty(60) days prior to the shareholders' general meeting, thirteen(30) days prior to the shareholders' special meeting, or five(5) days prior to the base date of dividends, bonus or other interest distribution.

8. The issuance of stock shall be handled in accordance with regulations of the authorities concerned.

## CHAPTER 3 SHAREHOLDERS' MEETINGS

9. There are two types of shareholders' meetings. A general meeting shall be held at least once a year within six months after the closing of the accounting year. A special meeting shall be called from time to time when necessary.

10. Shareholders' meetings called by the Board of Directors shall be handled in accordance with Item 3 of Article 208 of the Company Law. Shareholders' meetings called by those who are entitled to, the person who calls the meeting shall be the chairperson of that meeting. When the meeting is called by more than two persons, one of the persons shall be appointed as the chairperson. When the chairperson is against the rule and dismisses the meeting, one of the shareholders may be elected the chairperson by more than half of the shareholders present in order to continue the meeting.

11. All shareholders are entitled to one vote for each share they own.
The minutes of the meeting of shareholders shall be drawn up, signed or sealed, by the Chairperson, and sent to each shareholder within twenty(20) days after the meeting. Minutes to shareholders may be effected by publication.

11-1 If the shareholder is not able to be present in the shareholders' meeting, his or her proxy with the Power of Attorney printed by the Company, stamped with the same seal of the shareholder as kept in the Company, and with detail authorization, may be present. Except trust company and certified agency of stocks, when one proxy represents more than two shareholders, and the voting right that he or she represents exceeds 3% of the total shares issued, then the voting right that exceeds 3% of the total shares issued shall be disregarded. The Power of Attorney shall be delivered to the Company five(5) days before the meeting. The one that comes first shall prevail when there are repetitions, but those to cancel the power of attorney are not subject to the rule.

12. Unless otherwise specified, the quorum necessary for shareholders' meeting shall be no less than half of the shareholders representing total shares issued. Resolutions shall be passed by a majority of votes.

## CHAPTER 4 DIRECTORS AND SUPERVISORS

13. There are five(5)-seven(7) directors in the Company, elected by the shareholders among those who have the executive capability for a term of three years, and may also stand for reelection.

    The stock ownership of directors of the company must meet the requirements of "Rules and Review Procedures for Director Share Ownership Ratios at Public Companies" issued by the competent authority.

13-1. 1) The number of independent directors shall not be less than 3 and shall not be less than 1/5 of the total number of directors.
    2) In compliance with Articles 14-4 of the Securities and Exchange Law, the Company shall establish an Audit Committee, which shall consist of all independent directors. The exercise of the Audit Committee's powers and other matters to be followed shall be handled in accordance with the Company Law, the Securities and Exchange Law and other relevant regulations.

14. The directors constitute the Board of Directors, and two of them shall be chosen or elected the chairman and vice chairman respectively with more than 2/3 of directors present. The resolution shall be passed by a majority of votes. The chairman represents the Company.

15. Regular Board meetings shall be held at least once per quarter. Special meetings may also be called whenever necessary. Unless otherwise specified, Board Meetings shall be called by the Chairman, and unless otherwise specified, the quorum necessary for a Board meeting shall be no less than half of the directors present, and resolutions shall be passed by a majority of votes.

    Written notice of all board meetings shall be mailed to each director not less than seven(7) days before the meeting date by mail, fax or e-mail. Emergency board meetings may be convened any time.

    If the director is not able to be present in the meeting, he/she may ask any other director of the Company to be his/her proxy. When a video conference is held, those directors who participate the video conference shall be considered present personally.

16. In the absence of the Chairman or when the Chairman is not able to exercise his/her right, his/her proxy shall be handled in accordance with Article 208 of the Company Law.

17. The Board of Directors is authorized to determine the compensation for the Directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the prevailing rates in the industry.

17-1. The Company shall purchase directors and officers (D&O) liability insurance for the directors to protect them from claims which may arise from the decisions and actions taken within the scope of their regular duties.

## CHAPTER 5 MANAGERS

18. The Company has a number of managers. Their appointment, discharge and compensation shall be handled in accordance with Article 29 of the Company Law. Their compensation shall be handled in accordance with personnel rules and regulations of the company.

## CHAPTER 6 ACCOUNTING

19. After the closing of the accounting year, the Board of Directors should prepare the following statements to be submitted to the shareholders' meeting for approval: 1) Annual Report, 2) Financial statements, 3) The proposal for allocation of profit or making up losses.

20. If there is any profit, a minimum of 2% shall be allocated to pay to the employees of the company and its subsidiaries, and no more than 3% to directors. However, losses of prior year(s) shall be offset first if there is any.

At least forty percent (40%) of the total amount of employee remuneration specified in the preceding paragraph shall be allocated to basic-level employees. Such payment to employees of the company and its subsidiaries who meet certain requirements may be either in the form of shares or in cash, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds or more of the Directors.
The above mentioned profit refers to the profit before tax of the accounting year before the payment to employees, directors is allocated.

20-1. If there is any earning after the closing of the accounting year, it should first make up for the losses. If there is still earnings after 10% of the legal and the special reserve stipulated by the law are set aside, the balance, together with the accumulated undistributed earnings at the beginning of the period and the adjusted amount of undistributed earnings for the current year, will be the surplus available for distribution. However, depending on the business situation, a part of the earnings should be retained. Then the Board of Directors prepares a proposal for profit distribution. When the profit distribution is to issue new shares, the distribution shall be submitted to the shareholders' meeting for resolution. When the company distributes dividends and bonuses or all or part of the legal surplus and capital surplus in the form of cash, it authorizes the Board of Directors with more than two-thirds of the directors present and more than half of the directors present agree and report the shareholders' meeting.

The Company is in a traditional industry in its "Growing Stage". In consideration of future capital requirements and secure of interests and rights of shareholders, for profit appropriation, the Company adopts the policy of partial cash dividends and partial share dividends with cash dividends not less than 20% of the total dividends depending on the debt ratio, quick ratio and cash flow of the company. The Board of Directors shall submit a proposal for such appropriation for approval at the shareholders' meeting.

## CHAPTER 7 APPENDIXES

21. The items not mentioned in Articles of Company shall be handled in accordance with the Company Law and other relevant regulations.

22. This Articles of Incorporation was concluded on Jan. 28, 1977.
The 1st revision was made on Feb. 26, 1977.
The 2nd revision was made on Dec. 15, 1980.
The 3rd revision was made on Oct. 21, 1982.
The 4th revision was made on Nov. 12, 1982.
The 5th revision was made on May 14, 1983.
The 6th revision was made on Feb. 25, 1984.
The 7th revision was made on Sept. 11, 1987.
The 8th revision was made on Nov. 6, 1988.
The 9th revision was made on Nov. 27, 1988.
The 10th revision was made on Aug. 20, 1989.
The 11th revision was made on Dec. 10, 1989.
The 12th revision was made on March 16, 1991.

The 13th revision was made on April 30, 1991.
The 14th revision was made on Sept. 2, 1991.
The 15th revision was made on Sept. 4, 1992.
The 16th revision was made on June 1, 1993.
The 17th revision was made on March 25, 1994.
The 18th revision was made on Aug. 25, 1994.
The 19th revision was made on April 21, 1995.
The 20th revision was made on July 19, 1995.
The 21st revision was made on June 30, 1997.
The 22nd revision was made on June 24, 1998.
The 23rd revision was made on June 2, 1999.
The 24th revision was made on June 13, 2000.
The 25th revision was made on June 22, 2001.
The 26th revision was made on May 29, 2002.
The 27th revision was made on Nov. 12, 2002.
The 28th revision was made on June 10, 2003.
The 29th revision was made on June 10, 2003.
The 30th revision was made on Sept. 22, 2003.
The 31st revision was made on April 28, 2005.
The 32nd revision was made on May 26, 2006.
The 33rd revision was made on June 15, 2007.
The 34th revision was made on June 13, 2008.
The 35th revision was made on June 19, 2009.
The 36th revision was made on June 25, 2010.
The 37th revision was made on April 27, 2012.
The 38th revision was made on June 24, 2013.
The 39th revision was made on June 12, 2014.
The 40th revision was made on June 17, 2015.
The 41st revision was made on June 29, 2016.
The 42nd revision was made on May 24, 2018.
The 43rd revision was made on June 28, 2019.
The 44th revision was made on June 30, 2020.
The 45th revision was made on June 27, 2022.
The 46th revision was made on May 24, 2023.
The 47th revision was made on May 21, 2025.
The 48th revision was made on May 22, 2026.

CHING FENG HOME FASHIONS CO., LTD.

Hsu, Ming-Hsuan /Chairman (with seal)