

Appendix 8. Articles of Incorporation

Shining Building Business Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company is incorporated in accordance with the Company Act and registered under the business name of 鄉林建設事業股份有限公司 (Shining Building Business Co., Ltd.)

Article 2: The Company's scope of services is set out hereunder:

E801010 Indoor Decoration

E801020 Doors and Windows Installation Engineering

E801030 Indoor Light-gauge Steel Frame Engineering

E801040 Glass Installation Engineering

E801070 Kitchen and Bath Facilities Construction

E901010 Painting Engineering

E903010 Anti-Corrosion and Anti-Rust Engineering

F111090 Wholesale of Building Materials

F211010 Retail Sale of Building Materials

H201010 Investment

H701010 Housing and Building Development and Rental

H701040 Specific Area Development

H701050 Investment, Development and Construction in Public Construction

H701060 New Towns, New Community Development

H701070 Process Zone Expropriation and Urban Land Readjustment Agency

H701080 Urban Renewal Reconstruction

H701090 Urban Renewal Renovation or Maintenance

H702010 Construction Manager

H703090 Real Estate Commerce

H703100 Real Estate Leasing

H703110 Senior Citizen Residence

I102010 Investment Consulting

I103060 Management Consulting

I401010 General Advertising Services

I503010 Landscape and Interior Designing

IZ15010 Market Research and Public Opinion Polling

J101110 Disposal Industry of Construction Surplus Soil

J901020 Hotels and Motels

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

Article 2-1: The total amount of the Company's re-investments may be more than 40 percent of the paid-in capital and shall not be restricted by regulations as provided by the Company Act.

Article 3: The Company shall have its head office in Taichung City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 4: The Company may make guarantees externally as the needs of the business may require, which shall be conducted in accordance with the Company's

Regulations Governing Endorsements and Guarantees.

Chapter 2 Shares

Article 5: The total amount of the Company's capital is NTD 15,000,000,000, which is divided into 1,500,000,000 shares, with a value per share of NTD 10, which may be issued by installments, of which a portion of the shares may be issued as preferred shares.

Article 5-1: In case the stock of the Company is required to be sent to Taiwan Depository & Clearing Corporation for central deposit, Taiwan Depository & Clearing Corporation may request a merger for reissuance of securities in larger denominations.

Article 5-2: The rights, obligations and other important issuance terms of the Company's preferred shares are as follows:

1. If there is a profit after tax in after closing of accounts, the Company shall first make up the losses for the preceding years, and then set aside a legal reserve of the net profit. Aside from the aforesaid legal reserve, the Company may, under applicable laws and regulations or regulations of the Competent Authority, set aside another sum as special reserve or make reversals thereof; if there are still earnings after the aforesaid distribution, the Company may distribute in priority the dividend distributable for the preferred shares in the current year along with the cumulative undistributed thereof.
2. The dividend rate of the preferred shares is capped at seven percent (7%) per annum on the issue price. Dividends are paid annually in cash in one lump sum. The Board of Directors under authorization may set the ex-dividend date for payments of dividends for the previous fiscal year following ratification of financial statements and proposal of earnings distribution in the regular shareholders' meeting each year before distributions of dividend distributable and cumulative undistributed dividend. The dividends payable each year shall be calculated based on the actual number of days the preferred shares remained outstanding in that year from the date of issuance.
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 the preferred shares in the fiscal year, or if there are other considerations as the circumstances require, the Company may decide not to distribute preferred share dividends by resolution. Such decision shall not be construed as default, and a shareholder of the preferred shares does not hold the right to object. The preferred shares are of cumulative type, which the undistributed dividends or shortfalls in dividends distributed shall be cumulative and shall accrue and be payable in deferral in subsequent years with earnings, if the Company decides not to distribute the dividends of the preferred share dividends or to distribute insufficient dividend.
4. Except as the receipt of dividends, shareholders of the preferred share are not entitled to distribution of earnings and capital reserves in cash or capitalized portion in relation to ordinary shares.
5. The preferred shares may not be converted to ordinary shares
6. The priority of shareholders of this preferred share is higher than shareholders of ordinary share in distribution of the remaining properties of the Company, and the shareholders of various preferred share issued by the Company are of identical compensation order and are preceded by general creditors; however, the amount shall be limited to the values as calculated by issuance price of the issued and outstanding

preferred shares upon distribution.

7. Shareholders of the preferred shares are not granted voting rights or number of votes exercisable in elections; however, they are granted voting rights in the special shareholders' meetings or the regular shareholders' meetings in which the proposals involve rights and obligations of a shareholder of the preferred shares.
8. The preferred shares issued by the Company do not have a maturity date, and shareholders of the preferred shares may not require the Company to redeem the preferred shares at his/her possession. The Company may redeem all or part of the preferred shares after one year since issuance date in form of cash or other methods approved under other laws and regulations at issuance price and based on relevant issuance regulations. In case the Company is unable to redeem all or part of the redeemed shares by the prescribed period due to objective factors or any other force majeure, the rights of the preferred shares unredeemed shall extend pursuant to subparagraphs of issuance conditions under the issuance regulations until the Company has fully redeemed the said preferred shares.
9. Except for makeup for losses, the capital reserve from the issuance of the preferred shares at premium may not be set aside as equity capital throughout the issuance period.
10. The preferred shares will not be listed throughout the issuance period.

Article 6: The Company may be exempted from printing its share certificate, and shall register the issued shares with a centralized securities depository enterprise.

Article 7: Stock affairs of the Company stocks shall be conducted in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” Adopted By competent authority and other relevant laws and regulations.

Article 8: Transfer of shares will not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders' Meeting

Article 9: Shareholders' meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year; special meetings may be held when necessary.

Article 9-1: Shareholders' meetings of the Company can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 10: 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. In case the Company intends to convene a special meeting of shareholders, a meeting notice shall be given to each shareholder no later than 15 days prior to the scheduled meeting date.

Article 11: In case a shareholder is unable to attend a shareholders' meeting, the shareholder may, pursuant to Article 177 of the Company Act, appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company. The usage of such power of attorney is subject to relevant regulations and provisions of competent authorities.

Article 12: For a shareholders' meeting convened by the Board of Directors, the meeting shall

be chaired by the chairperson; when the chairperson of the Board is on leave, the chairperson shall appoint one of the directors to act as chair, or, if no such designation is made by the chairperson, the directors shall select one person from among themselves to serve as chair.

- Article 13: Except in the circumstances of restrictions or otherwise provided for in Article 179 of the Company Act concerning the shares without voting rights, a shareholder of the Company shall have one voting power in respect of each share in his/her/its possession.
- Article 14: Except as otherwise provided in the Company Act, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.
- Article 15: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting within which states a summary of the essential points of the proceedings and the results of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The distribution of the minutes of the meeting shall be conducted in accordance with the Company Act.

Chapter 4 Directors

- Article 16: The Company shall have 7 to 9 directors to be elected at the shareholders meeting from among the individuals of legal capacity, with the term of three years. All Directors shall be eligible for re-election. The Company may obtain all directors liability insurance after elected. Total number of registered shares held by all directors shall be provided by the competent securities authority.
- Article 16-1: When the number of directors falls below two-third of all directors, the Company shall call a special shareholders meeting to hold a by-election to fill the vacancies, where the term of the elected directors shall be limited to unexpired term of office of the predecessor.
- Article 16-2: 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.
- Article 16-3: The Company shall provide compensation for Directors and salary of the chairperson whose amounts are set forth by the Board of Directors under authorization on basis of levels of peers in the same trade and listed companies. The amount of salary paid to the chairperson shall be in compliance with relevant rules governing salary and compensation of the employees and is recognized as payment of other grants.
- Article 16-4: In accordance with Article 14-2 of the Securities and Exchange Act, the directors shall include not less than 3 independent director members, and not less than one-third of the director seats shall be held by independent directors. Matters concerning qualification, shareholding, limitation on concurrent roles, nomination and election, and other compliance matters concerning independent directors shall be handled in accordance with relevant regulations by competent securities authority.
- Article 16-5: The audit committee established by the Company pursuant to Securities and Exchange Act shall be composed of the entire member of independent directors. Duties, performance of duties and other matters shall be conducted following relevant laws and regulations of competent securities authority. Duties to be performed by supervisors as provided by Securities and Exchange Act, the Company Act and other regulations or rules shall apply mutatis mutandis

to the audit committee.

Article 17: The Directors shall constitute the Board of Directors and shall elect one chairperson of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors. The elect chairperson shall conduct all matters in accordance with laws and regulations, these Articles of Incorporation, and resolutions adopted in a shareholders' meeting or a Board of Directors meeting.

Article 18: Board of Directors meetings of the Company shall be convened once every quarter. All matters set out in the subparagraphs of Article 19 shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason. The Board of Directors' meeting shall be convened by the chairperson, and the notice to it shall set forth therein the subject(s) to be discussed at the meeting and shall be given to each director no later than 7 days prior to the scheduled meeting date; however, in the case of emergency, a meeting of the Board of Directors may be convened at any time. The notice to it may be given by means of electronic transmission.

Except as otherwise stated in the Company Act or in these Articles of Incorporation, a resolution on a matter at a Board of Directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors. In case a director is unable to attend the shareholders meeting, the director may appoint another director to attend the meeting by issuing a proxy form in writing. The use of proxy form shall be in accordance with relevant laws and regulations. Where a director appoints another director to attend the meeting, a director shall provide the proxy form stating the scope of the proxy's authorization based on reasons for convening the meeting. For the proxy as stated in the preceding paragraph, each director may only be the appointed proxy of only one director unable to attend.

Article 19: Duties of the Board of Directors are as follows:

1. Preparation of business plans of the company.
2. Annual and Semi-annual Financial Reports.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter "S&E Act").
4. Adoption or amendment, pursuant to Article 36-1, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. Appointment and Dismissal of Financial, Accounting or Internal Audit Supervisors.

Article 19-1: Management guideline and other important matters of the Company shall be conducted as resolved by the Board of Directors. Except as provided by regulations or relevant articles that the matter concerns material benefits of the Company or trading with related parties shall be adopted by resolution of the Board of Directors, during the recess of the Board of Directors meetings, the chairperson under authorization may perform duties representing the Board of Directors as follows:

1. Approval of each important agreement.
2. Approval of mortgage loans and other loans.
3. Approval of the Company's general property and real estate purchases and dispositions.

4. Appointment of directors and supervisors of a re-invested company.
5. Approval of record date of capital increase/decrease, record date for cash dividend distribution, etc.
6. Approval and review of annual budget.
7. Approval of credits for an endorsement/a guarantee.

Article 20: (Deleted).

Article 21: Resolutions adopted at a Board of Directors' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The minutes of meeting shall record a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept at the Company along with the attendance book signed by attending directors and power of attorney handed in by proxies.

Article 22: (Deleted).

Chapter 5 Manager

Article 23: The Company may have one or more managerial officers. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with the Company Act.

Chapter 6 Accounting

Article 24: After the close of each fiscal year, the following reports and statements shall be prepared by the Board of Directors, and shall be submitted to the Audit Committee for review before submitting to the regular meeting of shareholders for acceptance 30 days prior to the meeting date of an Annual General Shareholders' Meeting:

1. Report on Operations.
2. Financial Statements.
3. Proposals Concerning Appropriation of Net Profits of Making Up.

Article 25: If there is profit at the end of each fiscal year, a ratio of profit of the current year distributable as employees' compensation not less than 1% of the profit shall be distributed in shares of cash and at least 10% of the amount of employee compensation should be allocated to basic-level employees' compensation as resolved by the Board of Directors; the Company may, based on the amount of the said profit, distribute no more than 1% of the profit as directors' compensation, as resolved by the Board of Directors. Distribution of employees' and directors' compensation shall be submitted to the shareholders' meeting for report. However, the Company's accumulated losses shall have been covered first before distributing employees' and directors' compensations pursuant to the preceding paragraph.

Article 25-1: After closing of accounts, if there are earnings, the Company shall first pay the tax, make up the losses for the preceding years, and then set aside a legal reserve of 10% of the net profit; however, in case the legal reserve reaches the paid-in capital of the Company, such reserve may be exempted from designation, followed designations or reverse of special reserves following relevant regulations; if there are still earnings, the Board of Directors shall propose distribution of earnings in combination with the cumulative undistributed earnings before reporting to the shareholders' meeting for resolution on distribution of shareholders' dividends.

In consideration of a balanced and stable dividend policy, this Company may, depending on needs for investment funds and degree of dilution to earnings per share, adopt the distribution in share dividend or cash dividend as appropriate,

which the credit for cash dividend distribution shall not be less than 10% of the total shareholders' dividend; however, where the cash dividend per share is lower than NT\$ 0.1 or in case the Board of Directors takes comprehensive considerations based on the fact that its ratio to the debt as stated in the financial reports of the current year is higher than 50% or there are plans for material funds expenditure for the current year, the Company may lower the percentage of cash dividend or distribute share dividend in lieu of cash dividend.

Chapter 7 Additions

Article 26: Organic regulations and operations regulations of the Company shall be otherwise set forth by the Board of Directors.

Article 27: In regard to all matters not provided for in these Articles of Incorporation, the Company Act and other relevant regulations shall govern.

Article 28: These Articles of Incorporation are agreed to and signed on April 23, 1990; 1st Amendment was made on July 7, 1992; 2nd Amendment was made on June 17, 1996; 3rd Amendment was made on July 16, 1996; 4th Amendment was made on January 25, 1997; 5th Amendment was made on September 1, 1997; 6th Amendment was made on November 14, 1997; 7th Amendment was made on June 10, 1998; 8th Amendment was made on July 16, 1999; 9th Amendment was made on September 15, 2000; 10th Amendment was made on June 5, 2001; 11th Amendment was made on June 27, 2002; 12th Amendment was made on December 9, 2003; 13th Amendment was made on June 10, 2004; 14th Amendment was made on May 10, 2005; 15th Amendment was made on June 21, 2006; 16th Amendment was made on June 13, 2007; 17th Amendment was made on June 13, 2008; 18th Amendment was made on June 15, 2010; 19th Amendment was made on June 22, 2011; 20th Amendment was made on June 15, 2012; 21st Amendment was made on June 27, 2014; 22nd Amendment was made on June 30, 2015; 23rd Amendment was made on June 16, 2016; 24th Amendment was made on June 21, 2018; 25th Amendment was made on June 25, 2019; 26th Amendment was made on June 24, 2022. 27th Amendment was made on May 22, 2023. 28th Amendment was made on June 25, 2025.

Shining Building Business Co., Ltd.
Chairman: Lai, Cheng-I

