

Jia Wei Lifestyle, Inc.

Articles of Incorporation

Chapter I General Provisions

Article 1: The Company was organized in accordance with the provisions of the Company Act and was named "Jia Wei Lifestyle, Inc."

Article 2: The Company's businesses are listed as below:

- (I) C601030 Paper Containers Manufacturing.
- (II) C601990 Other Paper Products Manufacturing.
- (III) C805030 Plastic Made Grocery Manufacturing.
- (IV) C805990 Other Plastic Products Manufacturing.
- (V) CA02990 Other Fabricated Metal Products Manufacturing Not Elsewhere Classified.
- (VI) CH01030 Stationery Articles Manufacturing.
- (VII) CH01040 Toys Manufacturing.
- (VIII) F106010 Wholesale of Ironware.
- (IX) F106020 Wholesale of Articles for Daily Use.
- (X) F107200 Wholesale of Chemistry Raw Material.
- (XI) F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
- (XII) F113010 Wholesale of Machinery.
- (XIII) F199990 Other Wholesale Trade.
- (XIV) F206010 Retail Sale of Ironware.
- (XV) F207200 Retail sale of Chemistry Raw Material.
- (XVI) F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
- (XVII) F213080 Retail Sale of Machinery and Equipment.
- (XVIII) F299990 Retail Sale of Other Retail Trade Not Elsewhere Classified.
- (XIX) F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and Fixtures.
- (XX) F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures.
- (XXI) F206020 Retail Sale of Articles for Daily Use.
- (XXII) F401010 International Trade.
- (XXIII) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company, due to business needs, can guarantee and transfer the investment in other businesses with a total investment amount transferred more than 40% of the Company's paid-in capital stock.

Article 4: The Company is headquartered in Taipei City and may establish branch organizations in other appropriate locations as necessary, the establishment and dissolution of which are determined by the Board of Directors.

Chapter II Shares

Article 5: The Company's capitalization is NT\$2.05 billion, divided into 205 million shares, and the amount of each share is NT\$10, which shall be issued by the Board of Directors in installments upon authorization. NT\$100 million shall be divided into 10 million shares with a value of NT\$10 each. They are retained as employee subscription warrants.

Article 6: The Company's stocks are registered and signed or sealed by the representative directors. Issuance will be carried out after legal verification. Share certificates issued by the Company are exempted from printing; however, they shall be registered in the central securities depository.

Article 6-1: The Company's treasury shares purchased in accordance with the Company Act shall be transferred to recipients that include employees of controlling or subordinate companies that meet the criteria.

The Company's employee share option certificates are issued to recipients that include employees of controlling or subordinate companies that meet the criteria.

When the Company issues new shares, the employees eligible for share subscription shall include employees of controlling or subordinate companies that meet the criteria.

The recipients of restricted employee shares issued by the Company include employees of controlling or subordinate companies that meet the criteria.

Chapter III Shareholders' Meeting

Article 7: All changes made to the list of shareholders shall be halted sixty days prior to an upcoming Annual Shareholders' Meeting, thirty days prior to an Extraordinary Shareholders' Meeting, or five days prior to the baseline date before the Company issues dividends, bonuses, or other interests.

Article 8: The shareholders' meeting of the Company is categorized as annual meeting and extraordinary meeting, the former of which shall be convened by the board of directors within six months after the end of each fiscal year, and the latter convened according to law when necessary.

Article 9: Except that when there is no voting right on the shares as stated in Article 179, Paragraph 2 of the Company Act, or the pledge specified by the Director according to shares is more than half of the number of shares of the Company he owned at the time of election, the voting rights do not apply to the exceeding shares, as each share of the shareholders of the Company corresponds to one voting right.

Article 10: When the shareholders fail to attend the shareholders' meeting for any reason, they shall provide the power of attorney issued by the Company, specify the scope of authorization, and entrust a proxy to attend the shareholders' meeting.

Article 10-1: When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. Shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

Article 11: The Chairperson of the Shareholders' Meeting is the Chairman of the Board. If the Chairman is absent, he/she shall designate one Director as the proxy. If the Chairman does not designate a proxy, the Directors shall elect one from among themselves.

Article 12: The shareholders' meeting shall be attended by shareholders who have held more than half of the total number of issued shares, and the resolution shall be passed upon majority of the voting rights of the shareholders, unless otherwise stipulated by the Company Act.

Article 12-1: If the Company wants to revoke the public issuance, it shall submit it to the shareholders' meeting for a resolution, and this provision shall not be amended during the emerging stock period and the listing period.

Chapter IV Board of Directors

Article 13: The Company shall select five to nine Directors with disposing capacity from the shareholders' meeting to organize the Board of Directors with a term of three years. Directors may be re-elected. The Company shall purchase liability insurance for the compensation of the Directors within their scope of business during their term in accordance with the law. As stipulated in Article 183 of the Securities and Exchange Act, there shall be no less than two Independent Directors in the aforementioned quota of Directors, and the number of Independent Directors shall not be less than one-fifth of the total Directors. The specialty qualifications, shareholdings, restrictions on concurrent posts, nomination and election methods and other compliance of the Independent Directors shall be subject to the relevant provisions of the competent authority of securities.

The Directors of the Company shall be elected from the nomination list prepared by the Company. The Directors referred to in the Articles of Incorporation include Independent Directors.

Article 13-1: All Independent Directors of the Company constitute the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The exercise of the functional authorities and related matters of the Audit Committee and its members shall be handled in accordance with the relevant provision of the Securities and Exchange Act.

Article 14: The Board of Directors shall be organized by the Directors. More than two-thirds of the Directors shall attend the meeting and one Chairman is recommended from them upon consent of the majority of the present Directors, and the chairman shall act on behalf of the Company.

Article 15: The Board meeting shall be convened by the Chairman as the Chairperson, unless otherwise stipulated by the Company Act. If the Chairman asks for leave or fails to exercise his/her functional authorities for any reason, he/she shall designate a Director as a proxy. If the Chairman does not designate a proxy, the Directors shall elect one from among themselves.

The convening of the Board meeting shall be advised in the manner of a written notice, or via e-mail or fax, etc.

Article 16: More than half of the Directors shall attend the Board meeting, and the resolution shall be passed upon consent of the majority of the Directors present, unless otherwise stipulated by the Company Act.

Article 17: If a Director cannot attend the board meeting for any reason, he/she shall entrust other Directors to attend the meeting. However, a Director can only be entrusted by one Person to attend the Board meeting.

If a Board meeting is convened in the form of videoconferencing, the Directors attending the meeting via videoconferencing are deemed to be present in person.

Article 18: The Company shall pay remuneration to the Directors provided they have performed their duties, regardless of the Company's profit and loss, and their remuneration shall be determined depending on their participation in the Company's operation and their distribution values, and shall not be higher than the highest salary standard of the same industry.

Chapter V Managers

Article 19: The Company shall set up managers whose appointment, dismissal and remuneration are determined upon consent of the majority of the present Directors at the Board meeting that more than half of the Directors attend.

Chapter VI Accounting

Article 20: The fiscal year of the Company is from January 1 to December 31.

Article 21: After the annual accounts of the Company, the Board of Directors shall submit the following forms and reports to the shareholders' meeting for approval:

- I. Business report.
- II. Financial statements.
- III. Proposal of profits distribution or deficit compensation.

Article 22: If there is any profit in the year (i.e. profit before tax before deduction of remuneration allocated to employees and directors), Jia Wei shall allocate no less than 3% of the profit as employee's remuneration, which shall be distributed by shares or cash by the resolution of the Board of directors, including employees of subsidiaries meeting the requirements of laws and regulations. In addition, Jia Wei shall allocate no more than 5% of the profit as director's remuneration. However, if there are still accumulated losses, Jia Wei shall reserve the amount to be covered in advance, and then allocate employees' and Directors' compensation in proportion as stipulated in the preceding paragraph.

The allocation of employees' and Directors' compensation shall be reported to the shareholders' meeting.

If the company has surplus in the annual general report, Jia Wei shall first pay taxes and make up for the accumulated losses, and then withdraw 10% of the surplus for the statutory surplus reserve, except when the statutory surplus reserve has reached the paid-in capital of Jia Wei. If necessary, the special surplus reserve shall be withdrawn or reversed in accordance with the law. The surplus if any plus the accumulated undistributed surplus of the previous period shall be deemed as surplus available for distribution. The Board of Directors shall prepare a surplus distribution plan. When the shareholder dividends are to be distributed in cash, they shall be distributed by the board of directors in accordance with the provisions of Article 240, Paragraph 5 of the Company Law, with more than two-thirds of the directors present and a resolution passed by more than half of the directors present, and shall be reported to the shareholders' meeting. When surplus is to be distributed by issuing new shares, the proposal shall be submitted to the shareholders' meeting for resolution before distribution.

The Company may, with due consideration to financial, business, or operation factors, appropriate all or a part of legal reserve and capital surplus to distribute cash to shareholders in accordance with the laws or the regulations of the competent authority. When the profits are to be distributed in cash, the board of directors is authorized to make a resolution based on the attendance of at least two-thirds of the total number of directors and the resolution of more than half of the directors present and report it to the shareholders' meeting.

Dividend policies

Jia Wei is in an industry with constantly changing environment. When allocating surplus, Jia Wei shall examine Jia Wei's financial structure and the needs of its expected future expenditures, and distribute surplus according to laws and the Articles of Association. The amount of surplus distribution shall account for more than 20% of the surplus available for distribution, of which the cash dividends distributed shall not be less than 10% of the total dividend distribution.

Chapter VII Supplementary Provisions

Article 23: The Company's organization procedures and rules of procedure are prescribed separately.

Article 24: The matters not specified in the Articles of Incorporation shall be subject to the Company Act.

Article 25: The Articles of Incorporation were established on April 15, 2005.

The 1st amendment was made on May 10, 2005.

The 2nd amendment was made on December 8, 2005.

The 3rd amendment was made on June 30, 2006.

The 4th amendment was made on February 1, 2007.

The 5th amendment was made on August 24, 2007.

The 6th amendment was made on March 14, 2008.

The 7th amendment was made on June 16, 2009.

The 8th amendment was made on June 17, 2010.

The 9th amendment was made on June 17, 2011.

The 10th amendment was made on June 19, 2012.

The 11th amendment was made on June 23, 2016.

The 12th amendment was made on October 19, 2016.

The 13th amendment was made on May 29, 2018.

The 14th amendment was made on May 28, 2019.

The 15th amendment was made on October 15, 2019

The 16th amendment was made on May 26, 2020.

The 16th amendment was made on May 26, 2020.

The 17th amendment was made on April 23, 2021.

The 18th amendment was made on May 29, 2023.