

Prime Oil Chemical Service Corporation

Articles of Association

Revised by annual general meeting of shareholders on June 13, 2023

Chapter 1 General provisions

Article 1 : The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 匯僑股份有限公司 in the Chinese language, and Prime Oil Chemical Service Corporation in the English language.

Article 2 : The scope of businesses of the Corporation shall be as follows :

- 1.G801010 Warehousing.
- 2.JE01010 Rental and Leasing.
- 3.F401010 International Trade.
- 4.A102060 Grain Commerce.
- 5.D101060 Self-usage power generation equipment of renewable energy.
- 6.IG03010 Energy Technical Services.
- 7.D401010 Thermal Energy Supply.
- 8.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 : The total amount of the Corporation's external reinvestment is not restricted by 40% of the paid-in capital as in Article 13 of the Company Act.

Article 4 : When necessary for its operations, the Corporation may provide endorsement and guarantee.

Article 5 : The Corporation shall have its head office in Taipei City, and may set up branch offices at various locations, locally or overseas, when necessary. The Board of directors shall resolve the inception, dissolution and change of organization of the branch offices.

Chapter 2 Capital Stock

Article 6 : The total capital stock of the Corporation shall be in the amount of NT\$2,000,000,000, divided into 200,000,000 shares, at a par value of Ten New Taiwan Dollars (NT\$10) each, and may be issued in installments subject to the resolution of the Board of directors when necessary.
The Corporation may issue employee stock options from time to time. A total of 5,000,000 shares among the above total capital stock shall be reserved for issuing employee stock options, at a par value of NT\$10. The issuance of employee stock options may be in installments subject to the resolution of the Board of directors.

Article 6-1 : The exercise price of employee stock option issued by the Corporation is not restricted by relevant laws and regulations. However, it shall be subject to the resolution by a shareholder's meeting and applicable laws. The issuance and declarations may be in installments within one year after the resolution made by the shareholder's meeting.

Article 6-2 : The Corporation may transfer the treasury stock to its employees at a price lower than the average buy-back cost, subject to the relevant laws and regulations and the resolution by the shareholders' meeting.

Article 7 : Registered shares issued by the Corporation shall be signed or sealed by the

director representing the Corporation and be numbered, and shall be issued after being certified by a bank that may act as the certifier of shares in accordance with the law.

Shares of the Company issued in accordance with the preceding paragraph may be exempted from physical printing, but shall be registered with the Taiwan Depository and Clearing Corporation.

Article 8 : Shareholders shall fill out the signature card and submit it to the Corporation for record, and the same holds true for any further amendments. While receiving dividends, contacting the Corporation in written form, or exercising any rights, shareholder may be entitled to use either the signature or the seal of the signature card.

Article 9 : The transfer, inheritance, gift, loss, destruction, creation of pledge, loss of seal or change or address change of shares shall be conducted in accordance with the “Guidelines for handling of shares for Public Companies”, unless otherwise provided by laws, and securities regulations.

Article 10 : Registration for transfer of shares shall be suspended sixty (60) days before the date of annual general meeting of shareholders, and thirty (30) days before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

Chapter 3 Shareholder meetings

Article 11 : There are types of shareholders’ meeting : the annual general meeting of shareholders and the special meeting of shareholders. The annual general meeting of shareholders is held within six months after the end of each fiscal year, and the special meeting of shareholders is held in accordance with the law when necessary.

The shareholders' meeting of the Corporation may be conducted by video conference or other means stipulated by the central competent authority.

Written notices shall be sent to all shareholders with the date, venue and proposals for the convening of shareholders’ meetings, at least thirty (30) days in advance, in case of annual general meeting; and at least fifteen (15) days in advance, in case of special meetings. However, a public announcement may suffice for shareholder who holds less than 1,000 registered shares.

Electronic voting shall be one of the ways for shareholders to exercise their voting rights, which relevant procedures shall be in accordance with laws and regulations of the competent authority.

Article 12 : The Board of directors shall convene the shareholders’ meeting of the corporation while the chairperson of the meeting shall be the chairperson of the Board. If the Chairperson of the Board is absent, the vice chairperson of the Board shall act on his/her behalf. If the vice chairperson of the Board is absent, the chairperson of the Board shall appoint one director to act on his/her behalf. In the absence of such appointment, the directors shall elect one director being the chairperson of the meeting. In the event that a convener other than the Board of directors convenes the shareholders’ meeting, the convener shall preside over the meeting. In the event that there is more than one convener, such conveners shall agree and appoint one convener to preside over the meeting.

Article 13 : Each shareholder shall be entitled to one voting right per share, but no voting rights shall be granted under any of the circumstances set forth in Article 179 of the Company Act.

Article 14 : If a shareholder is unable to attend the shareholders' meeting in person or by proxy,

he/she shall, five days prior to the shareholders' meeting, submit a power of attorney issued by the Company stating the scope of authorization. A shareholder is entitled to appoint one representative with one proxy. If two or more shareholders appoint one representative at the same time, the voting right of the representative shall not exceed 3 percent of the issued and outstanding shares, which the exceeding shares would not be counted. If the government or legal person is a shareholder of the Corporation, and there is more than one representative of the shareholder, the exercise of the voting rights shall still be calculated based on the shares held by the shareholder.

Article 15 : Unless otherwise specified in the Company Act, the shareholders' meeting of the Corporation shall be attended by shareholders who represent more than half of the issued shares, with the resolution passed by more than half of the voting rights of the attending shareholders. When the number of shareholders present does not constitute the quorum prescribed previously, but those present represent one-third or more of the total number of issued shares, a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a shareholders' meeting within one month. In the aforesaid meeting of shareholders, if the tentative resolution is again adopted by a majority of those present who represent one-third or more of the total number of issued shares, such tentative resolution shall be deemed to be a final resolution.

Article 16 : The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairperson of the meeting. The meeting minutes shall be sent to each shareholder within 20 days, or shall be in public announcement. Such minutes, together with the attendance list and proxies, shall be filed and kept, which the duration of archive shall be in compliance with relevant laws.

Chapter 4 Board of directors

Article 17 : The Board of directors of the Corporation is composed of 5 to 7 directors, and the Board of Directors is authorized to determine the number of directors.

In the above-mentioned number of directors of the Company, the number of independent directors shall not be less than three and not less than one-fifth of the total number of directors. The directors shall be elected by nomination of candidate, and the shareholders' meeting shall elect among the candidate list for directors with a term of three years.

The nomination of candidates for directors and independent directors and relevant regulations shall be in accordance with the Company Act and the Securities and Exchange Act.

The total shareholding ratio of all directors is based on the criteria "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios in Public Companies". Additionally, the Board of directors is authorized to determine the remuneration for the board of directors (including chairperson of the Board) based on each director's participation, personal contribution, long-term business performance, operational risk, and usual practices adopted by other company of the same trade.

Article 17-1 : The Corporation may purchase D&O liability insurance for the directors during their term of office in accordance with the legal liability of the duty. The Board of directors may authorize the insurance amount and the insurance matters.

Article 17-2 : Since the 19th Board of Directors, the Corporation has set up an Audit Committee which is composed of all independent directors. The relevant organizational procedures are determined by the resolution of the Board of

Directors. From the date of the establishment of the Audit Committee, the provisions of the Company Act, the Securities and Exchange Act and other laws on supervisors shall apply mutatis mutandis to the Audit Committee.

Article 18 : The director shall be appointed for a term of three years and is eligible for re-election. If a re-election takes place after the current directors' term of office, the current directors' term of office shall be deemed extended until the new directors take office.

When the director vacancy is up to one-third or that all the independent directors are fully discharged, the Board of directors shall convene a special shareholders' meeting for the by-election within 60 days, with the term of office is to the end of original term of former directors.

Article 19 : A chairperson of the Board shall be elected by the majority of directors present at a meeting attended by more than two thirds of directors. The same approach may also be applied to elect a vice chairperson of the Board. In general, the chairperson of the Board shall externally represent the Corporation and perform on behalf of the Corporation.

Article 20 : The chairperson of the Board convenes the Board meeting of the Corporation. If the chairperson of the Board is absent, the vice chairperson of the Board shall act on his/her behalf. If the vice chairperson of the Board is absent, the chairperson of the Board shall appoint a director to act on his/her behalf. In the absence of such appointment, the directors shall elect one director being the chairperson of the meeting.

The board meeting of the Corporation shall be held at least quarterly.

The notice and agenda of convening a Board meeting shall be sent to all directors 7 days prior to the meeting. Nevertheless, in case of an emergency, the Board meeting may be convened at any time. A written letter, facsimile or e-mail may be served as a notice of a Board meeting.

Article 21 : The director shall attend in person whenever a Board meeting is convened. Except as otherwise specified by the Company Act for any director who reside in a foreign country, the absent director may issue proxy setting forth the scope of authorization for another director to present on his/her behalf. The representative shall serve as the proxy for one director only.

If the Board meeting is conducted in videoconference, the director who attends the videoconference shall be deemed as attending the Board meeting in person.

Article 22 : The responsibilities of the Board of Directors are as follows :

- (1) Review and approval of various rules and regulations.
- (2) Decision on business policy.
- (3) Review of budgets and financial statements.
- (4) Proposal of appropriation of earnings and make up of loss.
- (5) Proposal of capital increase or decrease.
- (6) Other responsibilities granted by laws and regulations and resolution by the shareholders' meeting.

Article 23 : The resolutions of the Board of Directors shall be recorded in the minutes, and shall be signed or sealed by the chairperson, and permanently kept in the Company during its existence.

Article 24 : Unless otherwise specified in the Company Act, the resolutions of the Board meeting shall be passed by a majority of the directors and a majority of those present shall vote in favor of such a resolution.

Chapter 5 Managerial officer

Article 25 : The Corporation may have a number of managers, whose appointments, discharge,

and remunerations shall be subject to provisions in Article 29 of the Company Act.

Chapter 6 Accounting

Article 26 : The fiscal year of the Corporation shall be from January 1 to December 31 each year. After the end of each fiscal year, the following reports shall be prepared by the Board of directors, and such documents shall be submitted to the annual general meeting of shareholders for acceptance :

- (1) Business Report;
- (2) Financial Statements;
- (3) Proposal for appropriation of earnings or make up of loss.

Article 27 : If the Corporation makes a profit in a fiscal year, it shall set aside not less than 3% as the remuneration for employees and not more than 5% as the remuneration for directors and supervisors. However, if the Corporation still has accumulated losses, it should reserve the make-up amount in advance.

The aforementioned employees' remuneration can be paid in the form of stock or cash, and may be paid to employees of subordinate companies who meet certain criteria. The measure for distributing employee remuneration shall be in accordance with the resolution of the board of directors.

If there is net profit after tax for the current period in the Corporation's financial statements, the following order shall apply :

- (1) Making up for losses,
- (2) Appropriating 10% as the legal reserve, except when the legal reserve has reached the paid in capital of the Company,
- (3) Then setting aside or reversing a special reserve based on applicable laws. The balance, together with the retained earnings as of the beginning of the fiscal year will be the distributable earnings. The Board of Directors shall, in accordance with the dividend policy set forth in Article 28 of the Articles of Association, prepare an earnings distribution plan and submit it to the shareholders' meeting for resolution.

The Corporation authorizes the Board of Directors to distribute the distributable dividends and bonuses, and all or part of the additional paid-in capital or legal reserve in cash via a resolution in a Board of Directors with the presence of more than two-thirds of the directors and the consent of more than half of the directors present; the provisions of the preceding paragraph requiring a resolution by a shareholders' meeting shall not apply.

Article 28 : The Corporation is currently in the growth stage of its industry. The dividend policy takes into account the Corporation's operational growth, long-term financial planning, capital requirements for investment activities, and consideration of shareholders' rights and interests, as well as the sound financial structure and the possible dilutive effect of earnings per share. Shareholders' dividends are allocated from the accumulated distributable earnings, and shall not be less than 30% of the distributable earnings of the current fiscal year, with cash dividends not less than 30% of the total cash and stock dividends distributed in the year. However, in case the distributable earnings per share for the current fiscal year are less than NT\$0.5, dividends may not be distributed.

Chapter 7 Supplementary Provisions

Article 29 : The Board of directors shall further stipulate the internal organizational rules and regulations of the Corporation.

Article 30 : In regards to any matters not provided for in the Articles of Association, the

Company Act and other laws and regulations shall govern.

Article 31 : The Articles of Association was enacted on June 30, 1978.

The 1st amendment was made on November 30, 1978.

The 2nd amendment was made on October 9, 1979.

The 3rd amendment was made on May 12, 1981.

The 4th amendment was made on July 5, 1982.

The 5th amendment was made on October 5, 1982.

The 6th amendment was made on April 15, 1983.

The 7th amendment was made on June 25, 1984.

The 8th amendment was made on June 25, 1985.

The 9th amendment was made on June 10, 1986.

The 10th amendment was made on June 12, 1987.

The 11th amendment was made on May 21, 1988.

The 12th amendment was made on May 17, 1991.

The 13th amendment was made on June 18, 1992.

The 14th amendment was made on May 18, 1994.

The 15th amendment was made on June 15, 1995.

The 16th amendment was made on June 14, 1996.

The 17th amendment was made on June 17, 1997.

The 18th amendment was made on June 3, 1999.

The 19th amendment was made on June 20, 2000.

The 20th amendment was made on March 29, 2001.

The 21st amendment was made on June 14, 2002.

The 22nd amendment was made on June 20, 2003.

The 23rd amendment was made on June 18, 2004.

The 24th amendment was made on June 7, 2005.

The 25th amendment was made on July 29, 2005.

The 26th amendment was made on June 14, 2006.

The 27th amendment was made on June 13, 2008.

The 28th amendment was made on June 10, 2009.

The 29th amendment was made on June 17, 2010.

The 30th amendment was made on June 22, 2012.

The 31st amendment was made on June 24, 2015.

The 32nd amendment was made on June 30, 2016.

The 33rd amendment was made on June 27, 2018.

The 34th amendment was made on June 16, 2020.

The 35th amendment was made on June 23, 2022.

The 36th amendment was made on June 13, 2023.