

Great China Metal Ind. Co., Ltd.

Articles of Incorporation

Chapter 1 General Provision

- Article 1: The Company was duly incorporated in accordance with the Company Act and named as GREAT CHINA METAL IND. CO., LTD.
- Article 2: The Company is engaged in the principal business specified below:
- 1 CA02060 Metal Containers Manufacturing.
 - 2 CA02990 Other Metal Products Manufacturing.
 - 3 CQ01010 Mold and Die Manufacturing.
 - 4 CB01010 Mechanical Equipment Manufacturing.
 - 5 C805010 Manufacture of Plastic Sheets, Pipes and Tubes.
 - 6 C805020 Manufacture of Plastic Films and Bags.
 - 7 C805030 Plastic Daily Necessities Manufacturing.
 - 8 C805050 Industrial Plastic Products Manufacturing.
 - 9 C805060 Plastic Leathers Products Manufacturing.
 - 10 C805990 Other Plastic Products Manufacturing.
 - 11 H701010 Housing and Building Development and Rental.
 - 12 H701060 New Towns, New Community Development.
 - 13 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's investment in other businesses may be exempted from the limit of total investment referred to in the Company Act, except the long-term equity investment, which shall be decided upon resolution by the Board of Directors.
- Article 2-2: It necessary, the Company may make endorsements/guarantees in accordance with the “Operating Procedure for Loaning of Funds and Making of Endorsements/Guarantees”.
- Article 3: The Company’s headquarters is situated in Taipei City. The Company may establish domestic or overseas branches under the resolution of the Board of Directors, where necessary.
- Article 4: (Deleted)

Chapter 2 Shares

- Article 5: The Company's authorized capital is NT\$3.3 billion, divided into

330 million shares at face value NT\$10 per share, all common shares and issued in batch. The Board of Directors has been authorized to be in charge.

Article 6: The stock certificates of the Company shall be nominal and issued after being signed or sealed by the directors representing the Company, assigned the serial number, and authenticated by the competent authority pursuant to laws. The Company may issue shares without printing physical stock certificates, and shall register these issued shares with a securities depository organization.

Article 7: Shareholders shall report their real names or designations and addresses to the Company, and submit the completed specimen seal certificates to the Company for record.

Article 8: (Deleted)

Article 9: (Deleted)

Article 10: (Deleted)

Article 11: Registration for the transfer of stock shall be suspended 60 days before any general shareholders' meeting, 30 days before any extraordinary shareholders' meeting, or 5 days before the record date for determination of the shareholders entitled to dividends, bonuses or any other profits distributed by the Company.

Chapter 3 Shareholders' Meeting

Article 12: The shareholders' meetings of the Company consist of general shareholders' meetings and extraordinary shareholders' meeting to be convened pursuant to related laws and regulations.

Article 13: Any shareholder who is unable to attend the shareholders' meeting in person may appoint a proxy to attend each session of the General Meeting by presenting the power of attorney in the format prepared by the Company indicating the scope of authorization.

Article 14: During the session of a shareholders' meeting, the Chairman of Board shall be the chairperson. In case the Chairman is absent for any cause, he/she shall appoint one director to act on behalf of him/her. In the absence of such a designation, the Directors shall elect from among themselves an acting Chairman of the Board.

Article 15: A shareholder shall be entitled to one voting right for each share held by him/her, unless he/she meets the exceptional circumstances referred to in Article 179 of the Company Act.

Article 16: Resolutions at a shareholders' meeting shall, unless otherwise

provided for in the Company Act, be adopted by a majority of voting rights of the shareholders present, who represent more than one-half of the total issued shares. The Company's shareholders are allowed to exercise their voting rights by way of electronic transmission, pursuant to the competent authority's requirements. A shareholder who exercises his/her/its voting power by way of electronic transmission shall be deemed to have attended the meeting in person. Other related matters shall be governed by the relevant laws and regulations. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting. With regard to a company offering its shares to the public, the distribution of the minutes of shareholders' meeting may be effected by means of a public notice.

Article 17: (Deleted)

Chapter 4 Directors and Audit Committee

Article 18: The Company shall appoint 9~11 directors, who shall held the office for a term of 3 years, via the candidate nomination system. They shall be elected by the shareholders' meeting from the list of candidates and may be reelected for a second term of office. In response to Article 14-2 of the Securities and Exchange Act, of all said directors, there shall be at least 3 independent directors who shall be elected from the list of candidates via a candidate nomination system, and the number of independent directors shall constitute at least one-fifths of the total directors. The election of independent directors and the other directors shall be consolidated, provided that the quota of the elected shall be counted separately. 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 18-1: The Company has formed the Audit Committee consisting of the whole independent directors in accordance with Article 14-4 of the Securities and Exchange Act. The number, term of office and authority of the Committee members and parliamentary rules and exercise of powers of the Committee shall be governed by the Articles of Association of Audit Committee established in accordance with the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies separately. A

supervisor's powers defined under the Company Act and Securities and Exchange Act shall be exercised by the Audit Committee instead. Any provisions related to supervisors' acts or exercise of powers on behalf of the Company shall apply to the independent directors forming the Audit Committee *mutatis mutandis*.

Article 19: 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 20: The Board of Directors shall consist of all directors. A Chairman of Board shall be elected among and from the directors upon resolution adopted by a majority of the directors present at a meeting attended by more than two-thirds of the whole directors, in order to execute all of the Company's affairs per laws, Articles of Incorporation, and resolution adopted by a shareholders' meeting and Board of Directors' meeting.

Article 21: (Deleted)

Article 22: Where a meeting of the Board of Directors is convened by the Chairman pursuant to laws, the meeting shall be chaired by the Chairman. The first meeting of each term of the Board of Directors shall be convened by the director who received a ballot representing the largest number of votes at the election of directors. Where a meeting of the Board of Directors is convened by a majority of directors on their own initiative in accordance with Paragraph 4 of Article 203 or Paragraph 3 of Article 203-1 of the Company Act, the chairperson shall be elected among these directors. In case the Chairman is absent for any cause, he/she shall appoint one director to act on behalf of him/her. In the absence of such a designation, the Directors shall elect from among themselves an acting Chairman of the Board. A notice setting forth therein the causes of a meeting of the Board of Directors shall be sent to each director within 7 days prior to the meeting, provided that the meeting may be convened at any time, in the case of emergencies. The convening of the meeting may be notified to each director, in writing or via email or fax.

Article 23: Resolutions at a meeting of the Board of Directors shall, unless otherwise provided for in the Company Act, be adopted by a majority of the directors present at the meeting attended by a

majority of the whole directors. Where any director fails to attend the meeting in person, he/she may appoint another director as his/her proxy to attend the meeting on behalf of him/her by issuing a power of attorney specifying the scope of authority with reference to the subjects to be discussed at the meeting, provided that a director may accept the appointment to act as the proxy of another director only. In case a meeting of the Board of Directors is conducted in the form of video conference, the directors taking part in such a video conference shall be deemed to have attended the meeting in person.

Article 24: (Deleted)

Article 25: (Deleted)

Article 26: Remuneration to the Company's directors for performance of job duties must be paid, irrelevant with profit or loss retained by the Company. The Board of Directors is authorized to determine the remuneration to the Company's whole directors subject to the directors' engagement in and contribution to the Company's operations. The directors may claim transportation allowances, if necessary.

Article 26-1: The Company shall take out for directors the liability insurance with respect to liabilities resulting from exercising their duties during their term of office.

Chapter 5 Managers and Officers

Article 27: The Company shall employ several executive officers and the appointment and dismissal of whom shall be carried out pursuant to Article 29 of the Company Act.

Article 28: (Deleted)

Article 29: (Deleted)

Chapter 6 Final Accounts

Article 30: At the end of the fiscal year, the Board shall prepare the following documents, and submit it at a shareholders' meeting for ratification through the procedures required by laws:

Business report;

Financial statements;

Motion for allocation of earnings or covering of losses.

Article 31: If the Company retains earnings at end of any fiscal year, the Company shall allocate no less than 1% of the earnings as the

remuneration to employees, which shall be distributed in the form of stock or in cash upon a resolution adopted at a meeting of the Board of Directors. The recipients entitled to receive the remuneration include the employees of subsidiaries of the Company meeting certain specific requirements. The Company may also allocate no more than 5% of said earnings as the remuneration to directors upon a resolution adopted at a meeting of the Board of Directors. The motion for allocation of remuneration to employees and directors shall be reported to a shareholders' meeting. Notwithstanding, where the Company retains accumulated losses, the losses shall have been covered first, and the remainder, if any, shall be allocated as the remuneration to employees and directors on a pro rata basis as referred to in the preceding paragraph.

Article 31-1:

If the Company retains earnings upon final account of any fiscal year, it shall first pay the taxes, make up any losses from past years, and then make contribution of 10% as the legal reserve unless the legal reserve has reached the amount of the Company paid-in capital. After appropriating or reversing a special reserve in accordance with the laws and regulations, the motion for distribution of the balance, if any, plus the accumulative undistributed profit is formulated by the Board of Directors and submitted to a shareholder's meeting for resolution. The Company adopts the dividend policy in response to the current and future development plans and by taking into account the investment environment, funding needs and domestic/foreign competition overview, as well as shareholders' interest. As the Company is still growing, in response to the potential business expansion plan, the Company may allocate at least 30% of the earnings after tax for the current year as bonus to shareholders, unless no earnings are retained for the current year. The bonus to shareholders may be allocated in the form of cash dividends and stock dividends (50%~100% for cash dividends and 50%~0% for stock dividends). Notwithstanding, the Company may adjust the percentage for allocation of cash dividends and stock dividends, subject to the economic overview, industrial development and funding needs, if necessary.

Chapter 7 Supplementary Clauses

- Article 32: The Company's Memorandum and Articles of Association shall be enacted by the Board of Directors separately.
- Article 33: Any matters not covered herein shall be governed by the Company Act and other related laws & regulations.
- Article 34: These Articles shall be enforced upon resolution of a shareholders' meeting and approval of the competent authority. The same shall apply where these Articles are amended.
- Article 35: These Articles were duly enacted on Oct.18,1973 and duly amended on:
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| (01) Nov.15,1973 | (02) Apr.02,1974 |
| (03) Nov.18,1975 | (04) Feb.14,1976 |
| (05) Sep.30,1979 | (06) Aug.08,1980 |
| (07) Sep.15,1981 | (08) Nov.03,1981 |
| (09) Nov.20,1981 | (10) Dec.14,1984 |
| (11) Dec.26,1984 | (12) Mar.04,1985 |
| (13) Jun.02,1987 | (14) Aug.01,1987 |
| (15) Mar.24,1988 | (16) May.20,1989 |
| (17) Oct.12,1989 | (18) Feb.17,1990 |
| (19) Apr.26,1991 | (20) May.08,1992 |
| (21) May.08,1993 | (22) May.14,1994 |
| (23) May.06,1995 | (24) Jun.07,1997 |
| (25) Jun.06,1998 | (26) Jun.05,1999 |
| (27) Jun.03,2000 | (28) May.15,2001 |
| (29) Jun.18,2002 | (30) Jun.11,2003 |
| (31) Jun.17,2005 | (32) Jun.23,2006 |
| (33) Jun.27,2011 | (34) Jun.28,2016 |
| (35) Jun.27,2017 | (36) Jun.23,2020 |