



銘旺實業股份有限公司
HAKERS ENTERPRISE CO., LTD.

Articles of Incorporation

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Section I

General Provisions

Article 1

The name of the company is HAKERS ENTERPRISE CO., LTD. (銘旺實業股份有限公司) (the “Company”), which is duly organized as a company limited by shares under the Company Act of Taiwan.

Article 2

The business to be operated by the Company is as follows:

- (1) C306010 Wearing Apparel
- (2) C307010 Clothing Accessories
- (3) C399990 Other Textile and Products Manufacturing
- (4) F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- (5) F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- (6) F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- (7) F399040 Retail Sale No Storefront
- (8) F399990 Retail sale of Other Integrated
- (9) F401010 International Trade
- (10) I502010 Clothing Designing
- (11) F108031 Wholesale of Medical Devices
- (12) F208031 Retail Sale of Medical Apparatus
- (13) ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The headquarters of the Company is located in New Taipei City, Taiwan. The Company may establish branches or subsidiaries in Taiwan or overseas as the Company may require upon resolution by the board of directors of the Company ("Board or "Board of Directors").

Article 4

The Company may act as a guarantor for companies in accordance with the company's " Procedures for Offering of Endorsements/Guarantees ".

Article 5

The total amount of investments by the Company may exceed forty percent of the paid-in capital of the Company. All investment shall be dealt with by the resolution of the board of directors.

Article 6

The Company's announcement shall be handled in accordance with the Company Act and the regulations of the security regulatory authority.

Section II

Shares

Article 7

The registered capital of the Company shall be eight hundred million New Taiwan Dollars (NT\$800,000,000), divided into eighty million (80,000,000) shares, with a par value of ten New Taiwan Dollars (NT\$10) per share. The unissued shares shall be authorized by the board of directors to issue in batches; the issue price per share shall be determined by the board of directors in accordance with the Company Act or securities-related laws.

Within the registered capital of the Company, employee stock option certificates may be issued within the range of eighty million New Taiwan Dollars (NT\$80,000,000), with a total of eight million (8,000,000) shares, with a par value of ten New Taiwan Dollars (NT\$10) per share, and the board of directors is authorized to issue them in batches according to business needs.

Article 8

The shares issued by the Company are registered shares. The shares shall be issued after being signed or stamped by the directors and certified by a competent certifying bank.

After the Company publicly issues shares, the Company's shares may be exempted from printing any share certificate for the shares issued, and shall register the issued shares with a centralized securities depository enterprise.

Article 9

The transfer registration of shares shall be handled in accordance with the provisions of Article 165 of the Company Act.

Article 10

The Company's shares shall be handled according to the "Regulations Governing the Administration of Shareholder Service of Public Companies" prescribed by the competent authority

Section III

Shareholders' Meeting

Article 11

When the Company holds a shareholders' meeting, The shareholders may exercise their voting rights by written mail or electronic transmission.

There are two types of shareholders' meeting of the Company, the annual meeting and special meeting. Annual meetings shall be convened by the Board of Directors annually within six (6) months after the end of each fiscal year. Special meetings shall be convened as required in accordance with applicable laws and regulations.

Article 12

A shareholder who is unable to attend the shareholders' meeting may authorize another person to attend as proxy using the form provided by the Company affixed with the sign and seal, which sets forth the scope of the authorization. The proxy process is governed by Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" prescribed by the competent authority.

Article 13

Except for the shares with restricted voting right or without voting rights under the Article 179 of the Company Act, each share of the Company is entitled to one vote.

Article 14

Except as otherwise provided by the Company Act and applicable law, the shareholders' resolutions shall be adopted upon the approval of a majority of the voting shares present at the meeting, which is attended by holders of a majority of the total issued and outstanding shares of the Company.

Article 15

Notice shall be given to the shareholders by mail or electronic transmission at least thirty (30) days prior to an annual meeting, and at least fifteen (15) days prior to a special meeting, stating the date, place, and purpose of the meeting. Notice to shareholders holding less than a thousand (1,000) shares may be given by public announcement.

Article 15-1

The Company may convene shareholders' meeting via video conference or other methods approved by the central competent authority. The proxy process is governed by Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" prescribed by the competent authority.

Article 16

Unless otherwise stipulated by the Company Law, the shareholders' meetings shall be presided by the Chairman of the Board. If the Chairman of the Board is on leave or unable to

exercise his powers and duties for any reason, the chairperson of the meetings shall be appointed pursuant to Article 208 of the Company Act. If the meeting is convened by a person with the authority to convene other than the Board of Directors, such person shall act as the chairperson at that meeting; if there are more than one person with the authority to convene, the chairperson for the meeting shall be appointed from among them.

Article 17

The resolutions adopted at the shareholders' meeting shall be made into minutes, which shall be signed by or affixed with seal of the chairperson of the meeting and distributed to all shareholders within 20 days after the meeting.

Minutes of the meeting shall include the date and place of the meeting, summary and results of the proceedings, the name of the chairperson at the meeting, and the method for adopting the resolutions. Minutes of the meetings shall be kept for as long as the Company is in existence.

The production and distribution of the minutes of the shareholders' meeting may be made by public announcement.

Section IV

Board of Directors

Article 18

The Company shall have five to ten directors, the directors shall be elected by the shareholders' meeting from among persons with the ability to act and hold office for three years; re-elected directors may serve consecutive terms. The Company authorizes the board of directors to determine the number of directors.

The election of directors of the Company adopts the candidate nomination system stipulated in Article 192-1 of the Company Act. The directors shall be elected from the nominees listed in

the roster of director candidates at the shareholders' meeting. The total shareholding ratio of all directors shall be handled in accordance with the regulations of the securities management authority.

There shall be at least two independent directors among the number of directors to be elected referred to in the preceding paragraph, and the independent directors shall represent at least one-fifth of the Board. The restrictions on professional qualifications, share ownership, concurrent positions held, the manner of nomination, the election of the independent directors, and other related matters shall comply with the relevant laws and regulations of the Company Act and the Securities and Exchange Act.

The Company may purchase liability insurance for the directors during their tenures, which shall cover the directors' liabilities arising from the performance of their duties. The Company authorizes the board of directors to handle relevant insurance matters.

Article 18-1

The Company has established the Audit Committee since the ninth session of the board of directors in accordance with the provisions of Articles 14-4 and 181-2 of the Securities and Exchange Act. The Audit Committee consists of all the independent directors. The duties of the Supervisors provided under the Company Act, the Securities and Exchange Act and other relevant laws shall become duties of the Audit Committee or the members of the Audit Committee

Article 18-2

The Company's Board of Directors may establish the Remuneration Committee, the Audit Committee or other

functional committees according to the Company's business needs. The functional committee of each type shall, in accordance with the regulations provided by the competent authority, enact the rules governing the exercise of its duties. These rules shall be effective upon the resolution adopted by the Board of Directors' meeting.

The number of functional committee members, their term, duties and meeting rules shall be regulated by the organizational rules of the functional committees and shall be implemented by the resolution of the board of directors.

Article 19

The board of directors is organized by the directors, and more than two-thirds of the directors are present and more than half of the directors present agree to recommend a chairman. The Chairman of the Board shall have the authority to represent the Company.

Article 20

Except as otherwise provided by the Company Act, resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least a majority of the directors holding office. If a director is unable to attend the meeting due to special circumstances, such director may appoint another director as his proxy. A director who appoints another director as his proxy to attend the meeting shall fill out a proxy form setting forth the scope of authorization with respect to the matters to be discussed at such meeting. A director may only be appointed as a proxy by one other director.

Article 21

For the convening of the board of directors, the reasons shall be stated and the directors shall be notified seven days in advance.

The meeting of the Board of Directors may be called in case of emergency. The meeting of the Board of Directors shall be convened by delivery a notice to each director via fax, or e-mail.

Article 22

If the Chairman of the Board is on leave or cannot exercise his powers and duties for any reason, a chairperson shall be appointed pursuant to Article 208 of the Company Act.

The directors shall attend all meetings of the Board of Directors in person.

If a director is unable to attend the meeting due to special circumstances, such director may appoint another director as his proxy. A director who appoints another director as his proxy with the provisions of Article 205 of the Company Law to attend the meeting shall fill out a proxy form setting forth the scope of authorization with respect to the matters to be discussed at such meeting. A director may only be appointed as a proxy by one other director.

The board of directors can be held by video conference. If participation by means of video conferencing is made available at a meeting, directors who participate in the meeting by such means shall be deemed to have attended such meeting in person.

Article 23

The remuneration authorization of all directors shall be determined by the board of directors, regardless of the operating profit, according to the level of participation and contribution value of the Company's operations, and shall be

paid by referencing the standards within the industry.

Section V

Managerial Personnel

Article 24

The Company may set up managers, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Law.

Section VI

Accounting

Article 25

At the end of the fiscal year, the accounts of the Company shall be closed. After the end of each fiscal year, the Board of Directors shall prepare the reports such as business reports, financial statements, and proposals for distribution of profits or appropriation of losses under Article 228 of the Company Act and submit such reports to the Audit Committee for review and issue a report 30 days before the shareholders' annual meeting for ratification.

Article 26

To the extent that the Company has profit in the year, the Company shall set aside at least 1% of such profit as employee dividends and no more than 3% of such profit as director dividends, provided that the Company shall first offset the cumulative losses, if any.

The recipients of employee dividends with the preceding subparagraph may include the employees of the Company's subsidiaries who meet certain conditions; the terms of the distribution shall be decided by the Board of Directors.

Article 27

The Company is in the stage of corporate growth, and the dividend policy must be in line with the current and future industrial environment and capital budget needs, and take into account the interests of shareholders to adopt the principle of balanced dividends. If the Company has earnings in a fiscal year, the Company shall, after paying all taxes, offsetting all prior losses, appropriate 10% of the earnings to legal capital reserve, and then to special capital reserve in accordance with relevant laws or regulations. Any remaining amount after the abovementioned payments are made, together with unallocated earnings as of the beginning of the fiscal year, shall be allocated according to the resolution of the shareholders' meeting.

When the distribution is in cash, the Board of Directors will be authorized to handle the distributions in a meeting attended by more than two-third of all directors are present and more than half of the directors present agree and reported to the shareholders' meeting.

Article 28

The Company's dividend policy will be based on factors such as the future investment environment, capital needs, domestic and international competition and capital budget, taking into account shareholders' interests, balancing dividends, capital adequacy ratio and the Company's long-term financial planning. Every year the board of directors shall propose to the shareholders' meeting the distribution methods and the amount of earnings to be distributed every year. Cash dividends are mainly distributed, and shall not be less than 10% of the total dividends.

Section VII
Miscellaneous

Article 29

Any matters not covered herein shall be governed by the Company Act and relevant laws and regulations.

Article 30

After the Company's public offering, if the stock intends to withdraw from the public offering, it shall submit a resolution to the shareholders' meeting, and this provision shall not be changed during the public offering period.

Article 31

These Articles of Incorporation were adopted on January 8, 1986.

The 1st amendment was made on January 27, 1986.

The 2nd amendment was made on February 18, 1986.

The 3rd amendment was made on April 27, 1987.

The 4th amendment was made on September 9, 1991.

The 5th amendment was made on July 20, 1996.

The 6th amendment was made on September 18, 1998.

The 7th amendment was made on November 15, 2000.

The 8th amendment was made on January 9, 2004.

The 9th amendment was made on June 20, 2005.

The 10th amendment was made on November 20, 2006.

The 11th amendment was made on October 29, 2010.

The 12th amendment was made on May 13, 2011.

The 13th amendment was made on October 31, 2011.

The 14th amendment was made on May 10, 2012.

The 15th amendment was made on June 12, 2014.

The 16th amendment was made on June 15, 2016.

The 17th amendment was made on June 15, 2017.

The 18th amendment was made on June 12, 2018.

The 19th amendment was made on June 18, 2019.

The 20th amendment was made on June 23, 2020.

The 21th amendment was made on June 14, 2022.