

Eclat Textile Co., Ltd.

Articles of Incorporation

Chapter I General Principles

Article 1: The Company's name shall be Eclat Textile Co., Ltd. and shall be incorporated under the Company Act. The English name of the Company shall be "Eclat Textile Co., Ltd."

Article 2: The scope of business of the Company shall be as follows:

1. C301010 Yarn Spinning Mills
2. C302010 Knit Fabric Mills
3. C305010 Printing, Dyeing, and Finishing Mills
4. C306010 Outerwear Knitting Mills
5. C399990 Other Textile Products Manufacturing
6. All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The reinvestment amount of the Company in other enterprises may exceed the limit of forty percent of the paid-in capital specified in the Company Act. The Board of Directors is authorized to make resolution on the actual amount.

Article 4: The Company may provide endorsements and guarantees to the external depending upon the business needs. The operation procedure thereof shall be handled according to the Endorsement and Guarantee Policies of the Company.

Article 5: The Company shall have its head office in Taipei City, and when it is determined to be necessary, branch offices may be established domestically or overseas.

Article 6: (Deleted)

Chapter 2 Shares

Article 7: The total capital of the Company shall be in the amount of NTD 3,000,000,000, divided into 300,000,000 shares, at NTD 10 per share, which may be issued at discrete times, and may be exchanged for shares of large denomination according to the request of shareholders.

Article 8: The shares of the Company shall be registered, which shall be signed or sealed by at least three Directors, and the shares shall be

certified by the competent authority or a registration institution approved by the competent authority for the issuance thereof.

Article 9: For the shares issued by the Company, the printing of share certificates may be exempted; however, they shall be registered with the Centralized Securities Depository Enterprises.

Article 10: Shareholders of the Company performing shareholder services of share transfer, creation of rights and pledges, reporting of loss, inheritance, gift and chop loss/change or address change etc. and the exercising all of the rights of shareholders, unless the laws and securities regulations specify otherwise, shall be handled according to the "Regulations Governing the Administration of Shareholder Services of Public Companies".

Article 11: Deleted.

Article 12: Deleted.

Article 13: Deleted.

Article 14: Any change and transfer registration of shares shall be prohibited within 60 days prior to the ordinary shareholders' meeting, 30 days prior to the extraordinary shareholders' meeting, or 5 days prior to the record date for the distribution of dividends and bonuses or other interests by the Company.

Chapter 3 Shareholders' Meeting

Article 15: The shareholders' meeting is divided into two types of the ordinary shareholder's meeting and the extraordinary shareholders' meeting:

1. Ordinary shareholders' meeting shall be convened within six months after the end of each fiscal year.
2. Extraordinary shareholders' meeting shall be convened when there is an important event and considered necessary by the Board of Directors or shall be convened upon the request of shareholders according to the regulations of the Company Act.

Article 16: 30 days prior to the convention of an ordinary shareholders' meeting and 15 days prior to the convention of an extraordinary shareholder's meeting, a notice indicating the date, location of the meeting and the reason of convention shall be issued to each shareholder in writing or may be informed via electronic method upon the consent of the counterparty; provided that for shareholders with the holding of less than 1,000 shares,

announcement method may be adopted.

Article 17: Except where the Company Act and relevant laws specify restrictions or conditions without voting rights, each shareholder shall have one voting right for each share held. Unless otherwise specified in the Company Act, the convention of a shareholders' meeting shall be attended by a majority of the shareholders representing more than half of the total number of the Company's outstanding shares, and a resolution of the shareholders' meeting shall be executed based on the consents of a majority of the voting rights of attending shareholders.

Article 18: (deleted).

Article 19: A shareholder may appoint a proxy to attend a shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. The regulations for authorizing proxies to attend shareholders' meetings on behalf of the shareholders of the Company shall comply with Article 177 of the Company Act and shall also be handled accordingly to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" announced by the competent authority.

Article 20: Shareholders' meeting shall be convened by the Board of Directors' meeting, and the Chairman shall be the chairperson of the shareholders' meetings. In case where the Chairman is absent due to reasons, the Chairman may designate one director to act as a proxy thereof. In case where no designation of proxy is made, the Board of Directors shall elect one director to act as the chairperson. Where a shareholders' meeting is convened by other party with the convening power, such party shall act as the chairperson of the shareholders' meeting. Shareholders' meeting shall be convened according to the Rules of Procedure for Shareholders' Meeting of the Company.

Article 21: Resolutions made in a shareholders' meeting shall be recorded in the meeting minutes and shall be prepared, preserved and issued to all shareholders according to Article 183 of the Company Act.

Chapter 4 Director and Managerial Personnel

Article 22: The Company shall have eleven to thirteen directors. The election of the directors of the Company shall adopt the

candidate nomination system prescribed in Article 192-1 of the Company Act, and directors shall be elected by the shareholders' meeting from the candidate roster announced by the Company. Required compliance matters shall be handled according to relevant laws. The total number of registered shares held by all of the directors shall not be less than the percentage specified by the competent authority according to the laws.

In the roster of directors described in the preceding paragraph, the number of independent directors shall not be less than three and shall not be less than one fifth of the total number of Directors, the candidates nomination system shall be adopted, and elected by the shareholders' meeting from the independent director candidate roster. Relevant matters of the professional qualification, shareholding, concurrent job position limitation, nomination and election methods of the Independent Director as well as other necessary requirements shall comply with relevant regulations specified by the competent authority.

Independent and non-independent directors shall be elected at the same time, but in separately calculated numbers.

Article 23: The term of office of a director is three years, and he/she may be eligible for re-election. Unless otherwise specified in the Company Act, in case where 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.

The Company establishes the "Audit Committee" according to Article 14-4 of the Securities and Exchange Act, such no supervisors are established in the Company.

The number and term of office of audit committee members, powers of the audit committee, and the rules of procedure for meetings of the audit committee. etc. shall be handled according to the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies", and shall be further specified in the audit committee charter.

Article 24: When the number of vacancies of directors reaches one third of the total number of directors or when all of the independent directors are discharged, the Board of Directors shall convene an extraordinary shareholders' meeting within sixty days to fill the

vacancies, and the term of office thereof shall be limited to fulfill the unexposed term of office of the predecessor.

Article 25: When the directors are performing duties, regardless of the operating loss or profit of the Company, the Company may pay remuneration for the performance of duties, and the remuneration is authorized to the Board of Directors make determination based on their participation level and value of contribution to the operation of the Company along with the consideration of the standard adopted in the same industry.

Article 26: The Board of Directors organizing the Board of Directors' meeting shall exercise the authorities of the directors according to the laws, and shall be attended by more than two-thirds of the directors along with the consents of the majority of the attending directors in order to elect a Chairman among the directors.

Article 27: Except that the first board of directors' meeting of each session shall be convened according to the Company Act, board of director's meetings shall be convened by the Chairman. Unless otherwise specified in the Company Act, resolutions of Board of Directors' meeting shall be executed based on the attendance of a majority of Directors and the consents of more than half of the attending Directors.

The notice for the convention of Board of Directors' meeting of the Company may be made in writing, e-mail or facsimile method.

Article 28: Unless otherwise specified in the Company Act, Board of Directors' meetings shall be attended by a majority of the directors. In case where a director cannot attend the meeting due to reasons, he or she may appoint another director to act as a proxy for attending the Board of Directors' meeting on his or her behalf, by presenting a power of attorney indicating the authorization scope of the convention; provided that such appointment shall be limited to one director only. Resolutions of the Board of Directors' meeting shall be executed based on the consent of a majority of the attending directors, and resolution records shall be made and shall be signed and sealed by the chairperson for preservation. Where a Board of Directors' meeting is held as a video conference, the directors attending the meeting through video conference shall be deemed to have attended to the meeting in person.

Article 29: Unless otherwise specified in the Company Act and other laws, in the event of the following matters, the resolution approval of

the Board of Directors' meeting shall be obtained before the execution thereof:

1. Proposal to amend the Article of Incorporation of the Company.
2. Establishment or revision of internal control system, establishment or revisions for the proposal of handling procedures for financial or operational actions of material significance, including acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
3. Approval of annual budget and review of annual settlement, including the review and supervision of annual business plan.
4. Proposal for distribution of profit or covering loss.
5. Offering, issuance, or private placement of any equity-type securities.
6. Approval of reinvestment of the Company on other enterprises or transfer/sale of shares; provided that for an investment amount less than NTD 30,000,000 (inclusive), the Chairman is authorized to provide approval, followed by execution and reporting to the Board of Directors.
7. The hiring or discharge of an attesting Certified Public Accountant (CPA), or the compensation given thereto.
8. Proposal of the transfer, sale, lease, pledge, mortgage or other methods of disposition of all or important parts of the Company's assets or business.
9. Approval for the application of financing, guarantee, acceptance and other loaning of the Company from a financial institution or a third party at an amount above NTD 100,000,000; provided that for an amount less than NTD 100,000,000 but above NTD 50,000,000, such case shall be reported in the latest session of Board of Directors' meeting for recordation after the execution of such case.
10. A material asset or derivatives transaction.
11. A material monetary loan, endorsement, or provision of a guarantee.
12. Approval of major contractors or other material events.
13. Approval of material transactions between the Company and interested parties (including affiliates).
14. Appointment or discharge of a financial, accounting, or internal audit officer.

15. Approval, revision and termination of acquisition, transfer, licensing or leasing/renting technology cooperation agreements for patent rights, trademark rights or copyrights.
16. For the matters specified in Subparagraph 9 of this Section, where it is used for the one identical purpose, contract establishment, application or expenditure shall not be made separately.
17. Matters in which a director is an interested party.
18. Other authorities granted by the laws and the shareholders' meeting.

Article 30: (Deleted.)

Article 31: According to the indemnification liabilities required to be borne under the laws within the scope of duties of all of the directors within their term of office,, the Company shall purchase liability insurances for the directors in order to reduce and diversify the damage risks of all of the directors, the Company and the shareholders. The Board of Directors is authorized to have the full authority to handle matters related to the application of liability insurances for all of the directors.

Article 32: The Company may have managerial personnel, and the appointment, discharge and remuneration thereof shall be handled according to Article 29 of the Company Act. Within the scope of authorization, the managerial personnel are empowered to manage affairs and signature for the Company, and the Board of Directors shall establish relevant scope of authorization and authorization regulations.

Article 33: The general manager of the Company shall handle daily affairs of the Company according to the resolutions of the Board of Directors' meeting.

Article 34: Deleted

Chapter 5 Accounting

Article 35: The accounting fiscal year of the Company shall start from January 1 to December 31, and settlement shall be performed at the end of each fiscal year.

Article 36: For the settlement of the Company, the Board of Directors shall prepare the business report, financial statement and proposal on distribution of surplus earnings or loss off-setting according to

the Company Act, and shall submit to the Audit Committee for auditing thirty days prior to the convention of ordinary shareholders' meeting, in order to issue a report for submission to the shareholders' meeting for approval.

Article 37: Where the Company has a profit after settlement (the term "profit" refers to the income before deducting the distribution of employee remuneration from the income before tax), no less than 0.1% shall be appropriated for the employee's remuneration for the distribution according to the resolution of the Board of Directors' meeting, and be reported to the shareholders' meeting. For the surplus earnings after the settlement with the appropriation of the employee's remuneration, after tax is paid according to the law, it shall be used to cover the accumulated loss (including adjustment of undistributed surplus earnings amount) first, following which, 10% thereof shall be set aside as the legal reserve; however, when the legal reserve has reached the paid-in capital of the Company, it may be exempted from such appropriation. For the remaining amount, after special reserve is further set aside or reversed according to the laws. It is combined with the undistributed surplus earnings (including adjustment of undistributed surplus earnings amount) at the beginning of the same period, for proposing to the shareholders' meeting for resolution on the distribution of shareholders' dividends and bonuses.

Where the Company has accumulated loss (including adjustment of undistributed surplus earnings amount) from the previous years, for a profit gained in the current year (the term "profit" refers to the income before deducting the distribution of employee remuneration from the income before tax), before the appropriation of employee's remuneration, it shall be used to cover the accumulated loss first, followed by executing the appropriation of the remaining balance according to the percentage described in the preceding paragraph. The distribution of employee's remuneration may be made in the form of shares or cash.

The present industrial development of the Company is at the growing stage, and there are plans for expansion of production lines and fund demands. Consequently, during the distribution of surplus earnings, the Board of Directors shall consider the

investment plan, financial structure, future fund demand and profit status of the Company, and under the consideration that there are no other special conditions, it shall not be lower than 50% of the net income of the current year after the deduction of the compensation loss according to the preceding paragraph, for the Board of Directors to submit proposal to the shareholders' meeting for resolution before the execution thereof. However, the amount of cash dividends distributed shall not be less than 20% of the total amount of dividends.

Article 38: At the end of each fiscal year, the Company shall submit the business report, financial statement and proposal on distribution of surplus earnings or loss off-setting to the shareholders' meeting for approval.

Chapter 6 Supplementary Provisions

Article 39: For any matters not specified in this Article of Incorporation, such matters shall be handled according to the regulations of the Company Act.

Article 40: These Articles of Incorporation shall become effective after the resolution of the shareholders' meeting, and the same requirement shall be applied to the amendment thereof.

Article 41: These Articles of Incorporation were established on November 10, 1977.

The first amendment was made on August 21, 1981.

The second amendment was made on February 27, 1985.

The third amendment was made on October 23, 1987.

The fourth amendment was made on June 27, 1988.

The fifth amendment was made on July 23, 1988.

The sixth amendment was made on July 18, 1990.

The seventh amendment was made on October 1, 1991.

The eighth amendment was made on January 20, 1992.

The ninth amendment was made on September 15, 1992.

The tenth amendment was made on September 29, 1992.

The eleventh amendment was made on June 21, 1995.

The twelfth amendment was made on May 12, 1997.

The thirteenth amendment was made on August 16, 1997.

The fourteenth amendment was made on June 25, 1998.

The fifteenth amendment was made on May 26, 2000.

The sixteenth amendment was made on May 25, 2001.

The seventeenth amendment was made on June 10, 2002.
The eighteenth amendment was made on June 7, 2004.
The nineteenth amendment was made on June 6, 2005.
The twentieth amendment was made on June 14, 2006.
The twenty-first amendment was made on June 15, 2010.
The twenty-second amendment was made on June 18, 2012.
The twenty-third amendment was made on June 17, 2014.
The twenty-fourth amendment was made on June 24, 2015.
The twenty-fifth amendment was made on June 21, 2016.
The twenty-sixth amendment was made on June 18, 2019.

Eclat Textile Co., Ltd.

Chairman: Chen-Hai Hung