

CHC Resources Corporation

Articles of Incorporation

Established on April 30, 1991
The 25th amendment was made on June 25, 2025

Chapter 1 General

Article 1 The Company is established according to the requirements related to limited companies according to the Company Act of the Republic of China and was named "CHC Resources Corporation."

Article 2 Business scope of the Company is as follow:

- I. C901990 Other Non-Metallic Mineral Products Manufacturing.
- II. F111090 Wholesale of Building Materials.
- III. C901050 Cement and Concrete Products Manufacturing.
- IV. C901060 Refractory Materials Manufacturing.
- V. J101090 Waste Disposal.
- VI. CA01070 Scrapped Car and Boat Dismantling and Scrap Iron and Steel Metal Processing.
- VII. J101080 Resource Recycling.
- VIII. F107170 Wholesale of Industrial Catalyst.
- IX. F120010 Wholesale of Refractory Materials
- X. C802120 Industrial and Additive Manufacturing.
- XI. F113100 Wholesale of Pollution Controlling Equipment.
- XII. F107200 Wholesale of Chemical Feedstock.
- XIII. F401010 International Trade.
- XIV. J101050 Environmental Testing Services.
- XV. 401010 Dredging industry.
- XVI. C801010 Basic Industrial Chemical Manufacturing.
- XVII. J101990 Other Environmental Protection Construction.
- XVIII. J101030 Waste Disposing.
- XIX. J101040 Waste Treatment
- XX. CA02990 Other Metal Products Manufacturing.
- XXI. I103060 Management Consulting.
- XXII. I199990 Other Consultancy.
- XXIII. IG03010 Energy Technical Services.
- XXIV. IZ09010 Management System Certification.
- XXV. CA01080 Refining Aluminum/Smelting and Refining of Aluminum.
- XXVI. F207050 Retail Sale of Manure.

XXVII. F207170 Retail Sale of Industrial Catalyst.

XXVIII. F207200 Retail Sale of Chemical Feedstock.

XXIX. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article2-1 The Company may provide external endorsement/guarantee as required by its operations according to the requirements under the Company's Procedures for Endorsement/Guarantee.

Article 3 To achieve the diversification of our operating objectives, the total investment made by the Company in other companies (as a shareholder with limited liability) is not subject to the restriction where such investment may not exceed 40% of the Company's paid-up capital under Articles 13 of the Company Act.

Article 4 The Company is established in Kaohsiung City, the Republic of China. The Company may establish domestic and overseas branch organizations at proper venues according to its actual needs.

Article 5 Except for otherwise provided by the regulatory authority for securities, the Company's announcements shall be published on the substantial part of a circulating daily newspaper that circulates at the location where the Company operates.

Chapter 2 Shares

Article 6 The total capital of the Company shall be NT\$3 billion, divided into 300,000,000 shares with a par value of NT\$10 per share, and shall be issued in installments.

Article6-1 The Company may make consolidation and re-issue its share certificates with a higher par value according to the request of Taiwan Depository & Clearing Corporation.

Article 7 Except where physical certificates are not printed, the Company shall number its share certificates, and the share certificates shall be signed or stamped by three or more Directors, and the issuance shall be subject to the certification by the competent authority or an issuance registration institution recognized by the competent authority.

Where physical certificates are not printed for the issued shares of the Company, the Company shall engage a centralized securities depository enterprise/institution for the registration of such shares.

Article 8 The handling of the Company's stock affairs shall be conducted in accordance with the provisions under the "Regulations Governing the Administration of Shareholder Services of Public Companies" and relevant laws and regulations.

Chapter 3 Shareholders' Meeting

Article 9 The Company's Shareholders' Meeting falls in the following categories:

- I. Annual Shareholders' Meeting shall be convened by the Board of Directors within six months from the end of the fiscal year according to the law.
- II. Extraordinary Shareholders' Meeting shall be convened according to the law when necessary.

Article 10 The convening of the Annual Shareholders' Meeting shall comply with requirements under the Company Act, the Securities and Exchange Act, and relevant laws and regulations.

Article 11 Except for otherwise provided in the Company Act or other laws and regulations, resolutions at Shareholders' Meetings shall be adopted by at least half of all Shareholders present. Consent from Shareholders present who represent more than half of the total number of voting rights shall be obtained for implementation.

Article 12 The Shareholders of the Company shall be entitled to one vote with each share they hold ; however, Shareholders whose voting rights are restricted or have no voting rights according to Paragraph 3, Article 157 and Paragraph 2, Article 179 of the Company Act shall be excluded.

Article 13 Where a Shareholder is unable to attend a Shareholders' Meeting for any reason, the Shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company. Except for otherwise required by the Company Act, a Shareholder engaging a proxy for attendance shall comply with the "Rules for Using Proxies to Attend Shareholders' Meeting for Publicly Trading Companies" promulgated by the competent authority.

Article 14 Where the Shareholders' Meeting is convened by the Board of Directors, the Chairman shall chair the meeting. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Chairman shall appoint a Director to act as the Chairman. Where the Chairman has not made such a designation, a Chairman shall be elected among the Directors. Where a Shareholders' Meeting is convened by a party with the power to convene, but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall elect one person from among themselves to act as the Chairman.

Article 15 Resolutions at a Shareholders' Meeting shall be recorded in the minute book. The minute book shall be signed or stamped by the Chairman of the Shareholders' Meeting. The minute book, together with the sign-in book for attending Shareholders and the proxy forms for engaging proxies for attendance shall be compiled by the Board of Directors and kept by the Company.

Article 16 The Company has 13 to 15 Directors. The Company adopts a candidate nomination system; shareholders shall elect the Directors among the list of candidates. A Director's tenure shall be three years, and may be re-elected for consecutive terms.

When electing Directors at the Shareholders' Meeting, the number of Directors to be elected shall be the election rights for each share. The election right may be used together to elect one person or separately to elect multiple persons. Candidates who won the most voting rights represented by the votes shall be elected as Directors.

Within the number of Directors of each session elected according to paragraph 1, the number of Independent Directors shall not be less than three, and shall not be less than one-fifth of the number of Directors to be elected. The Independent Directors' professional qualifications, shareholding, and part-time restrictions, determination of independence, nomination methods, and other matters of compliance shall be subject to the relevant requirements under laws and regulations for securities and exchange.

The election for Independent Directors and Non-independent Directors shall be held at the same time, with nomination made separately, and the number of elected seats shall be calculated individually.

Article 16-1 The Company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee is responsible for the implementation of the functions and powers of the Supervisors stipulated in the Company Act, the Securities and Exchange Act, and other laws and regulations. The Audit Committee comprises all Independent Directors, and the number of its members shall not be less than three, one of the members shall be the convener, and at least one of the members shall have accounting or financial expertise.

The resolution of the Audit Committee shall be approved by the majority of all members of the Audit Committee.

The exercise of the function and power of the Audit Committee, the organization regulations, and other matters to be complied with shall comply with the Securities Exchange Act and other relevant laws and regulations or the Company's rules.

Article 17 The traffic allowance of Directors, the remuneration of Independent Directors, and the salary of the Chairman shall be determined by the Board of Directors with reference to the standards in the same industries and of listed companies. Other grants for the Chairman shall be determined with reference to relevant requirements for the salary package of employees.

Article 18 The functions and powers of the Board of Directors are as follows:

- I. Review of annual operating policy and operating budget.
- II. Approval of personnel at the level of vice president and above and the head of finance and accounting and the Chief Auditor.
- III. Review of annual Business Report and Financial Report.
- IV. Review of the pledge, sale/purchase, or other disposals of the Company's properties.
- V. Approval of investment plans related to the Company's business.
- VI. Approval of significant capital expenditure.
- VII. Approval of acquisition and transfer of specialized technology, patents, and technical partnership contracts.
- VIII. Approval of the establishment and demolition of branches.
- IX. Proposal for the amendments to Articles of Incorporation, change in capital, and the dissolution or merger of the Company.
- X. Proposal for earning distribution or loss compensation.
- XI. Approval of the appointment, discharge of, and compensation for the CPA.
- XII. Approval of the Company's internal organization and its authority.
- XIII. Formulation or amendments to procedures for significant financial or business conducts, such as acquisition or disposal of assets, engaging in derivatives trading, loaning of funds to others, or provision of endorsements/guarantees to others, as well as the approval of internal control system and other significant rules.
- XIV. Approval of the primary rights, obligations, and conditions of significant contracts.
- XV. Approval of offering, issuance, or private placement of any equity-based securities.
- XVI. Review of other matters authorized by laws and regulations.

Article 19 Unless otherwise provided by the Company Act and other laws and regulations, resolutions of the Board of Directors shall be adopted by a majority of the Directors at a meeting attended by a majority of the Directors.

Article 20 The Chairman shall be elected at a Board of Directors meeting among the Directors with two-thirds or more of all Directors in attendance and the consent of the majority of the Directors present. The Chairman represents the Company and is in charge of our overall business. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Chairman shall appoint a Director to act as the Chairman. Where the Chairman has not made such a designation, a Chairman shall be elected among the Directors.

Article 21 The Board of Directors meeting shall be convened once every quarter. Extraordinary Board of Directors meetings may be convened when necessary. Except for otherwise required by the Company Act, a Board of Directors meeting shall be convened by the Chairman.

For the convening of the Board of Directors meeting, all Directors shall be informed 7days prior to the meeting regarding the date, venue, agenda, and sufficient meeting materials. However, a Board of Directors meeting may be convened at any time when there is an emergency.

The notice set forth in the preceding paragraph may be effected in writing, via facsimile or other electronic documents.

Article 22 Where a Director is unable to attend the Board of Directors meeting in person for any reason, it may engage another Director to stand proxy according to the law. A proxy in the preceding paragraph may accept a proxy from one person only.

A Director residing outside of the Republic of China may engage other Shareholders residing within the Republic of China in writing to attend the Board of Directors meeting as its proxy according to requirements under the Company Act.

Article 23 (Deleted)

Article 24 (Deleted)

Article 24-1 The Company is responsible for Directors' liability insurance with respect to liabilities resulting from the exercise of duties according to the law during their tenure.

Article 25 The Company has one President and several Vice Presidents. The appointment, discharge, and remuneration shall be proposed by the Chairman to the Board of Directors meeting and determined with the attendance of a majority of the Directors and the consent of the majority of the Directors present.

Article 26 The President of the Company shall manage the corporate business according to the resolutions of the Shareholders' Meeting and the Board of Directors meeting.

Article 27 The Company's international organization and its functions shall be subject to the resolution of the Board of Directors.

Article 28 The Company's Assistant Vice Presidents and other personnel of the same hierarchy shall be proposed by the President to the Chairman for the approval of employment. Other employees shall be employed by the President.

Chapter 5 Accounting

Article 29 The fiscal year of the Company is from January 1 to December 31 each year. Upon the end of each fiscal year, the Board of Directors shall prepare the following books and statements and propose at the Annual Shareholders' Meeting for ratification:

- I. Business Report;
- II. Financial Statements;
- III. Proposal for earning distribution or loss compensation.

Article 30 When the Company recorded profits in any given year, the Board of Directors shall appropriate no less than 0.1% as the remuneration for employees, and no more than 1% as the remuneration for Directors, and shall allocate no less than 30% of the employee remuneration for distribution to non-executive employees; the distribution target for employee's remuneration includes employees of its affiliates who satisfied certain conditions. However, when the Company has accumulated losses, retain the amount for compensation in advance before providing for the remuneration of employees and remuneration of Directors according to the above percentage.

The Board of Directors shall resolve on the distribution proposal of employees' remuneration and Directors' remuneration and report at the Annual Shareholders' Meeting.

Article30-1 Shall there be earnings after the final annual account, the Company shall pay taxes and make up for the accumulated losses according to the law, and appropriate 10% as the statutory surplus reserve. However, where the statutory surplus reserve has reached the amount of its paid-up capital, the appropriation shall no longer be made. The remaining earnings shall be used in the appropriation or the reversal of the special surplus reserve subject to the Company's business requirements or according to the requirements of laws and regulations. Where there are still remaining balances, plus the undistributed earnings of last year as earnings available for distribution. The Board of Directors shall prepare the earning distribution proposal and submit to the Shareholders' Meeting for the resolution of dividend distribution or reservation.

As the Company operates in an ever-changing business environment and is in the stable growth stage during its life cycle, the Board of Directors would consider the stability of dividends when formulating the earning distribution proposal, taking into account the Company's future capital requirement and long-term financial planning. Except for the capital requirement, the actual earnings distributed each year shall be no less than 50% of the earnings available for distribution, and the Shareholders' cash bonuses shall be no less than 50% of the Shareholders' bonuses.

Article 31 The distribution of Shareholders' bonuses shall be subject to the Shareholders registered on the members' registrar on the ex-dividend date.

Chapter 6 Appendix

Article 32 The Organization Regulations and Operational Regulations of the Company shall be otherwise established by the Board of Directors.

Article 33 For unaddressed matters in the Articles of Incorporation, comply with the requirements under the Company Act and relevant laws and regulations.

Article 34 The Articles of Incorporation was established on 30 April 1991; the 1st amendment was made on 20 March 1992; the 2nd amendment was made on 19 October 1992; the 3rd amendment was made on 8 September 1995; the 4th amendment was on 19 April 1996; the 5th amendment was made on 11 December 1996; the 6th amendment was made on 20 June 1997; the 7th amendment was made on 25 May 1998; the 8th amendment was made on 22 April 1999; the 9th amendment was made on 22 June 1999; the 10th amendment was made on 21 June 2000; the 11th amendment was made on 7 November 2000; the 12th amendment was made on 18 May 2001; the 13th amendment was made on 10 June 2002; the 14th amendment was made on 9 June 2005; the 15th amendment was made on 16 June 2006; the 16th amendment was made on 19 June 2008; the 17th amendment was made on 19 June 2009; the 18th amendment was made on 25 June 2010; the 19th amendment was made on 24 June 2011; the 20th amendment was made on 24 June 2014; the 21st amendment was made on 12 June 2015; the 22nd amendment was made on 21 June 2016; the 23rd amendment was made on 22 June 2018; the 24th amendment was made on 23 June 2022; the 25th amendment was made on 25 June 2025.