

Eastern Media International Corporation Articles of Incorporation

Amended on June 13, 2022

Chapter I General Provisions

- Article 1 The Company is organized in accordance with the Company Act under the name 東森國際股份有限公司. Its English name is Eastern Media International Corporation.
- Article 2 Businesses operated by the Company are as follows:
1. G406061 Harbor Cargoes Forwarding Services
 2. A102060 Food Dealers
 3. A102020 Agricultural Products Preparations
 4. H701010 Housing and Building Development and Rental
 5. H701040 Specific Area Development
 6. H701050 Investment, Development and Construction in Public Construction
 7. G801010 Warehousing
 8. G403011 Vessel Rental
 9. G101061 Automobile Cargo Transportation Business
 10. G902011 Type II Telecommunications Business
 11. J503010 Broadcast Program Production
 12. J503020 Television Program Production
 13. J503030 Broadcasting and Television Program Distribution
 14. J503040 Broadcasting and Television Commercial
 15. J503050 Video Tape Program
 16. J506021 Satellite Channel Program Supply
 17. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
 18. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
 19. F101061 Wholesale of Agricultural Products
 20. F101081 Wholesale of Plant Seeds
 21. F101111 Wholesale of Pets
 22. F107041 Wholesale of Agro-pesticides
 23. F108011 Wholesale of Traditional Chinese Medicine
 24. F108021 Wholesale of Western Pharmaceutical
 25. F108031 Wholesale of Medical Devices
 26. F108051 Wholesale of Cosmetics Ingredients
 27. F113060 Wholesale of Measuring Instruments
 28. F201061 Retail Sale of Seedling
 29. F201081 Retail Sale of Pets

- 30. F207041 Retail Sale of Agro-pesticides
- 31. F208011 Retail Sale of Traditional Chinese Medicine
- 32. F208021 Retail Sale of Western Pharmaceutical
- 33. F208031 Retail Sale of Medical Apparatus
- 34. F212011 Gas Stations
- 35. F212021 Fishing Vessels Gas Stations
- 36. F213050 Retail Sale of Measuring Instruments
- 37. F401071 Plant Seed Export and Import
- 38. A401031 Specific Pet Service
- 39. A101011 Seedling
- 40. ID01010 Measuring Instruments Certification
- 41. JA02051 Weights and Measuring Instruments Repair
- 42. D501010 Hot Spring Water Obtains and Provides
- 43. J901020 Regular Hotel
- 44. JZ99120 General Bathhouse
- 45. JZ99990 Unclassified Other Services
- 46. F102170 Wholesale of Foods and Groceries
- 47. F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 48. F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures
- 49. F106010 Wholesale of Hardware
- 50. F106020 Wholesale of Daily Commodities
- 51. F203010 Retail Sale of Food, Grocery and Beverage
- 52. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 53. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures
- 54. F206010 Retail Sale of Hardware
- 55. F206020 Retail Sale of Daily Commodities
- 56. F501030 Beverage Shops
- 57. F501060 Restaurants
- 58. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company has its head office in Taipei City, and sets up operations and management at various ports and terminals of Taiwan Province. When necessary, branches or business premises may be established domestically or abroad, and their establishment, modification and revocation shall be handled by the resolution of the Board of Directors.

Article 4 The Company may endorse or provide guarantees in accordance with laws and related regulations.

Article 4-1 Due to Company's business needs, its total amount of reinvestment

in other companies is not subject to the restrictions stipulated in Article 13 of the Company Act.

Chapter II Shares

- Article 5 The total capital of the Company is set at NTD 15 billion divided into 1.5 billion shares or ten New Taiwan Dollars per share, to be issued in installments.
- Article 6 The Company's stocks are all registered, signed or stamped by the Director representing the Company, and issued after obtaining certification according to law. The Company's shares are exempted from being in the form of printed stocks and the same shall apply to other priced securities, but the centralized securities custodial institution must be contacted for registration.
- Article 7 Renaming and transfer of stocks shall not be done within 60 days before the General Meeting of Shareholders, within 30 days before an interim shareholders meeting, or within 5 days before the base date when the Company has decided to distribute dividends and bonuses or other benefits.
- Article 8 When a shareholder wants to transfer shares, an application form for the transfer of shares shall be filled out, signed and sealed by the transferor and the transferee, and applied to the Company for transfer. Unless it is recorded in the Company's shareholder register, it cannot be transferred in opposition to the Company.
- Article 9 In the case of loss or destruction of stocks, this shall be handled in accordance with the Company Act and relevant laws and regulations.
- Article 10 If seals retained by the shareholders are lost or destroyed, they shall be reported immediately to the Company to be declared invalid, and a new seal certificate shall be checked and applied to the Company for a new seal.

Chapter III Shareholders' Meetings

- Article 11 Shareholders' meetings of the Company are of two types, namely general meetings and interim meetings. The general meeting is to be held once a year by the Board of Directors in accordance with the law within six months after the end of each fiscal year. Interim meetings shall be convened according to law when necessary.
- Article 11-1. When the Company holds a shareholders' meeting, the meeting may be held in means of visual communication, or other methods announced by the competent authorities.**
- Article 12 Shareholders of the Company shall have one voting right per share except in the case where the shares have no voting rights as

stipulated in Article 179 of the Company Act.

- Article 13 A shareholder that will be absent of the meeting for a particular reason may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization. When one person is entrusted by two or more shareholders at the same time, the voting rights of his or her proxy shall not exceed 3% of the total number of shares issued; if it exceeds this level, the excess voting rights shall not be counted.
- Article 14 Unless otherwise stipulated by the Company Act, the resolutions of the shareholders' meeting shall be attended by shareholders representing more than half of the total number of shares, and shall be implemented with more than half of the voting rights of the shareholders present.
- Article 15 The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Company. When the Chairman is on leave or for any reason unable to exercise the powers of the chair, the Chairman shall appoint one of the directors to act as chair. If the Chairman does not appoint such a representative, the directors shall recommend one person from among themselves to act as chair. If convened by someone other than the Board of Directors, the convening party shall chair the meeting. When there are two or more conveners, one person from among them shall serve as chair.
- Article 15-1 The rules of procedure of the Company's shareholders' meeting shall be determined in accordance with the regulations of the competent authority and approved by the shareholders' meeting. The same shall be true for amendments.

Chapter IV Directors and Audit Committee

- Article 16 The Company shall have between 7 and 11 directors. The Board of Directors shall be elected from the list of director candidates for a term of three years and may be re-elected. The total shareholding ratio of all directors shall not be less than the provisions of the securities regulatory authority.
- In the election of directors of the Company, each share has the same voting rights as the number of directors to be elected. One person may be elected collectively, or a number of people may be distributed. Those with more voting rights represented by the votes obtained are elected as directors.
- The election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. Relevant matters such as the acceptance method and announcement of candidate nomination shall be handled in

accordance with the relevant laws and regulations of the Company Act and the Securities and Exchange Act. Independent directors and non-independent directors shall be elected together, and the number of elected positions shall be calculated separately. Among the aforementioned number of directors, the number of independent directors shall not be fewer than three and not less than one-fifth of the number of directors. Shareholders shall choose from the list of candidates for independent directors.

Regarding independent directors' professional qualifications, shareholdings, restrictions on concurrent positions, determination of independence, methods of nomination and selection, and other matters to be complied with, they shall be handled in accordance with the Company Act and relevant regulations of the securities authority.

The Company may purchase liability insurance for the directors' legal liability for the execution of the scope of business during their tenure.

Article 16-1 The Board of Directors of the Company shall convene at least once every quarter. The reason for the convening of the Board of Directors shall be stated and the directors shall be notified seven days in advance. However, when there is an emergency or something that cannot be resolved at a regular meeting, it may be called at any time. The notice of the convening of the Board of Directors can be done by written notification, e-mail, fax, or other methods.

Article 17 When organizing the Board of Directors, the Board shall elect a chairman from among the directors by a majority vote at a meeting attended by over two-thirds of the directors and approved by more than half of the directors present. The Chairman of the Board shall represent the Company externally.

When a director cannot attend a meeting of the Board of Directors for some reason, a proxy may be issued beforehand specifying the scope of authorization and entrusting another director to attend as a representative. The representative mentioned in the preceding paragraph shall be limited to entrustment of one person.

Article 18 In respect to the remuneration of directors, the Board of Directors is authorized to make decisions based on its degree of participation and contribution to the operation of the Company, and to negotiate with reference to industry standards.

Article 19 The functions and powers of the Board of Directors are as follows:

1. Approval of important Company rules.
2. Approval of the Company's business policies.
3. Compilation of the Company's budget and final accounts.

4. Drafting of the Company's profit distribution.
5. Planned capital increases or decreases for the Company.
6. Appointment and removal of important Company personnel.
7. Review of Company business reports.
8. Approval of the Company's important property and real estate purchases, construction, and disposal.
9. Review of the Company's external guarantees.
10. Other functions and powers granted by the shareholders' meeting in accordance with laws and regulations.

Article 20 The Company shall set up an Audit Committee to replace the authority of supervisors in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed exclusively of independent directors and number not be less than three. Among them, one shall act as convener and at least one shall have accounting or financial expertise. The exercise of its powers and other matters that shall be complied with shall be handled in accordance with the Company Act, Securities and Exchange Act, and relevant laws and regulations.

Chapter V Managers and Staff

Article 21 The Company appoints managers, whose appointment, removal and remuneration shall be made by the Board of Directors with a majority of the directors present and via a resolution approved by the majority of the directors present.

Article 22 The General Manager shall handle the Company's daily affairs in accordance with the orders of the Chairman and the resolutions of the Board of Directors.

Article 23 The Company may employ a number of consultants whose appointment, dismissal and remuneration shall be determined by the Board of Directors or authorized by the Chairman of the Board to be executed by the Board of Directors.

Article 24 The Company may purchase liability insurance for managers' legal liability for the execution of the scope of business during their tenure.

Chapter VI Accounting

Article 25 The Company sets a fiscal year from January 1st to December 31st. At the end of the fiscal year, the following forms are prepared and submitted to the Audit Committee for audit and review. With the consent of more than half of all members of the Audit Committee and after submitting the resolution of the Board of Directors, they shall be submitted to the General Meeting of Shareholders for approval.

Article 26

1. Business Report.
2. Financial Statements.
3. Proposals concerning profit distributions or covering of losses.

If the Company makes a profit during the year (referring to profit before tax minus the profit before the distribution of employee compensation), then after deducting any accumulated loss, 3.5% of the balance shall be allocated as employee compensation and the amount allocated shall be used as the current year's expense. Employees' remuneration is based on stocks or cash, subject to a special resolution of the Board of Directors and reporting to the regular shareholders meeting.

In respect to the Company's dividend policy, in order to cope with the Company's diversified operations and the capital expenditure required for future expansion of the scope of operations and long-term financial planning, it can be based on the needs of the business climate and industry changes and take into account the interests of shareholders, making appropriate assignments or reservations. Shareholders' dividends are allocated with distributable earnings. They shall not be less than 15% of the current year's distributable earnings and the cash dividend is not to be less than 10%. **However, the Company may be exempt from dividend distribution if distributable earnings per share is less than NT\$0.1.** The policy requires that all after tax earnings shall first offset any deficit, and 10% of the balance shall be set aside as legal reserve. The appropriation for legal reserve is discontinued when the balance of the legal reserve equals the amount of issued share capital. Aside from the aforesaid legal reserve, the Company may, under its articles of incorporation or as required by the government, appropriate a special reserve. If there is still a profit, and the undistributed profit at the beginning of the same period (including adjustment of the amount of undistributed profit), the Board of Directors shall prepare a profit distribution proposal and submit it to the General Meeting of Shareholders for resolution.

If the profit, legal reserve, and capital surplus in the preceding paragraph are issued in cash, they shall be authorized for distribution by resolution of Board of Directors with at least two-thirds of the directors present and more than half of the attending directors in agreement, and this shall be reported to the shareholders meeting. When issuing new shares, this shall be handled by a resolution of the shareholders meeting in accordance with theregulations.

Article 26-1

When the Company distributes dividends in accordance with the profit distribution plan, that portion of legal reserve exceeding

25% of the paid-in capital and all or part of the following capital reserve items may be used, with new shares or cash to be issued in proportion to the shareholders' original shares:

1. Income derived from the issue of new shares at a premium over par value.
2. Income from endowments received by the Company.

Chapter VII Supplementary Provisions

Article 27 The organizational rules and working rules of the Company and its subsidiaries shall be separately formulated by the Board of Directors.

Article 28 Matters not stipulated in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 29 This charter was established on April 25, 1975. The 1st amendment was on June 6, 1978. The 2nd amendment was on May 21, 1980. The 3rd amendment was on May 25th, 1982. The 4th amendment was on July 30, 1983. The 5th amendment was on May 15, 1984. The 6th amendment was on August 14, 1985. The 7th amendment was on May 6, 1988. The 8th amendment was on October 27, 1988. The 9th amendment was on June 15, 1989. The 10th amendment was on December 7, 1989. The 11th amendment was on April 26, 1990. The 12th amendment was on July 2, 1990. The 13th amendment was on June 6, 1991. The 14th amendment was on May 21, 1992. The 15th amendment was on August 24, 1992. The 16th amendment was on April 7, 1994. The 17th amendment was on May 12, 1995. The 18th amendment was on August 10, 1995. The 19th amendment was on June 24, 1996. The 20th amendment was on April 7, 1997. The 21st amendment was on April 15, 1998. The 22nd amendment was on May 24, 1999. The 23rd amendment was on May 11, 2000. The 24th amendment was on June 21, 2001. The 25th amendment was on June 24, 2002. The 26th amendment was on March 29, 2004. The 27th amendment was on June 29, 2005. The 28th amendment was on June 29, 2006. The 29th amendment was on May 30, 2007. The 30th amendment was on June 19, 2009. The 31st amendment was made on June 21, 2010. The 32nd amendment was on June 18, 2012. The 33rd amendment was on June 13, 2013. The 34th amendment was on June 23rd, 2014. The 35th amendment was on June 20, 2016. The 36th amendment was on May 11, 2017. The 37th amendment was on May 29th, 2019. The 38th amendment was on June 29, 2020. **The 39th amendment was on June 13, 2022.**