

# **Articles of Incorporation of President Chain Store Corporation**

## **Chapter I General Provisions**

Article 1. The Company is incorporated as a company limited by shares under the Company Act of the Republic of China and named “President Chain Store Corp.” The English name of the Company is named “President Chain Store Corporation.”

Article 2 The Company’s business lines include:

1. F203020 Tobacco and alcohol retail
2. F206020 Daily supplies retail
3. F203010 Foods, groceries and beverage retail
4. F208040 Cosmetics retail
5. F399990 Other retails
6. IZ01010 Photocopy
7. F201070 Flowers and plants retail
8. F209060 Education, musical instruments and entertainment appliances retail
9. JE01010 Lease
10. IE01010 Agent of telecommunication subscribers’ numbers
11. I401010 General advertising service
12. F207050 Fertilizer retail
13. F210010 Timepiece retail
14. F210020 Eyeglasses retail
15. F216010 Photographic equipment retail
16. JZ99030 Photographing
17. F204110 Clothe, dresses, shoes, hats, umbrellas and apparels retail
18. A102060 Food supply
19. F213010 Electric appliances retail
20. F208031 Medical facilities retail
21. F205040 Furniture, bedding
22. F207030 Daily supplies retail
23. F401010 International trade
24. JA01010 Motor repair service
25. F214030 Auto and motorcycle spare parts and outfit retail
26. G202010 Parking lot management
27. IZ14011 Public welfare lottery agency
28. JZ99050 Intermediary service
29. IZ99990 Other industrial and commercial service

30. F401161 Cigarette products importer
31. F401171 Alcohol products importer
32. ZZ99999 Any business not prohibited or restricted by laws and regulations other than the business requiring special approval
33. F301010 Department stores
34. F301020 Supermarket
35. F399010 Convenience stores
36. F501030 Beverage shop
37. F501060 Restaurant
38. I301010 Information software service
39. I301030 Electronic information supply service
40. F206010 Ironware retail
41. F212011 Gas station
42. F212050 Petroleum product retail
43. JA01990 Other automobile services
44. I101090 Food consultation service
45. IZ09010 Management system certification
46. J701020 Theme park
47. F102040 Beverage wholesale
48. F102170 Foods and groceries wholesale
49. F106020 Daily supplies wholesale
50. I103060 Management advisor
51. J304010 Book publisher
52. J303010 Magazine (journal) publisher
53. IZ12010 Staffing
54. JA03010 Laundry service
55. F201010 Retail sale of agricultural products
56. F501990 Other eating and drinking places not elsewhere classified
57. F208050 Retail Sale of the Second Type Patent Medicine
58. F201061 Retail sale of Seedling
59. C104020 Bakery food manufacturing
60. H703100 Real Estate for Rental
61. F399040 Retail Sale No Storefront
62. G903010 Telecommunications Enterprises

Article 3      The Company's head office is based in Taipei City and may, when necessary, set up branch offices within and outside of the territory of the Republic of China according to

the resolution adopted at the meeting of directors.

Article 4 The Company may make endorsement/guarantee externally due to the business. In order to meet the need for business, the Company may reinvest in other enterprises and be free from the restriction referred to in Article 13 of the Company Act for no more than 40% of the Company's paid-in capital.

## **Chapter II Shares**

Article 5 The total capital stock of the Company shall be in the amount of NT\$10.5 billion, divided into 1.05 billion shares, at a par value of NT\$10, and the unissued shares of them are authorized to be issued by the Board of Directors in installments.

Article 6 The stock certificates of the Company shall be registered and issued after being signed or sealed by Directors representing the Company and after being authenticated by the bank which is competent to certify shares under the laws. It is not necessary for the Company to print the stock certificates, provided that it shall be registered at a central custody of securities.

Article 7 All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or similar stock transaction conducted by shareholders of the Company shall follow the "Regulations Governing the Administration of Shareholder Services of Public Companies" unless specified otherwise by law and securities regulations.

Article 8 Unless otherwise provided in laws, the procedure for application for reissue of stock certificates, if stock certificates are lost:

- (1) The shareholder or the legal owner shall report the event to police authorities for handling or recording, complete the loss of stock application, and send such to the Company;
- (2) The applicant shall, within five days, apply to the courts under the Code of Civil Procedure for public announcement of the event, and a copy of the court application and the court acceptance voucher shall be sent to the Company, or the application will be revoked;
- (3) Upon expiration of the period of public summon, the applicant may apply to the Company for registration by attaching the court's judgment declaring the lost stock certificates void.

Article 9 Unless otherwise provided by laws, registration for the transfer of stocks shall be

suspended sixty days before any regular shareholders' meeting, thirty days before any temporary shareholders' meeting, or five days before the record date for determination of the shareholders entitled to dividends, bonus or any other profits distribution by the Company.

### **Chapter III Shareholders' Meeting**

Article 10 Shareholders' meetings of the Company are of two kinds:

- (1) Regular shareholders' meetings shall be convened once a year by the Board of Directors within six months after the close of each fiscal year.
- (2) Temporary shareholders' meetings shall be convened according to laws whenever necessary.

Article 11 During the session of a shareholders' meeting, the Chairman of the Board of Directors shall be the chairperson of the meeting. Where the Chairman of the Board of Directors is on leave or absent or cannot exercise his/her power and authority for any cause, he shall designate one managing director to act on his/her behalf. Where the Chairman of the Board of Directors is on leave or absent or cannot exercise his/her power and authority for any cause, he shall designate one director to act on his/her behalf. Where the Chairman fails to designate a proxy, the Directors shall elect among themselves an acting chairperson of the meeting. Where as for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the Chairman of that meeting provided, however, that if there are two or more persons having the convening right, the Chairman of the meeting shall be elected from among themselves.

Article 12 Unless otherwise provided in laws, written notice shall be sent to all shareholders, thirty days in advance in the case of a regular shareholders' meeting and fifteen days in advance in the case of a temporary shareholders' meetings, and be publicly announced within forty five days before a general shareholders' meeting, in the case of bearer stock holders, and within thirty days before a temporary shareholders' meeting, in the case of bearer stock holders.

Article 13 If a shareholder is unable to attend a shareholders' meeting for any cause, he/she may execute and issue a proxy pursuant to Article 177 of the Company Act and the competent authority's requirements and specify the scope of the proxy. This proxy can also be issued in electronic form instead.

Article 14 Unless otherwise provided in laws, a shareholder shall be entitled to one voting right for each share held by him/her. The vote can be exercised in written or electronic forms.

Article 15 Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act, be adopted by a majority of voting rights of the present shareholders who represent a majority of the total issued and outstanding shares.

Article 16 The shareholders' meeting shall resolve the following:

- (1) Amendments to these Articles;
- (2) Election and discharge of directors.
- (3) Permitted activities engaged in by directors for their own or others within the scope of the Company's business;
- (4) Conclusion, alteration or termination of the contract related to lease of business, consignment of business or permanent joint venture;
- (5) Assignment of all or substantial business or property;
- (6) Succeeding to another persons' whole business or property which affects the Company's operation materially;
- (7) Other motions to be resolved by the shareholders' meeting pursuant to laws.

#### **Chapter IV Directors, Audit Committee, and Managers**

Article 17 The Company shall have 9 directors. The term of their service is three years. Candidates shall be selected by way of nomination. During the shareholders meeting, directors will be elected from the list of director candidates in accordance with the cumulative voting methods specified in Article 198 of the Company Act. The total shares of registered stock held by the directors shall not be less than a prescribed percentage of the issued and outstanding shares of the Company. The percentage and audit implementation rules thereof are determined pursuant to the regulations of government authority in regard to stocks.

Article 18 3 independent directors shall be elected from the directors referred to in the preceding Article in accordance with Article 14-2 and Article 14-3 of the Securities and Exchange Act.

The independent directors shall be nominated and elected in accordance with Article 192-1 of the Company Act. The shareholders shall elect independent directors from the list of candidates for independent directors.

Acceptance and publication of nomination of candidates for independent directors shall be handled in accordance with the Company Act and Securities and Exchange Act, et al.. Independent and non-independent directors shall be elected concurrently and the number of the elected shall be calculated separately.

Article 19 The Company may install an Audit Committee in accordance with Article 14-4 and Article 181-2 of Securities and Exchange Act. The functions to be assumed by

supervisors under the Company Act and Securities and Exchange Act shall be transferred to the Audit Committee.

The Audit Committee shall consist of the whole independent directors, which shall be no less than three members. One of them shall be the convener, and at least one of them shall be specialized in accounting or finance.

The Company's Board of Directors may install other functional committees, and the organizational charts shall be defined by the Board of Directors.

Article 20 The Directors constitute the Board of Directors. Unless laws or these Articles provide that the business shall be subject to resolution of the shareholders' meeting, the Company shall carry out its business subject to the resolution made by the Board of Directors.

Article 21 The board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman of the Board of Directors shall externally represent the Company and internally execute the Company's business pursuant to laws, these Articles and resolutions of shareholders' meetings and directors' meetings.

Article 22 The Board of Directors shall hold a meeting at least once per quarter. In the case of emergency or upon request of a majority of directors, a temporary meeting may be convened at any time. Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors unless specified otherwise by the Company Act. The first meeting of each term of the Board of Directors shall be called by the director winning the ballots representing the most votes pursuant to laws. In calling a meeting of the Board of Directors, a notice may be effected by means of electronic transmission.

Article 23 Where the Chairman fails to exercise his/her authority with cause, the Chairman shall appoint a director to be his/her proxy. Where any director fails to attend the meeting and appoints a proxy to attend the meeting on behalf of him/her, he/she shall issue a letter of proxy and specify the scope of authorization with respect to the grounds for calling the meeting, provided that a proxy shall act on behalf of no more than one director.

Article 24 The motions shall be recorded in the director's meeting minutes. The meeting minutes shall specify the date and location of the meeting, names of present directors and chairperson, in addition to the gist and result of the parliamentary procedures, and be signed by the chairperson and record taker. Said meeting minute shall be maintained permanently in the Company together with the directors' attendance book and proxies.

Article 25 The remuneration to directors shall be paid subject to the normal standards.

Article 26 The Company may purchase liability insurance for directors and important officers during their tenure against the indemnity to be borne by them in the scope of business carried out by them. The insurance policy shall be taken out by the Board of Directors with full power.

Article 27 The Company may have several manager(s). The appointment, removal and remuneration of the manager(s) shall be subject to Article 29 of Company Act. The Company's managers have the right to enter their signatures on behalf of the Company pursuant to the relevant requirements defined by the Company and insofar as they are authorized to do it.

Article 28 The Company may retain several advisors subject to the need for business. The appointment, removal and remuneration of the advisors shall be subject to agreement of a majority of the whole directors.

## **Chapter V Accounting**

Article 29 The Company identifies that each year from January 1 to December 31 is one fiscal year. It will settle the accounts at the end of each fiscal year.

Article 30 At the end of each fiscal year, the Board of Directors shall prepare the following reports and, send them to the meeting of shareholders for their recognition pursuant to Article 228 of the Company Act and any relevant regulations.

- (1) Business report;
- (2) Financial statements;
- (3) Motion for allocation of earnings or covering of loss.

Article 31 The dividends and bonuses shall be allocated subject to the various shareholders' shareholding percentage. No dividends or bonuses will be allocated where the Company has no retained earnings.

Article 32 If the Company has a surplus to its final accounts, it is to pay all income taxes and make up all past losses in accordance with the law. If there is any remaining balance, the Company is to set aside a 10% legal reserve and, after setting aside or reversing the special reserve in accordance with the law and regulations, treat it as the current period's distributable earnings, then add cumulative unappropriated earnings of the

previous year to the cumulative distributable earnings.

When the Company sets aside the special reserve, the net deduction of other equity and net gain at fair value on investment property accumulated from prior period shall be set aside the special reserve for the same amount from earning unappropriated of the end of prior period. If any deficit will be made from current profit add items other than current profit as the earning unappropriated of the current period

The profit allocation proposal shall be made by the Board based on the industry environment, business and subsidiaries development in the future. The Company's distributable accumulated earnings shall be allocated and resolved by the shareholders' meeting.

The allocation of dividends and bonuses to stockholders is set at 50% or more of the distributable earnings for the current period, of which 50% to 100% is to be paid in cash dividends and the remainder is to be distributed as unappropriated earnings.

After deducting accumulated losses from the Company's profit for the year (i.e., pre-tax profit before distribution of employees' and directors' remuneration), if there is any remaining balance, the Company is to allocate no more than 2% of the directors' remuneration and no less than 2% of the employees' remuneration, and no less than 1% of the balance should be allocated as remuneration to junior employees of the Company. Employee compensation in the form of stock or cash shall be distributed to employees of the Company's subsidiaries who meet certain criteria, which shall be separately determined.

Article 33	The dividends shall be allocated to the shareholders recorded in the roster of shareholders five days before the record date of allocation of the dividend and bonus.
Article 34	The Company's articles of organization and enforcement rules thereof shall be defined separately.
Article 35	Any matters not provided herein shall be subject to the Company Act and the relevant laws.
Article 36	These Articles of Incorporation were made upon agreement of all incorporators on June 4, 1987 and enforced as of the date when the competent authority approves registration of these Articles. 1 <sup>st</sup> amendment was made on June 26, 1990. 2 <sup>nd</sup> amendment was made on June 28, 1991. 3 <sup>rd</sup> amendment was made on May 29, 1992. 4 <sup>th</sup> amendment was made on August 21, 1992. 5 <sup>th</sup> amendment was made on May 26, 1993. 6 <sup>th</sup> amendment was made on May 20, 1994. 7 <sup>th</sup> amendment was made on December 27, 1994. 8 <sup>th</sup> amendment was made on May 16, 1996. 9 <sup>th</sup> amendment was made on May 20, 1997. 10 <sup>th</sup> amendment was made on May 21, 1998. 11 <sup>th</sup> amendment was made on June 10,

1999. 12<sup>th</sup> amendment was made on June 15, 2000. 13<sup>th</sup> amendment was made on June 12, 2001. 14<sup>th</sup> amendment was made on June 25, 2002. 15<sup>th</sup> amendment was made on June 24, 2003. 16<sup>th</sup> amendment was made on June 29, 2004. 17<sup>th</sup> amendment was made on June 14, 2005. 18<sup>th</sup> amendment was made on June 14, 2006. 19<sup>th</sup> amendment was made on June 15, 2007. 20<sup>th</sup> amendment was made on June 13, 2008. 21<sup>st</sup> amendment was made on June 10, 2009. 22<sup>nd</sup> amendment was made on June 15, 2010. 23<sup>rd</sup> amendment was made on June 22, 2011. 24<sup>th</sup> amendment was made on June 21, 2012. 25<sup>th</sup> amendment was made on June 17, 2013. 26<sup>th</sup> amendment was made on June 15, 2016. 27<sup>th</sup> amendment was made on June 13, 2017. 28<sup>th</sup> amendment was made on June 12, 2018. 29<sup>th</sup> amendment was made on June 12, 2019. 30<sup>th</sup> amendment was made on July 16, 2021. 31<sup>st</sup> amendment was made on May 26, 2022. 32<sup>nd</sup> amendment was made on May 30, 2023. 33<sup>rd</sup> amendment was made on May 30, 2024. 34<sup>th</sup> amendment was made on May 22, 2025.