

四維航業股份有限公司章程



第一章 總則

第一條：本公司依照公司法股份有限公司之相關規定組織之，定名為「四維航業股份有限公司」，英文定名為「SHIH WEI NAVIGATION CO., LTD.」。

第二條：本公司所營業務如下：

- 一、G401011 船務代理業。
- 二、G301011 船舶運送業。
- 三、F114060 船舶及其零件批發業。
- 四、F214060 船舶及其零件零售業。
- 五、ZZ99999 除許可業務外，得經營法令非禁止或限制之業務。

第三條：本公司轉投資總額得不受實收股本百分之四十之限制。

本公司得對外背書保證。

第四條：本公司設總公司於台北市，必要時經董事會之決議得在國內外各地及重要港口設立分公司。

第五條：刪除。

第二章 股份

第六條：本公司資本總額定為新台幣伍拾億元整，分為伍億股，每股新台幣壹拾元整，其中未發行之股份，授權董事會分次發行。

第七條：本公司股票概為記名式，由代表公司之董事簽名或蓋章，經依法簽證後發行之。

本公司公開發行股票後，公開發行之股份得免印製股票。

前項規定發行之股份，應洽證券集中保管事業機構登錄。

第八條：本公司股東辦理股務相關業務，需依「公開發行股票公司股務處理準則」及相關法令向本公司股務代理機構辦理。

第九條：刪除。

第十條：刪除。

第十一條：股票之過戶登記於每屆股東常會開會前六十日內，股東臨時會開會前三十日內，或公司決定分派股息及紅利或其他利益之基準日前五日內，停止股票過戶。

第三章 股東會

第十二條：本公司股東會分為股東常會及股東臨時會兩種。

一、股東常會於每會計年度終了後六個月內召開。

二、股東臨時會，於必要時召集之。

第十三條：股東常會之召集，應於開會三十日前；臨時會之召集，應於開會十五日前，將開會日期、地點及召集事由通知各股東。

第十三條之一：股東會之召開，經董事會決議，得以視訊會議或其他經主管機關公告之方式為之，其作業程序及其他應循事項，依主管機關之規定辦理。

第十四條：除法令或公司章程另有規定外，本公司股東會應有代表已發行股份總數過半數之股東出席，方得開會，其決議以出席股東表決權過半數之同意行之。

第十五條：本公司股東每股有一表決權，但本公司有發生公司法第一百七十九條規定之情事者無表決權。

本公司召開股東會時，股東得以書面或電子方式行使表決權。以書面或電子方式行使表決權之股東，亦視為親自出席股東會。

第十六條：股東因事不能出席股東會時，應依公司法第一七七條及證券交易法第二十五條之一規定之「公開發行公司出席股東會使用委託書規則」辦理。

第十七條：股東會由董事會召集者，其主席依公司法第二〇八條第三項規定辦理，由董事會以外之召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

第十八條：股東會之議決事項，應作成議事錄，並依公司法第一百八十三條規定辦理。

第四章 董事

第十九條：本公司設董事五~十一人，組織董事會，其中至少包含獨立董事三人。

一般董事採候選人提名制度，由股東會就有行為能力之人中選任之，任期三年，連選得連任。選任後得經董事會決議為本公司董事購買責任保險。

全體董事其合計持股比例需依證券交易法第二十六條第二項規定之「公開發行公司董事、監察人股權成數及其查核實施規則」辦理。

第十九條之一：本公司上述董事名額中，獨立董事不得少於三人，採候選人提名制度，由股東會就獨立董事候選人名單中選任之。有關獨立董事席次、專業資格、持股、兼職限制、提名與選任方式及其他應遵行事項，依證券主管機關之相關規定辦理。

第十九條之二：本公司得設置審計委員會等各類功能性委員會，其章程及行使職權相關事項經董事會通過後施行之。審計委員會，由全體獨立董事組成。

第二十條：董事會應由三分之二以上董事之出席，以出席董事過半數之同意，互選董事長一人。

第二十一條：董事長對內為股東會、董事會主席，對外代表公司，主持一切業務。

第二十二條：董事會之職權如下：

- 一、業務方針之決定。
- 二、各項章程之核定。
- 三、預算結算之核定。
- 四、盈餘分配之擬定。
- 五、經理人暨代表人之任免。
- 六、指導與督促業務之推行。
- 七、其他依法應辦理之事項。

第二十三條：董事會於每三個月至少召開一次。

董事會之召集，應載明事由，於七日前通知各董事；但遇有緊急情事時，或有全體過半數董事之請求，得隨時召集之。董事會召集通知得以書面、傳真或電子郵件（E-mail）等方式為之。

前項董事會之召開，除每屆第一次董事會需依公司法第二〇三條之規定召集外，其餘之會議，由董事長召集之，並由其擔任會議主席。

第二十四條：董事會之決議，除公司法另有規定外，應有過半數董事之出席，及出席董事過半數之同意行之。其決議錄應由主席簽名或蓋章，保存於本公司，董事因故不能出席時，得出具委託書，列舉召集事由之授權範圍，委託其他董事代理出席董事會。

前項之代理人，以受一人之委託為限。

董事會得以視訊會議為之，董事以視訊參與會議者，視為親自出席。

第五章 刪除

第廿五條：刪除。

第廿六條：刪除。

第廿七條：刪除。

第六章 經理及職員

第廿八條：本公司得設經理人若干人，其委任、解任及報酬依公司法第二十九條規定辦理。

本公司得依董事會決議設總裁、執行長、副執行長及顧問若干人。

第廿九條：刪除。

第卅條：本公司董事之薪酬，授權董事會依其對公司營運之參與程度及貢獻價值，參酌同業通常水準議定支給之。

第卅條之一：刪除。

第七章 會計

第卅一條：本公司於每會計年度終了後，董事會依據財務部門之帳務報告，經審定後編造以下表冊，於股東常會開會三十日前，交審計委員會查核，或由審計委員會委託會計師查核並出具報告書，提報股東會請求承認。

一、營業報告書。

二、財務報表。

三、盈餘分派或虧損撥補之議案。

第卅二條：本公司年度如有獲利(所謂獲利係指稅前利益扣除分派員工酬勞及董事酬勞前之利益)，應提撥不低於百分之二為員工酬勞及不高於百分之五為董事酬勞。上述員工酬勞數額中，應提撥不低於百分之十分派予基層員工。但公司尚有累積虧損(包括調整未分配盈餘金額)時，應預先保留彌補數額。

前項員工酬勞得以股票或現金為之，董事酬勞僅得以現金為之。前二項應由董事會決議行之，並報告股東會。

本公司年度總決算如有盈餘，應先彌補累積虧損(包括調整未分配盈餘金額)，依法提撥百分之十為法定盈餘公積；但法定盈餘公積累積已達本公司實收資本總額時，不在此限。次依法令或主管機關規定提撥或迴轉特別盈餘公積。前期累積之其他權益減項淨額，應自前期未分配盈餘提列相同數額之特別盈餘公積，如仍有不足，再自

當期稅後淨利加計當期稅後淨利以外項目計入當期末分配盈餘之數額提列。嗣餘盈餘，連同期初未分配盈餘(包括調整未分配盈餘金額)，由董事會擬具盈餘分配議案，提請股東會決議分派股東股息紅利。

本公司董事會得以三分之二以上董事之出席，及出席董事過半數之決議，將應分派股息及紅利、資本公積或法定盈餘公積之全部或一部以發放現金之方式為之，並報告股東會，不適用前項應經股東會決議之規定。

第卅二條之一：為因應海運市場之競爭，本公司之股利發放政策係以維持公司長期財務結構之健全及未來營運之成長與擴展為原則，採優先保留營運及擴展所需之資金後，剩餘之盈餘才以現金股利或股票股利方式發放。其中現金股利不低於股利總額之百分之十。

第八章 附則

第卅三條：本公司組織規程及辦事細則由董事會另定之。

本公司章程之制定及修訂，需依公司法第二七七條之規定由股東會決議通過。

第卅四條：本公司章程如有未定事宜，需依公司法及其他相關法令之規定辦理。

第卅五條：本章程訂於民國七十四年二月二十八日。

第一次修訂於民國七十五年三月二十七日。

第二次修訂於民國七十五年十二月十日。

第三次修訂於民國八十一年三月十四日。

第四次修訂於民國八十二年二月二十五日。

第五次修訂於民國八十三年一月一日。

第六次修訂於民國八十三年三月一日。

第七次修訂於民國八十三年六月二十日。

第八次修訂於民國八十五年十一月二十五日。

第九次修訂於民國八十六年五月十九日。

第十次修訂於民國八十七年四月三十日。

第十一次修訂於民國八十九年七月三日。

第十二次修訂於民國九十年六月十四日。

第十三次修訂於民國九十一年六月二十五日。

- 第十四次修訂於民國九十二年六月二十四日。
- 第十五次修訂於民國九十三年五月二十八日。
- 第十六次修訂於民國九十四年四月二十六日。
- 第十七次修訂於民國九十五年六月二十三日。
- 第十八次修訂於民國九十六年六月二十七日。
- 第十九次修訂於民國九十八年六月十九日。
- 第二十次修訂於民國九十九年六月十八日。
- 第二十一次修訂於民國一〇一年六月二十八日。
- 第二十二次修訂於民國一〇三年六月十一日。
- 第二十三次修訂於民國一〇五年六月二十八日。
- 第二十四次修訂於民國一〇六年六月二十八日。
- 第二十五次修訂於民國一一一年六月二十一日。
- 第二十六次修訂於民國一一三年六月二十五日。
- 第二十七次修訂於民國一一四年六月二十五日。

Shih Wei Navigation Co., Ltd. Articles of Incorporation

Chapter 1. General Provisions

Article 1: The Company is organized pursuant to the provisions of a company limited by shares under the Company Act. It is named "四維航業股份有限公司" and its name in English is "Shih Wei Navigation Co., Ltd.".

Article 2: The Company engages in the following businesses:

1. G401011 Shipping agency services.
2. G301011 Ship transportation.
3. F114060 Wholesale of ship and component parts.
4. F214060 Retail sale of ship and component parts thereof.
5. ZZ99999 All business items that are not prohibited or restricted by law, except those subject to special approval.

Article 3: The Company shall be exempt from the restrictions on total investment amount for not exceeding forty percent of the paid-up capital.

The Company may provide external endorsements and guarantees.

Article 4: The Company's headquarters is located in Taipei City. The Company may set up branch offices in locations and important ports in Taiwan or foreign countries as resolved by the Board of Directors, if necessary.

Article 5: Deleted.

Chapter 2. Shares

Article 6: The Company's total capital is NT\$5 billion divided into 500 million shares with a par value of NT\$10 per share. The Board of Directors is authorized to issue the unissued shares in installments if deemed necessary.

Article 7: The Company's stocks shall be registered, and signed or sealed by the Director that represents the Company. The stocks shall be issued after the required certification procedures in accordance with the law. Stocks issued by the Company after the initial public offering are not required to be printed.

The Company shall contact the centralized securities depository enterprise institution for registration of the share certificates issued by the Company in accordance with the preceding paragraph.

Article 8: The Company's shareholders shall administer stock-related operations in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and related regulations and consult the shareholder services agent of the Company.

Article 9: Deleted.

Article 10: Deleted.

Article 11: Title transfer and registration of stocks shall be suspended within 60 days before the annual general shareholders' meeting is held, within thirty days before a shareholders' provisional meeting is held, or within 5 days before the base date for distribution of stock dividends and bonuses or other benefits determined by the Company.

Chapter 3. Shareholders' Meeting

Article 12: The company holds two types of shareholders' meetings: annual general meetings and extraordinary shareholders' meetings.

1. The annual general meeting is convened at a time no later than six months after the end of the financial year.
2. Extraordinary meetings are held whenever necessary.

Article 13: Notice of the annual general meeting shall be distributed 30 days prior to the meeting date. Notice of the extraordinary shareholders' meeting shall be distributed to shareholders 15 days in advance, which shall include the date, venue and purpose of the meeting.

Article 13-1: The Board of Directors may pass a resolution to convene the shareholders' meeting virtually or by other method announced by the central competent authority.

The operational procedures and other compliance matters shall be processed in accordance with the regulations of the competent authority.

Article 14: Unless otherwise required by regulations, the Company's shareholders' meeting can only be convened with the attendance of shareholders who hold a majority of all issued and outstanding shares of the Company, and the resolutions must be adopted with at least a majority of the votes in attendance.

Article 15: Each shareholder of the Company shall be entitled to one vote per share. No voting power shall be granted, however, to company shares prescribed in Article 179 of the Company Act.

When the Company convenes a shareholders' meeting, shareholders may exercise their voting rights by correspondence or electronic means. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person.

Article 16: Where a shareholder cannot attend the shareholders' meeting, the shareholder may appoint a proxy according to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" established based on Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act.

Article 17: If a shareholders meeting is convened by the Board of Directors, the chair shall be appointed in accordance with Article 208, paragraph 3 of the Company Act. Where a shareholders' meeting is convened by a party with power to convene other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 18: Resolutions made during the shareholders' meeting shall be compiled into meeting minutes and processed according to Article 183 of the Company Act.

Chapter 4. Directors

Article 19: The Company shall have five to eleven Directors in the Board of Directors which shall include at least three Independent Directors. The

elections of general directors are shall be based on the candidate nomination system. Directors must be elected at the shareholders' meeting from among persons of legal capacity. The term of office shall be three years and Directors are eligible for re-election. The Company may purchase liability insurance for Directors based on a resolution of the meeting of the Board of Directors.

The total shareholding ratio of all directors shall be determined in accordance with the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" established based on Article 26, paragraph 2 of the Securities and Exchange Act.

Article 19-1: The number of Independent Directors of the Company shall be no less than three. The Company adopts a nomination system for elections. Independent supervisors shall be elected from among the nominees in the shareholders' meeting. With respect to seats, professional qualifications, shareholdings, restrictions on taking part-time jobs, nomination, election/appointment and other compliance-related requirements for Independent Directors, the Company shall follow the relevant regulations announced by the competent authority in charge of the securities industry.

Article 19-2: The Company may establish functional committees such as the Audit Committee. The charter of the committees and the exercise of their powers shall be implemented after approval in a meeting of the Board of Directors. The Audit Committee shall consist of all Independent Directors.

Article 20: The Board of Directors shall elect a Chairperson from among the Directors by a majority vote at a meeting attended by over two thirds of the directors.

Article 21: The Chairperson of the Board of Directors shall internally preside over

the shareholders' meeting and the meeting of the Board of Directors. The Chairperson shall also shall externally represent the Company and organize all business operations.

Article 22: The powers of the Board of Directors are as follows:

1. Making decisions on business policies and plans.
2. Approval of the Articles of Incorporation.
3. Approval of the budget and final accounts.
4. Formulation of proposals on earnings distribution.
5. Appointment and dismissal of the manager and representative.
6. Guidance and supervision of business operations.
7. Other tasks required by law.

Article 23: A meeting of the Board of Directors must be convened at least once every three months.

Directors shall be notified of board meetings seven days prior to the meeting with the reason indicated. However, meetings can be held in shorter notices in case of emergency, or with the request of more than half of the Directors. Notifications of board meetings may be in writing or via fax or email.

With regard to board meetings specified in the preceding paragraph, the first meeting of the Board of Directors for each term shall be convened in accordance with Article 203 of the Company Act. All other board meetings shall be convened and chaired by the Chairperson.

Article 24: Except where otherwise provided in the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the Directors in attendance at a board meeting attended by a majority of all Directors. Resolutions shall be signed or sealed by the chair and retained at the Company. If a Director is unable to attend a meeting, he/she may appoint a proxy to attend the meeting by completing the company's proxy forms for each meeting and specifying the scope of delegation.

Each proxy may only represent one absent director.

If a meeting of the Board of Directors is held by video conference, all Directors attending the video conference shall be deemed to have attended the meeting in person.

Chapter 5. Deleted

Article 25: Deleted.

Article 26: Deleted.

Article 27: Deleted.

Chapter 6. Managers and Employees

Article 28: The Company may appoint managers whose appointment, dismissal and remuneration shall be processed in accordance with Article 29 of the Company Act.

The Company may appoint a President, Chief Executive Officer, Deputy Chief Executive Officer, and a number of consultants based on resolutions of board meeting.

Article 29: Deleted.

Article 30: The Board is authorized to determine the compensation for the directors, taking into account the extent and value of the services provided for the Company's operation and with reference to the standards of industry.

Article 30-1: Deleted.

Chapter 7. Accounting

Article 31: At the end of each fiscal year, the Board of Directors shall review the accounts submitted by the finance department and prepare the following documents, which shall be delivered to the Audit Committee for review 30 days before a general shareholders' meeting is convened. The Audit Committee may also appoint a CPA to perform the audit and file a report to the shareholders' meeting for ratification.

1. Business reports.
2. Financial statements.
3. Proposals for distribution of earnings or make-up of deficit.

Article 32: In case the Company makes a profit in the current year (profits refer to income before tax and before the distribution of remuneration to the employees and Directors), no less than 2% shall be allocated as the employees' remuneration and no more than 5% as the Directors' remuneration. Of the employees' remuneration mentioned above, an amount not less than 10% shall be allocated to non-managerial employees. However, if the Company has accumulated losses (including adjustment on non-distributed earnings), the Company shall set aside a part of the surplus profit first for making up the losses.

The aforementioned employee remuneration may be distributed in stocks or cash and the Directors' remuneration may only be distributed in cash.

The procedures in the two preceding paragraphs must be approved by the Board of Directors and reported to the shareholders' meeting.

Any earnings in the final accounts of the Company for the fiscal year shall be allocated to make up for cumulative losses (including adjustments for undistributed earnings) and the Company shall set aside 10% of the earnings as statutory surplus reserve. However, this requirement shall not apply if the cumulative statutory surplus reserve has reached the Company's total paid-up capital. In addition, a special reserve shall be set aside or reversed pursuant to the laws or regulations of the competent authority. The net deduction of other rights and interests accumulated in the previous period shall be included in the special surplus reserve of the same amount from the undistributed surplus of the previous period. If there is still insufficient, the net profit of the current period plus the net profit after tax of the current period shall be included in the current period. The amount of undistributed surplus is withdrawn. The Board of Directors shall draft an earnings distribution proposal regarding the remainder of the surplus as well as accumulated undistributed earnings at the beginning of

the period (including adjusted and undistributed earnings) for approval at the shareholders' meeting to allocate dividends and bonuses to shareholders.

The Board of Directors shall distribute the dividends, bonuses, capital reserve, and statutory surplus reserve, in part or in whole, in cash after a resolution by a majority in a meeting attended by at least two thirds of the Directors. Such resolution shall be submitted to the shareholders' meeting and the requirement for a resolution in a shareholders' meeting in the preceding paragraph shall not apply.

Article 32-1: In response to the competition in the sea freight market, the Company's dividend distribution policy shall be focused on maintaining the soundness of the Company's long-term financial and the growth and expansion of future operations. The Company shall prioritize the retention of funding necessary for operations and expansion before distributing the remaining earnings in the form of cash dividends or stock dividends. Cash dividends shall not be lower than 10% of total dividends.

Chapter 8. Appendices

Article 33: The organizational regulations and enforcement rules of the Company shall be established separately by the Board of Directors.

The establishment and amendment of the Articles of Incorporation shall require a resolution passed by the shareholders' meeting in accordance with Article 277 of the Company Act.

Article 34: Any matters that are not addressed in the Articles of Incorporation shall be governed by the Company Act and other relevant regulations.

Article 35: The Articles of Incorporation were established on February 28, 1985.

The 1st amendment was on March 27, 1986.

The 2nd amendment was on December 10, 1986.

The 3rd amendment was on March 14, 1992.

The 4th amendment was on February 25, 1993.

The 5th amendment was on January 1, 1994.

The 6th amendment was on March 1, 1994.

The 7th amendment was on June 20, 1994.
The 8th amendment was on November 25, 1996.
The 9th amendment was on May 19, 1997.
The 10th amendment was on April 30, 1998.
The 11th amendment was on July 3, 2000.
The 12th amendment was on June 14, 2001.
The 13th amendment was on June 25, 2002.
The 14th amendment was on June 24, 2003.
The 15th amendment was on May 28, 2004.
The 16th amendment was on April 26, 2005.
The 17th amendment was on June 23, 2006.
The 18th amendment was on June 27, 2007.
The 19th amendment was on June 19, 2009.
The 20th amendment was on June 18, 2010.
The 21st amendment was on June 28, 2012.
The 22nd amendment was on June 11, 2014.
The 23rd amendment was on June 28, 2016.
The 24rd amendment was on June 28, 2017.
The 25rd amendment was on June 21, 2022.
The 26rd amendment was on June 25, 2024.
The 27th amendment was on June 25, 2025.

*The English version is the translation of the Chinese version and if there is any conflict between the meaning of terms in the Chinese version and English translation, the meaning of the Chinese version shall prevail.