

The Articles of Lih Pao Cultural & Arts Foundation

Article 1 Our foundation is organized and denominated “Lih Pao Cultural & Arts Foundation” (referred to as our foundation in short hereunder) in compliance with the civil code and the establishment regulation of cultural and artistic consortium of legal entities and supervision points in charged by council for cultural affairs, Executive Yuan (the present Ministry of Culture).

Article 2 The goal of our foundation is to promote community education and public wellbeing services which are related to all sorts of cultural and artistic matters. The affairs listed on the left-hand side will be conducted in accordance with the relevant laws and decrees:

- 一、 Form artistic organizations, carry out artistic education, and foster artistic talents.
- 二、 Create art media, promote artistic events/activities, and enrich artistic life.
- 三、 Hold cultural and educational campaigns, initiate artistic life, and purify social morality
- 四、 Advocate living science and technology, advance community development, improve life quality
- 五、 Other cultural and artistic events/activities which conform to the public interests and the goal of our establishment.

Article 3 The set-up fund of our foundation is 5 million NTD, contributed by Lih Pao Development & Construction Co. Ltd. Our foundation is allowed to receive any following donations once we complete the registration of legal foundation.

Article 4 The address of our foundation is 2F., No.16, Lane 189, Sec. 1, Chengtai Rd., New Taipei City.

Article 5 Our foundation is managed by board of directors, whose authorities are listed on the left-hand side:

- 一、 The procurement, management, and employment of fund.
- 二、 The formulation and implementation of business plans.
- 三、 The formation and management of internal organizations.
- 四、 The handling of award and grant cases and the relevant regulations.
- 五、 The validation of annual estimates and final accounts of revenue and expenditure.
- 六、 The re-election (re-appointment) and dismissal of the directors.
- 七、 The management of other important matters.

Article 6 The board of our foundation is formed by eleven directors. The directors of the board for the 1st term are selected by the original contributor/donator. The following directors will be elected and anointed by the previous board from the 2nd term. Please note that this is a no-paid position.

Article 7 The term of service for the directors of our foundation is three years, and the directors are allowed to extend their tenure through re-election. If a director is absent without any proper reasons during his/her term of office, the board is permitted to re-elect other appropriate personnel to complement the original tenure. The board should call up a meeting of re-election for the next directors. Both old and new directors should carry out job handover on schedule.

Article 8 The chairman of the board of our foundation who presides over the foundation and represents our foundation to the outside shall be elected by the board from among its directors.

Article 9 The board of our foundation has to hold up meetings at least twice per year and call up impromptu meetings as occasion requires. If the chairman fails to comply with this rule, altogether more than 1/3 of the directors shall

request the board meeting by proposing its purpose and reasons in written form in order that the chairman can be forced to call up a board meeting within ten days from receiving the requirements. The directors can still hold up the meeting after reporting the issue and obtaining the permission of competent authority if overdue. The chairman should attend the board meeting in person, but he/she can still entrust others on his/her behalf otherwise. The delegated attendee is limited to one person only, and the rate of commission should be less than 1/2 of the overall directors. The meetings should be held by the chairman who takes up the post of the host. The meeting can only start once more than half of the overall directors have themselves attended. The vote of any motions or proposals can only be practice under the consent of more than half of the overall directors. However, for the fulfillment of the important matters listed below, 2/3 of the overall directors are required to attend the meeting, and over 1/2 of the total directors give their assent to the resolution with the permission of authority:

- 一、 The alternation of article.
- 二、 The disposition, establishment of encumbrances, or creation of a right of real estate.
- 三、 The re-election and dismissal of the chairman and directors.
- 四、 The resolution of the dissolution of artificial person

If each of the term mentioned above is involved with the civil code article 62 and 63, the content should be presented to the competent authority for future reference after applying for the necessary disposition from the court. For the discussion of the fourth important issue, one should inform all directors about the agenda while invite a representative from the authority to attend the meeting as a guidance counselor in accord with the provision. The meeting minutes should be presented to the competent authority for future reference after the meeting. The delegation of any representative is inapplicable to the discussion of the fourth important matter.