

ASIA TECH IMAGE INC.

Articles of Incorporation

Section 1 General Provisions

- Article 1 The Company (the “Company”) shall be incorporated as a company limited by shares under the Company Act and its name shall be “Asia Tech Image Inc.”
- Article 2 The scope of business of the Company shall be as follow:
1. F119010 Wholesale of Electronic Materials.
 2. F116010 Wholesale of Photographic Equipment.
 3. F113030 Wholesale of Precision Instruments.
 4. CC01080 Electronic Parts and Components Manufacturing.
 5. CE01010 Precision Instruments Manufacturing.
 6. F401010 International Trade.
 7. ZZ99999 All business items that are not prohibited or restricted by laws, except for those that are subject to special approval.
- Article 3 The Company may, for the principle of business and mutual benefit, act as a guarantor of entities in the same industry.
- Article 4 The Company may, for the purpose of business, reinvest other business, and shall not be subject to the restriction as provided in Article 13 of the Company Act.
- Article 5 The Company shall have its head office in New Taipei City and, if the Company deems necessary for business, shall be free, upon the approval of the Board of Directors (the “Board of Directors”), to set up any branch offices within and without the territory of Taiwan, Republic of China.
- Article 6 The public announcements of the Company shall be proceeded in accordance with Article 28 of the Company Act.

Section 2 Shares

- Article 7 The total capital amount of the Company shall be One billion New Taiwan Dollars accounting for One Hundred million shares, at a par value of Ten New Taiwan Dollars and may be issued in installments. The Board of Directors is authorized to issue the unissued shares in installments.
- The aforesaid capital, within Forty million New Taiwan Dollars accounting for Four million shares, at a par value of Ten New Taiwan Dollars, is for share subscription warrant of the Company. The Board of Directors is authorized to issue the unissued warrants in installments in accordance with the Company Act and related regulations. In the event that the Company intends to issue the employee share subscription warrant at a price which is lower than the price stipulated in Article 53 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers” after the public offering of the Company’s shares, it shall be adopted by two-thirds or more of the attending shareholders who represent a majority of the total number of its outstanding shares.

Article 8 The share certificates of the Company shall all be name-bearing share certificates, affixed with the signatures or personal seals of the director representing the Company, and issued after duly authenticated pursuant to the laws. After the public offering of the Company's shares, the Company may also deliver the shares by wiring into account books based on related regulations, rather than printing physical shares. When issuing other securities, the same rule applies.

Article 8-1 In the event that the Company intends to cease its status as a public company after the public offering of the Company's shares, it shall, in addition to obtaining the approval from the Board of Directors, be conducted only after adopting by a majority of the attending shareholders that attend in person or by proxy and who represent a majority of the total number of its outstanding shares. During the period of the Company being an emerging stock company and listed (over-the-counter) company, this article shall not be amended.

Article 9 All transfer of shares, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or similar shares transaction conducted by shareholders of the Company shall act in accordance with the Company Act and related regulations, and, after the public offering of the Company's shares, the "Guidelines for Stock Operations for Public Companies" of the competent authority of securities.

Article 10 Registration for transfer of shares shall all be suspended thirty days before the convocation of any ordinary shareholders' meeting, fifteen days before the convocation of any extraordinary shareholders' meeting, or five days before the record day for distribution of dividend, interest and bonus or any other benefit as scheduled by the Company. After the public offering of the Company's shares, registration for transfer of shares shall all be suspended sixty days before the convocation of any ordinary shareholders' meeting, thirty days before the convocation of extraordinary shareholders' meeting, or five days before the record day for distribution of dividend, interest and bonus or any other benefit as scheduled by the Company pursuant to Article 165 of the Company Act.

Section 3 Shareholders' Meeting

Article 11 Shareholders' meeting of the Company shall be of two types, namely ordinary and extraordinary shareholders' meeting; the former shall be convened once a year by the Board of Directors in accordance with laws within six months after the end of each accounting fiscal year and the latter shall be convened in accordance with laws whenever necessary.

Article 11-1 Shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority

Article 12 In the event that a shareholder is unable to attend a shareholder's meeting, it shall be conducted in accordance with Article 177, 177-1, 177-2 of the Company Act,

and, after the public offering of the Company's shares, the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" of the competent authority of securities.

- Article 13 Unless otherwise the shares having no voting rights pursuant to Article 179 of the Company Act, a shareholder of the Company shall have one vote for each share held by him or her.
- Article 14 The shareholder's meeting shall be convened by the Board of Directors, and the Chairman of the Board of Directors (the "Chairman") shall preside such meeting. In his/her absence, the Chairman shall designate one of the directors to act on his/her behalf. In the absence of such designation, the directors shall elect from among themselves to act his/her behalf. Whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the Chairman of such 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 15 Unless otherwise provided in the Company Act, resolution shall be adopted by a majority of the attending shareholders who represent a majority of the total number of its outstanding shares.
- Article 16 The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the Chairman of the meeting and shall be distributed to all shareholders of the Company within twenty days after the close of the meeting.
The distribution of the aforesaid minutes of shareholders' meeting may be effected by means of a public notice.

Section 4 Board of Directors and Audit Committee

- Article 17 The Company shall have five to nine directors to be elected at a shareholders' meeting from persons of legal capacity to serve a term of three years. A director may be re-elected.
The Company may obtain directors liability insurance with respect to their liabilities resulting from exercising their duties during their terms of directorship pursuant to the laws. After the public offering of the Company's shares, the total ratio of the shares held by all directors shall be conducted in accordance with the regulations prescribed by the competent authority of securities.
- Article 17-1 In respect of the seat of directors stipulated in Article 17 of the Article of Incorporation, after the public offering of the Company's shares, the seat of independent directors shall be no less than two, and no less than one-five of the seats of all directors. The directors of the Company shall be elected by adopting candidates' nomination system, and the shareholders shall elect from the candidates nomination list. The election of independent directors and non-independent directors shall be held together; provided, however, the number of independent directors and non-independent directors elected shall be

calculated separately. The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be conducted in accordance with the regulations prescribed by the competent authority of securities.

- Article 17-2 The open-ballot, cumulative voting method shall be used for the election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates; those candidates receiving more voting rights shall be elected as directors. In the event that it is necessary to modify such method, it shall be conducted in accordance with Article 172 of the Company Act, etc., and shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a shareholders' meeting.
- Article 18 The Board of Directors shall be formed by the directors. The directors shall elect from among themselves a Chairman of the Board of Directors by a majority of the directors at a meeting attended by two-thirds or more of the directors, and conduct business of the Company in accordance with the laws, the Articles of Incorporation, and resolutions by the shareholders' meeting and the Board of Directors. The Chairman of the Board of Directors shall externally represent the Company. In the event that the Chairman of the Board of Directors is on leave or unable to perform his/her duties for cause, the representation shall be conducted in accordance with Article 208 of the Company Act.
- Article 19 In the event that vacancies on the Board of Directors exceed one-third of the total number of the directors, then the Board of Directors shall convene an extraordinary shareholders' meeting to elect new directors to fill such vacancies within sixty days.
- Article 20 In the event that no election of new directors is effected after expiration of the term of the existing directors, the term of such directors shall be extended until the new directors have been elected and assumed their position.
- Article 21 The business policy and other material issues of the Company shall be resolved by the Board of Directors. Except the first meeting of every term of the newly elected Board of Directors, which shall be convened in accordance with Article 203 of the Company Act, meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. In the event that the Chairman of the Board of Directors is unable to exercise his/her power and authority, the Chairman of the Board of Directors shall designate one of the directors to act on his/her behalf. In the absence of such designation, the directors shall elect from among themselves to act on his/her behalf.
- Article 22 Unless otherwise provided in the laws, the meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors. The first meeting of every term of the newly elected Board of Directors shall be convened by the

director who has received the largest number of votes after such new election. Unless otherwise provided in the Company Act, 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. In the event that a director is unable to attend such meeting for cause, he/she may issue proxy setting forth the scope of authorization for another director to present on his/her behalf. The representative shall serve as the proxy for one director only.

Article 22-1 After the public offering of the Company's shares, unless otherwise provided in the Company Act, the meeting of the Board of Directors shall be held at least once every quarter. The meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, upon written notice by e-mail or in writing, at least seven days, unless in case of urgent circumstances, any time prior to the date of the meeting. The meeting of the Board of Directors may be held by video conference. Any director attending such meeting via video conference shall be deemed attending the meeting in person.

Article 23 The resolutions of the meeting of the Board of Directors shall be recorded in the minutes, and the minutes shall be signed by or sealed with the chop of the Chairman of the meeting and shall be distributed to all directors of the Company within twenty days after the close of the meeting. The minutes shall record the summary of the essential points of the proceedings and the results of the meeting, and be kept along with the attendance list bearing the signatures of directors present at the meeting and the power of attorney of the proxies at the Company.

Article 24 The Company shall set forth the Audit Committee (the "Audit Committee") in accordance with the laws, which comprises of all the independent directors. The provisions regarding supervisors in the Company Act, the Securities and Exchange Act, and other laws and regulations shall apply mutatis mutandis to the Audit Committee.
The seats, the term, the authorities, the rules governing meetings and the resources the Company shall provide upon the Audit Committee's exercise of authority shall be governed by the Audit Committee Charter (the "Audit Committee Charter"), which will be set forth separately in accordance with the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies" and related regulation.

Section 5 Manager

Article 25 The Company may set forth several managers whose appointments, discharge, and remunerations shall be subject to provisions in Article 29 of the Company Act.

Section 6 Financial Statements

Article 26 The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year.

Article 27 After the close of each fiscal year, the following reports shall be prepared by the

Board of Directors, and submitted to the ordinary shareholders' meeting for acceptance pursuant to the laws:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning Appropriation of Earnings or Covering of Losses.

- Article 28 If, after setting aside the Company's accumulated losses of the previous years, there is any positive annual profits before tax (without giving effect of the deduction of the employee bonus and director bonus), the Company shall appropriate from 6.5% to 12% of such annual profits before tax as the employee bonus and not more than 3.5% of such annual profits before tax as the director's bonus.
- The distribution ratio of the employee bonus and the director's bonus and whether the employee bonus shall be allocated in the form of the shares or cash shall be resolved by the Board of Directors by the resolution adopted a majority of the directors at a meeting attended by two-thirds or more of the directors and shall be reported to the shareholders' meeting. The Company may distribute the employee bonus in the form of the shares or cash to the qualified employees of the company (ies) which controls or is controlled by the Company.
- Article 28-1 If, there is any earning after the final settlement of account, the Company shall first pay the taxes and make up for the Company's accumulated losses of the previous year, then set aside 10% for legal reserve, and appropriate or reverse special reserve pursuant to the regulations or government officials. The remaining amount (if any), plus the previous year's unappropriated earnings, shall be distributed in accordance with the distribution plan prepared and submitted by the Board of Directors to the shareholders' meeting for approval.
- The Company authorizes the distributable dividends, bonuses, capital surplus and legal reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. In this case, shareholders' recognition is not required.
- Article 29 The shareholders' dividend and bonus shall be distributed in accordance with the distribution plan proposed by the Board of Directors, which will take into account of the current capital, financial structure, operation and earnings of the Company and shall not be less than 50% of such year's total distributable earnings, and shall be distributed in the form of shares and/or cash in order to meet the balance of dividend policy. The ratio of cash dividend shall not be less than 10% of the total amount of shareholders' dividend or bonus of the year. The distribution will be subject to the approval of the shareholders' approval.
- Article 30 The directors of the Company may receive the traveling expenses, and the Board of Directors is authorized to determine the amount, taking into account the general standard of the entities in the same industry.
- Article 31 The directors of the Company may receive remuneration, and the Board of Directors is authorized to determine the amount, taking into account the extent

and value of the services provided for the management of the Company and the general standard of the entities in the same industry.

Section 7 Supplementary Provisions

- Article 32 The organization by-law of the Company and procedures of business shall be provided otherwise.
- Article 33 In regard to all matters not provided for in this Articles of Incorporation, the Company Act shall govern.
- Article 34 These Articles of Incorporation are enacted on January 13, 2004, and amended on May 3, 2007 for the first time, on June 28, 2010 for the second time, on November 16, 2010 for the third time, on May 3, 2011 for the fourth time, on May 30, 2012 for the fifth time, on June 2, 2016 for the sixth time, on June 7, 2017 for the seventh time, on June 13, 2019 for the eighth time, on June 12, 2020 for the ninth time, and on May 27, 2022 for the tenth time.

Asia Tech Image Inc.

Chairman : Yi-Jen Lai