

Richwave Technology Inc.

Articles of Incorporation

CHAPTER I GENERAL PROVISIONS

Article 1

The Corporation is organized under the Corporation Law and shall be named RichWave Technology Corporation.

Article 2

The business scope of the Corporation shall be as follows:

1. To engage in CCO1050 Data Storage Media Manufacturing and Duplicating;
2. To engage in CCO1070 Telecommunication Equipment and Apparatus Manufacturing;
3. To engage in CCO1080 Electronic Parts and Components Manufacturing;
4. To engage in E605010 Computing Equipments Installation Construction;
5. To engage in E701010 Telecommunications Construction;
6. To engage in F118010 Wholesale of Computer Software;
7. To engage in F119010 Wholesale of Electronic Materials;
8. To engage in F218010 Retail Sale of Computer Software;
9. To engage in F219010 Retail Sale of Electronic Materials;
10. To engage in F401010 International Trade;
11. To engage in F601010 Intellectual Property;
12. To engage in I301010 Software Design Services;
13. To engage in I301020 Data Processing Services;
14. To engage in I301030 Digital Information Supply Services;
15. To engage in I501010 Product Designing;
16. To engage in IZ99990 Other Industry and Commerce Services Not Elsewhere Classified;
17. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Corporation may provide endorsement and guarantee and act as a guarantor after approval by the Board of Directors for the Corporation of same trade or related Corporation.

Article 4

The total amount of the Corporation's reinvestment shall not be subject to the restriction of not more than forty (40) percent of the Corporation's paid-up capital.

Article 5

The Corporation shall have its head office in Taipei, Taiwan, Republic of China, and shall be free, upon resolutions of the Board of Directors and approval of government authorities in charge, to set up representative and branch offices at various locations within and without in the territory of the Republic of China, wherever and whenever the Corporation deems it necessary.

Article 6

Public announcements of the Corporation shall be made in accordance with the Article 28 of the Corporation Law.

CHAPTER 2 SHARES

Article 7

The total capital stock of the Corporation shall be in the amount of 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares, at 10 New Taiwan Dollars each, and may be paid-up in installments. A total amount of 200,000,000 New Taiwan Dollars, divided into 10,000,000 shares, at ten New Taiwan Dollars each, among the above total capital stock should be reserved for issuing stock options certificates, stock certificates with attached warrant, or corporate bond with attached warrant.

Article 8

The share certificates of the Corporation shall without exception be in registered form, signed by, or affixed with the seals of, at least three directors, and authenticated by the competent governmental authority upon issuance. Shares issued by the Corporation need not be in certificate form.

Article 9

Registration for transfer of shares shall be suspended thirty (30) days before the date of regular meeting of shareholders, and fifty (15) days before the date of any special meeting of shareholders. After the Corporation's stock go public, registration for transfer of shares shall be suspended sixty (60) days before the date of regular meeting of shareholders, and thirty (30) days before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

CHAPTER 3 SHAREHOLDERS' MEETING

Article 10

Shareholders' meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations. The company's shareholders meeting may be held by video conference or other methods

announced by the competent authority.

Article 11

Notices shall be sent to all shareholders of regular shareholders' meetings, at least twenty (20) days in advance; in case of special meetings, at least ten (10) days in advance. After The Corporation's stock go public, the regular shareholders' meetings, at least thirty (30) days in advance; in case of special meetings, at least fifty (15) days in advance. The purpose(s) for convening any such meeting shall be clearly stated in the written notices sent out to the shareholders.

Article 12

The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Corporation. In his absence, either one Director appointed by Chairman, or one of the Directors selected by all Directors shall preside.

Article 13

If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend it with the shareholder's signed or sealed POA printed by the Corporation, and to exercise, on his/her behalf, in the rights at the meeting,

Article 13-1

In accordance with Article 177-1 and 177-2 of the Corporation Law, the shareholders may vote via an electronic voting system in the shareholder's meeting of the Corporation.

Article 14

Each share of stock shall be entitled to one vote, unless otherwise provided in Article 179-2 of Corporation Law.

Article 15

Except as provided in the Corporation Law, shareholders' meetings may be held if attended by shareholders in person or by proxy representing more than one half of the total issued and outstanding capital stock of the Corporation, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting.

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. A copy of the minutes shall be forwarded to each shareholder within twenty (20) days after the meeting. The minutes may record and send via an electronic system. Minutes shall state the date, place, name of the chairman, the means by which resolution is adopted of the meeting, the abstract and results of proceedings. Such minutes, together with the attendance's signature list and proxies, shall be filed

and kept at the head office of the Corporation at least one year. After The Corporation's stock go public, the minutes may forward by publicly announced.

Article 16-1

The Corporation may revoke the public issuance of its stocks with the resolutions of the Shareholders' meeting, and this clause could not be revised when the stocks go to the emerging stock board or public stock board.

CHAPTER 4 DIRECTORS AND COMMITTEES

Article 17

The Corporation shall have seven to nine Directors, and the term shall be three (3) years. The Directors shall be selected by eligible Shareholders, and shall be eligible for re-election. At least three (3) directors or one-fifth of all directors, whichever is higher, shall be the independent directors. The qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters shall be subject to the applicable laws.

With independent and non-independent directors elected at the same time, but in separately calculated numbers.

Article 17-1

The Company shall set forth the Audit Committee, which comprises of all the independent directors. The seats, the term, the authorities, the rules governing meetings and the resources the Company shall provide upon the committee's exercise of authority shall be governed by the Audit Committee Charter, which will be set forth separately.

Article 17-2

The Board of Directors shall set up functional committees for Remuneration Committee. The Committee members' qualifications, duties and related matters shall be defined by the Board of Directors in accordance with the related laws and regulations.

Article 18

When one-third(1/3) of the Directors have vacated their offices, the special shareholder's meeting shall be called by the Board of Directors for election of Directors to fill the vacancies until the original term expires.

Article 18-1

The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates; those candidates receiving more voting rights shall be elected as Directors.

Article 19

The Board of Directors shall be made by Directors. The Directors shall elect from among themselves a Chairman of the Board of Directors by a majority in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall have the authority

to represent the Corporation. Except as otherwise provided in the Corporation Law, a resolution of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting. If any director is unable to attend Board of Directors' meeting, he/she may appoint another director to attend the meeting.

Article 19-1

A Board of Director's meeting shall be called with a seven (7) days prior written notice setting forth the cause(s) of such meeting to all directors, except there is an urgent need. In case of emergency, a Board of Directors' meeting may called at any time. The meeting notice may be given via facsimile 、email or other ways.

Article 20

In Chairman's absence, any one acting for him shall according to Article 208 of the Corporation Law.

Article 21

The Board of Directors is authorized to determine the compensation for the Chairman, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas.

Article 21-1

The Directors's liability insurance shall be bought by thr Corporation for the liability of compensation they may bear according to law in their business scope.

CHAPTER 5 OFFICERS

Article 22

The Corporation may employ managing persons,the appointment 、discharge and making payment shall be handle according to the Corporation Law.

CHAPTER 6 FINANCIAL ACCOUNTS

Article 23

After the close of each fiscal year, the following reports shall be prepared by the Board of Directors,review by submitted to the regular shareholders' meeting for acceptance:

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

Article 24

If there is any profit after closing of books, the Corporation shall first set aside eight percent (8%) for its employee's compensation and shall be divided by Board of Director's resolution, distributed in the form of shares or in cash. The qualification requirements of employees, including the employees of subsidiaries of the Corporation meeting certain specific

requirements. The Corporation may set aside directors's compensation not more than one and a half percent. And in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. However, the Corporation's accumulated losses shall have been covered.

Article 25

If there is any profit after closing of books, the company shall first defray tax due, cover losses in the past years and set aside ten percent (10%) of it as legal reserve, except that the accumulated legal capital reserve has equaled the total capital of the Corporation. Then set aside or reserve a special reserve in accordance with relative regulations. The rest of the profit plus the profit in the previous years are the profits available for dividends, could be adopt a proposal for distribution by Directors of Board. The Corporation's principal of profit dividend is steady and balancing. Profits may be distributed in total after taking into consideration profit earning situation, financial structure, future business development, future profit and the need of capital. The profits of this Corporation may be distributed by way of cash dividend or stock dividend. The ratio for stock dividend shall not less than 10% of total distribution.

CHAPTER 7 SUPPLEMENTAL PROVISIONS

Article 26

The internal organization of the Corporation and the detailed procedures of business operation shall be determined by the Board of Directors.

Article 27

In regard to all matters not provided for in these Articles of Incorporation, the Corporation Law shall govern.

Article 28

These Articles of Incorporation are agreed to and signed on December 31, 2003, and the first Amendment was amended on January 30, 2004, the second Amendment on June 30, 2009, the third Amendment on June 04, 2010, the fourth Amendment on June 03, 2011, the fifth Amendment on June 06, 2012, the sixth Amendment on May 27, 2016, the seventh Amendment on May 26, 2017, the eighth Amendment on May 24, 2019, the ninth Amendment on May 29, 2020, the tenth Amendment on July 27, 2021, the eleventh Amendment on May 26, 2022, the twelfth Amendment on May 25, 2024

Dye-Jyun, Ma
Chairman

Richwave Technology Inc.