

Atech OEM Inc.

Articles of Incorporation

Chapter 1. General Rules

- Article 1: The Company is incorporated in accordance with the Company Act and is named "Atech OEM Inc."
- Article 2: The business operations and the business code of the Company:
- CC01030 Electrical appliances and audio-visual electronic products manufacturing business
 - CC01060 Wire communication machines and equipment manufacturing business
 - CC01070 Wireless communication machines and equipment manufacturing business
 - CC01080 Electronic components manufacturing business
 - CC01110 Computer and peripheral equipment manufacturing business
 - CC01990 Other electrical engineering and electronic machines and equipment manufacturing business
 - F119010 Electronic materials wholesale business
 - F113070 Telecommunications equipment wholesale business
 - F401010 International trade business
 - F401021 Telecommunications controlled radio frequency equipment importing business
 - I501010 Product design business
 - C805050 Industrial plastic products manufacturing business
 - ZZ99999 In addition to the chartered business, a business not-prohibited by law is also permitted for operation
 - C805990 Other plastic products manufacturing business
 - CC01020 Wire and cable manufacturing business
- Article 2.1: The Company may offer external guarantees due to business needs.
- Article 3: The headquarters of the Company is in New Taipei City, Taiwan; also, overseas subsidiaries can be set-up for business operations with a resolution from the board of directors.
- Article 3.1: The board of directors is authorized to be responsible for the investment in subsidiaries without being subject to the restrictions of the Company Act Article 13 "No exceeding 40% of the Company's paid-in capital" and shall report the investment activities in the shareholder meetings in the following year.
- Article 4: Deleted

Chapter 2. Shares

- Article 5: The capital stock of the Company is authorized for an amount of NT\$1.5 billion with 150,000,000 shares issued at NT\$10 par by installment. For the shares that are not yet issued, the board of directors may decide to have the shares issued depending on the operational needs; also, the shares are to be

issued with a premium. An amount of NT\$70,000,000 is to be appropriated from the total capital stock stated in the preceding paragraph for issuance as employee stock warrants with 7,000,000 shares issued at NT\$10 par by installment in accordance with the resolutions of the board. When the stock shares can be redeemed by the company legally, the board of directors is authorized to have the process handled lawfully.

Article 6: Deleted

Article 7: The Company's stock is registered and to be signed or sealed by more than three directors; also, it is to be issued after being certified by the competent authorities or the authorized issuance and registration institute.

The Company may have stock shares issued without any printouts made; also, should contact Taiwan Depository & Clearing Corporation for registration.

Article 8: The Company's shareholder services should be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies".

Chapter 3. Shareholder Meetings

Article 9: Shareholder meetings are classified either as general shareholder meetings or as extraordinary shareholder meetings. General shareholder meetings are to be convened once a year within six months at the end of the fiscal year while extraordinary shareholder meetings can be convened legally when it is necessary.

Article 10: Shareholders who cannot attend the shareholder meetings for valid reasons may issue a proxy with the scope of authorization detailed and the signature or seal affixed on the proxy form to have the representative attend the meeting instead. For attending Shareholder meetings by proxy, in addition to Article 177 of the Company Act, it is to be processed in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" published by the competent authorities.

Article 11: Each stock share held by the Company's shareholders is entitled to one voting right. However, the restricted stock shares and the stock shares in any of the following circumstances are not entitled to any voting rights:

1. The stock shares held by the Company lawfully;
2. The shares of the controlling company held by the wholly-owned subsidiary that is with the majority of the shares with voting rights or capital stock held by others;
3. The shares of the controlling company and the wholly-owned subsidiary held by other companies that are with the majority of the shares with voting rights or capital stock held by the controlling company and the wholly-owned subsidiary.

Article 12: The resolutions reached in the shareholders' meetings, unless otherwise regulated in the Company Act, must be with the attendance of the shareholders or their representatives that have majority shareholdings and with the approval of the attending shareholders with majority voting rights. However, in any of the following circumstances, the resolutions reached in the shareholder meetings must be with the attendance of the shareholders or their representatives that have two thirds of the shareholdings and with the approval of the attending shareholders with majority voting rights.

1. Acquiring or merging domestic and foreign companies;
2. Dissolution, liquidation or division

Chapter 4. Directors and Supervisors

Article 13: There are 5~7 directors and 3 supervisors appointed from the competent individuals in the shareholder meetings of the Company for a 3-year term; they can be re-elected and re-appointed .

Article 13.1: Two independent directors out of the 5~7 directors referred to above must be elected in accordance with the Securities Exchange Act. The independent directors are to be elected from the candidates in the shareholders' meetings according to the nomination system.

The professional qualifications of the independent directors, shareholdings, limitation of part-time job, the nomination and appointment method, and other matters to be complied with must be processed according to the relevant provisions of the securities competent authorities

Article 14: The board of directors is formed by the directors with the attendance of two thirds of the directors and the consent of the majority of the attending directors. A Chairman is elected among the directors who will represent the Company to the public; also, the Vice-Chairman can be elected among the directors the same way as Chairman, when it is necessary.

Article 15: When the Chairman is on leave or cannot perform his duties for reasons, the representative of the Chairman is to be elected in accordance with Article 208 of the Company Act.

Article 16: Directors and supervisors are entitled to receive a travel allowance for an amount to be resolved by the Board of Directors. The remuneration to the directors and supervisors is payable regardless of the operating profit or loss of the Company. The remuneration amount is to be determined and paid by the board of directors according to industry standards.

Article 17: According to Article 205 of the Company Act, directors shall attend the board meetings in person. If the board meeting is convened via a video conference, the directors who have attended the board meeting by a video conferencing shall be deemed as attending in person. The directors who are unable to attend the board meeting may appoint another director to attend by issuing a proxy with the scope of authorization for the cause of action detailed. Such attendance of meeting by proxy is limited to commissioning one representative only. The directors who live abroad may have other domestic shareholders commissioned in writing to attend the board meetings regularly.

The board meeting should be convened with the cause of action detailed and the directors and supervisors notified seven days in advance. A board meeting can be convened for an emergency at any time. The Company's board meeting can be convened with the directors and supervisors notified in writing by E-mail, or by fax.

Chapter 5. The Management

Article 18: The Company has the President appointed with the commission, discharge, and remuneration processed in accordance with Article 29 of the Company Act. The President is responsible for carrying out the resolutions reached by the board of

directors.

Chapter 6. Accounting

Article 19: The board of directors is responsible for the preparation of the following accounting statements and reports at the end of each fiscal year; also, the accounting statements and reports are to be presented to the supervisors for review and to the general shareholder meetings for acknowledgement:

[1] Business Operations Report

[3] Financial Statements

[3] Statement of Earnings Distribution or Loss Subsidy

Article 20: The Company's annual profits, if any, should be with 3~17% of the net income before tax appropriated as bonus to employees and with less than 3% of the net income before tax appropriated as remuneration to directors and supervisors. If the Company has an accumulated loss, an amount for making up the losses should be reserved in advance.

The bonus to employees is to be resolved by the board of directors with stock or cash paid; also, it may include the employees of the subsidiaries that meet certain conditions, which are to be determined by the Board of Directors.

The distribution of compensation to employees and remuneration to directors and supervisors is to be handled in accordance with the governing law and regulations.

Article 21: The Company's annual earnings, if any, are to be distributed in an orderly manner as follows:

1. Paying taxes;
2. Making up for losses of prior periods;
3. Appropriating 10% legal reserve (unless the legal reserve amount is equivalent to the paid-in capital);
4. Appropriating or reversing special reserve lawfully;
5. The board of directors should present a proposal for the distribution of the remaining amount, if any, plus the accumulated unappropriated earnings as shareholders' dividends and bonus in the shareholders' meetings.

Article 21.1: The industry that the Company engaged in is growing, in consideration of the business expansion plan and operating capital needed; therefore, dividend disbursement is planned with a cash dividend not less than 10% of the total dividends. The Board of Directors may have the said percentage of dividends adjusted depending on the overall operating conditions and presented in the shareholders' meeting for a resolution.

To improve the Company's financial structure and to protect the interests of investors, the Company's dividend policy is based on the principle of prudence and balance with the following factors taken into consideration, including paid-in capital, retained earnings, financial structure, capital budgeting and operating conditions in order to determine the most appropriate payment method.

Chapter 7. Annex

Article 22: The matters not addressed in the Articles of Association should be processed in

accordance with the Company Act.

Article 23: The Articles of Association was stipulated on April 2, 1990.

The 1st amendment was made on June 8, 1993.

The 2nd amendment was made on October 22, 1994.

The 3rd amendment was made on November 10, 1994.

The 4th amendment was made on September 10, 1997.

The 5th amendment was made on July 10, 1998.

The 6th amendment was made on July 20, 1998.

The 7th amendment made on December 3, 1998.

The 8th amendment was made on May 22, 1999.

The 9th amendment was made on June 17, 2000.

The 10th amendment was made on July 29, 2000.

The 11th amendment was made on May 5, 2001.

The 12th amendment was made on May 5, 2001.

The 13th amendment was made on June 18, 2002.

The 14th amendment was made on June 18, 2002.

The 15th amendment was made on June 20, 2003.

The 16th amendment was made on June 18, 2004.

The 17th amendment was made on June 24, 2005.

The 18th amendment was made on June 26, 2006.

The 19th amendment was made on June 27, 2007.

The 20th amendment was made on June 19, 2008.

The 21st amendment was made on June 16, 2009.

The 22nd amendment was made on December 10, 2009.

The 23rd amendment was made on June 17, 2010.

The 24th amendment was made on June 21, 2012.

The 25th amendment was made on June 17, 2013.

The 26th amendment was made on June 13, 2016.

Atech OEM Inc.

Chairman: YAN, Wei-Chyun