

PROLIFIC TECHNOLOGY INC.

ARTICLES OF INCORPORATION

Section I – General Provisions

Article 1

The Company is incorporated in accordance with the Company Act of the Republic of China, and is named 旺玖科技股份有限公司 in the Chinese language, and “Prolific Technology Inc.” in the English language.

Article 2

The scope of business of the Company shall be as follows:

1. Researching, developing, and designing computer peripherals and display.
2. Researching, developing, designing and sales of integrated circuits.
3. Researching, developing, designing, agency and sales of electronic parts, substrate modules and electronic products.
4. Developing, designing and sales of computer software and related products.
5. Import and export business of integrated circuit electronic parts, electronic substrate group and electronic products.
6. Agency and sales of the preceding products.
7. Trading, import and export of telecommunications equipment.
8. F401010 International trade.
9. ZZ99999 In addition to licensing business, the operation of the act is not prohibited or restricted business.

Article 3

The Company may provide endorsement and guarantees to others when necessary for its business.

Article 4

The total amount of the Company's reinvestment shall not be subject to the limitations of Article 13 of the Company Law.

Article 5

The Company shall have its head office in Taipei City and to set up branch offices in appropriate place upon approval of government authorities in charge when necessary.

Article 6

(Deleted)

Section II – Capital Stock

Article 7

The total capital stock of the Company shall be in the amount of NT\$1,500,000,000, divided into 150,000,000 shares, at a par value of NT\$10 each, and the remaining of the un-issued shares may be issued in installments thereafter upon the resolution of the Board of directors. In addition, the Company may issue share certificates in large denomination upon the request of Taiwan Securities Central Depository Co., Ltd.

The amount of capital in the preceding paragraph, NT\$100,000,000 shall be reserved for the issuance of employee stock options, a total of 10,000,000 shares, with a par value of NT\$10 each, which would be issued in installments in accordance with the resolution of the board of directors. The Company would buy back any of its outstanding shares in accordance with the law upon the resolution of the board of directors.

To transfer shares to employees at less than the average actual share repurchase price, or issue employee stock options at less than net value/market price per share, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares.

Article 7-1

The Company transfers the bought back shares to employees may include employees of parents or subsidiaries of the Company meeting certain specific requirements.

The object of the employee stock options issued by the Company to employees, may include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

When the Company issues new shares, the new shares reserved for subscription by employees, may include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The object of the new restricted employee shares issued by the Company to employees, may including the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The certain specific requirements in the above four preceding paragraph shall be determined by the Board of directors.

Article 8

The share certificates of the Company shall be issued in registered form after being signed or affixed with the seals of directors representing the Company, numbered and authenticated by competent authorities or any agency approved by the competent authority.

Upon the issuance of shares, the Company may elect not to issue any share certificate after the shares have been registered through a centralized securities custody institution.

Article 9

Registration of shares transfer shall be suspended 60 days before the date of regular Shareholders' Meeting, and 30 days before the date of any special meeting of shareholders, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Article 10

The administration of shareholder services of the Company shall be executed in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies".

Section III – Shareholders' Meetings

Article 11

Shareholders' meetings of the Company are of two types, namely:

(1) regular meetings and

(2) special meetings.

Regular meetings shall be convened, by the board of directors, within 6 months after the close of each fiscal year. Special meetings shall be convened pursuant to the applicable laws when necessary.

Article 12

Unless otherwise provided by the Company Law, a shareholders' meeting resolution shall be adopted by a majority vote in a shareholders' meeting attended by shareholders in person or proxies representing a majority of the Company's issued shares.

Article 13

Unless otherwise provided in article 179 of the Company Act, each shareholder shall have one voting power in respect of each share in his/her/its possession.

Article 13-1

The voting rights via electronic transmission shall be adopted when the Company convenes a shareholders' meeting. The subject which the voting rights at the shareholders' meeting could be exercised by way of electronic transmission as well as the methods of exercising shall be described in the shareholders' meeting notice to be given to the shareholders. All the relevant operations shall be subject to the Company Act and other relevant rules.

A shareholders' meeting of the Company can be held by video conferences or other methods promulgated by the central competent authority, relevant operating procedures and matters to be followed shall be handled in accordance with the relevant provisions of the competent authorities.

Article 14

Where a shareholder is unable to attend shareholders' meeting, such shareholder may appoint a proxy to attend in his/her/its behalf by executing a power of attorney printed by the Company

stating therein the scope of power authorized to the proxy. All the relevant operations shall be subject to Article 177 of the Company Act and in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 15

The chairman shall preside the shareholders' meeting when the meeting is convened by the Board of directors. In case the chairman of the Board of directors is on leave, absent or cannot exercise his/her power and authority for any cause, the chairman of the Board of directors shall designate one of the directors to act on his/her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of directors. whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that 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 16

The resolutions of shareholders' meeting shall be recorded in the minutes, which shall be affixed with the signature or seal of the chairman of the Board of directors or the chair of the meeting. Such minutes, together with the attendance list and proxies, shall be filed and kept at the office of the Company. The minutes shall be distributed to all shareholders within 20 days after the close of meeting. After the public offering of shares of the Company, the distribution of the minutes of shareholders' meeting may be effected by means of a public notice.

Section IV – Board of Directors and Audit committee

Article 17

The Company appointed five to nine directors, of whom the number of independent directors shall not be less than three and shall not be less than one fifth of the directors, who shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office for Directors shall be 3 years, and all directors shall be eligible for re-election. The Board of directors is authorized to determine the number of Directors.

The total shareholding of the directors shall be subjected to the provisions prescribed by the relevant securities' regulatory authority.

Directors elected by the nomination system shall be adopted by the Company. The nomination of directors and related election shall comply with relevant regulations of the Company Act and Securities and Exchange Law. The election of independent directors shall subject to the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and other relevant regulations. 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.

In compliance with Articles 14-4 of the Securities and Exchange Law, The Company shall establish an Audit Committee, which shall be responsible for those responsibilities of Supervisors specified under the Company Act, the Securities and Exchange Law and other relevant regulations. The Audit Committee shall be composed of all independent directors, not less than three members, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. The relevant organizational procedures shall be determined by resolution of the Board of directors.

Article 18

The chairman of the board shall be elected from among directors by a majority vote at a board meeting attended by more than two-thirds of the directors, who shall represent the Company externally.

Article 19

Notices for convening the meetings of the Board of directors shall be delivered to each director no later than seven days prior to the meeting, however, in the event of emergency, the meeting can be convened anytime without prior notice. The notices would be delivered in forms of written, E-mail or fax.

The chairman of the Board of directors shall preside over all meetings of the Board of directors. In case the chairman of the Board of directors is on leave, absent or cannot exercise his/her power and authority for any cause, the chairman of the Board of directors shall designate one of the

directors to act on his/her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. Each director shall attend meetings of the Board of directors in person. In case the director is unable to attend a meeting of board of directors, he/she may, in accordance with law, issue a power of attorney listing the scope of authorization for the convening of the matter and appoint one of the other directors as his/her proxy to attend the meeting. A director may only act as the proxy of one other director. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20

Unless otherwise provided for in the laws, any resolution at a board meeting shall be adopted if voted in favor by the majority present at a board meeting at which more than one half of the directors are present.

Article 21

(Deleted)

Article 22

The remuneration of the chairman and directors is authorized to be a decided by a Board of Director's meeting depending on their involvement in the Company's operation and value of contribution to the Company, with the standard generally adopted by other local or foreign enterprises in the same industry. The Company may purchase the liability insurance for the directors.

Section V – Managerial officers

Article 23

The Company shall have a general manager. The appointment, discharge and remuneration shall be decided in accordance with Article 29 of the Company Act.

Section VI – Accounting

Article 24

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

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

Article 25

When company makes a profit in the year (the so-called profit means the pre-tax benefits deducted the benefits before the distribution of employee remuneration and directors' remuneration), it shall be allocated not less than 6% for employee remuneration (no less than 20% of the amount of employee remuneration in this item shall be distributed to grassroots employees); and not more than 2% for directors' remuneration. However, when the Company has accumulated losses (including adjusting the amount of unallocated surpluses), the amount of compensation should be reserved in advance.

The employee compensation in the preceding paragraph can be paid in stocks or cash, and the payment objects may include the employees of parents or subsidiaries of the Company, the terms and means of which shall be determined by the Board of directors. The directors' remuneration in the preceding paragraph is only paid in cash.

The preceding two paragraphs shall be decided by the Board of directors and reported to the shareholders' meeting.

Article 25-1

If the Company's annual final accounts have net profit after tax, the accumulated losses (including adjustment of the unallocated surplus amount) shall be made up first, and set aside a legal capital reserve at 10% of the remaining earnings provided that the amount of accumulated legal capital reserve has not reached the amount of the paid-in capital of the Company; in addition, according to the Company's operating needs and legal requirements, the special surplus reserve shall be listed

or converted. If there is still surplus, and the undistributed surplus at the beginning of the same period (including adjustment of the amount of undistributed surplus), the board of directors shall draft a surplus distribution proposal and submit it to the shareholders' meeting for distribution by resolution.

The Company's dividend distribution policy needs to take into account for future operating needs, long-term financial planning and shareholders' rights and interests. However, the Company's business is a technology industry and is currently in the stage of operational growth, considering future capital expenditure budget and cash requirements, the Company's cash dividends is not less than 10% of the total amount of cash dividend and stock dividend in that fiscal year.

The Company would distribute all or part of the dividends in cash by the resolution of the Board of directors' with more than two-thirds of the directors present and resolution of more than half of the directors present. The resolution shall be report to the shareholders' meeting.

When the company distributes the capital reserve or statutory surplus reserve, the Board of directors may pass a resolution with more than two-thirds of the directors attended, and a resolution with more than half of the directors presented. The distribution should be in cash and report at the shareholders meeting.

Section VII – Supplementary Provisions

Article 26

The internal organization of the Company and the detailed procedures of business operation shall be in accordance with the resolution of the Board of directors.

Article 27

Regarding all matters not provided for in these Articles of Incorporation shall be handled in accordance with the Company Law and other relevant laws and regulations shall govern.

Article 28

These Articles of Incorporation were entered into on October 20, 1997

The first Amendment was on November 7, 1997

The second Amendment was on April 29, 1998

The third Amendment was on May 20, 1998

The fourth Amendment was on July 6, 1998

The fifth Amendment was on November 10, 1998

The sixth Amendment was on December 19, 2000

The seventh Amendment was on May 8, 2001

The eighth Amendment was on June 28, 2002

The ninth Amendment was on June 18, 2003

The tenth Amendment was on June 18, 2003

The eleventh Amendment was on May 18, 2004

The twelfth Amendment was on June 14, 2006

The thirteenth Amendment was on June 13, 2007

The fourteenth Amendment was on June 13, 2008

The fifteenth Amendment was on June 16, 2009

The sixteenth Amendment was on June 15, 2010

The seventeenth Amendment was on June 15, 2011

The eighteenth Amendment was on June 13, 2012

The nineteenth Amendment was on June 25, 2014

The twentieth Amendment was on June 8, 2016

The twenty-first Amendment was on June 19, 2019

The twenty-second Amendment was on June 10, 2020

The twenty-third Amendment was on June 8, 2022.

The twenty-fourth Amendment was on June 4, 2025.

Prolific Technology Inc.

Chairman: Chang Ching-Tang