

Articles of Incorporation for Axman Enterprise Co., Ltd.

Chapter 1 General

Article 1 The Company is organized in accordance with the provisions concerning Co., Ltd. in the Company Act, named "Axman Enterprise Co., Ltd."

Article 2 The businesses operated by the Company are as follows:

1. C805050 Industrial plastic product manufacturing business.
2. CC01120 Data storage and processing equipment manufacturing business.
3. CC01080 Electronic component manufacturing business.
4. CD01040 The manufacturing, assembly, deal and external processing of motorcycle and their parts.
5. CD01050 The manufacturing, assembly, deal and external processing of bikes and their parts.
6. CD01990 The manufacturing, assembly, deal and external processing of other means of transportation and their parts.
7. CA04010 Surface treatment industry
8. F104110 The deal of Cloths 、 Garment 、 Footwear 、 Hat 、 Umbrella 、 Garment accessories.
9. F114040 The deal of bike and their parts.
10. F114030 The deal of vehicles, motorcycle and their parts.
11. F114990 The deal of other means of transportation and their parts.
12. F401010 International trade
13. ZZ99999 Besides the permitted businesses, businesses not prohibited or restricted by decrees can be operated.

Article 3 Head Office of the Company is located in Changhua County, Taiwan Province. Board of directors may resolve to set up branches at home and abroad when necessary.

Article 3-1 Reinvestment of the Company can exceed over 40% of paid-in capital.

Article 4 The announcement method of the Company is done in line with provisions of the Company Act and other relevant decrees.

Chapter 2 Shares

Article 5 The total capital of the Company is set NT\$6 billion, divided into 60 million shares. Every share is NT\$10 only and issued by several times. Of the total capital in the preceding paragraph, NT\$60 million is retained, divided into 6 million shares, and the board of directors shall decide to issue according to actual needs in accordance with the company Act and other relevant decrees.

Article 6 All the shares of the Company are registered stocks. Over 3 directors sign or seal and number them. The shares are issued after certified by the competent authority or its ratified issuance registration institution according to the laws.

Article 7 After public offering of stocks, the resolution of the shareholders meeting should be submitted when intends to cancel the public offering. The provision shall not be changed during the period of stock market development and listing (or over the counter)

Article 8 The closing date of shareholders' regular meeting and interim shareholders' meeting shall be

handled in accordance with Company Act 165. The company shall not be allowed to do so within 5 days before reference day when the company decides to allot dividend, bonus and other profits.

Share transfer is suspended within 60 days before shareholders regular meeting, within 30 days before interim shareholders' meeting or within 5 days before reference day when the company decides to allot dividend, bonus and other profits.

Chapter 3 Shareholders' Meeting

Article 9 There are 2 kinds of shareholders' meetings which are regular meeting and interim meeting. Regular meeting is convened once every year, held within 6 months after the end of every fiscal year. Interim meeting shall be convened in line with relevant decrees when necessary. For convening shareholders' regular meeting, can be done electronically with the consent from counterparty. However, for shareholders with less than one thousand shares, it may be done by way of announcement.

Article 9-1 The chairperson shall serve as the chairperson of the shareholders' meeting convened by the board of directors. When the chairperson asks for leave or cannot exercise functions and powers for some reason, it shall be handled in line with the assignment of Chairperson. If the shareholders' meeting is convened by person who is entitled to convene other than the board of directors, the convener shall serve as the chairperson. When there are more than 2 conveners, one person among them shall be elected as the chairperson.

Article 10 When shareholders cannot attend shareholders' meeting for some reason, they may present proxies printed by the Company, specifying authorization scope and entrusting agents to attend. The measures for the shareholders to entrust for attendance shall be handled in line with provisions in "Rules Governing the Use of Proxies for Attendance at Shareholder Meetings" promulgated by competent authority in addition to complying with the provisions of Article 177 in the Company Act.

Article 11 Unless otherwise provided of Article 179 in the Company Act, each shareholder of the Company has a voting right for every share. When shareholders' meeting, may include electronic means as one of the channels for exercising voting rights.

Article 12 The resolution of shareholders' meeting shall be done with attendance by more than half of the shareholders representing the total issued shares and the consent by more than half of the attended shareholders' voting right, unless otherwise provided by the Company Act.

Article 13 The approved resolution matters of shareholders' meeting shall be made into minute book that shall be signed or sealed by chairperson and recorder. The minute book shall be distributed to each shareholder within 20 days after the meeting. The proceedings referred to in the preceding paragraph may be made and distributed by electronics mean. The distribution of minute book, financial statement and earnings apportion or loss make-up resolution can be made by way of announcement. The proceedings shall record the year, month, day, name of chairperson, method of resolution, main points of proceedings and their results, and shall be kept for the duration of the existence of the company. The signature book of the shareholder attending meeting and the power of attorney of proxy attending meeting shall be kept for at least one year. Provided, however, that an action brought by the shareholder pursuant to Article 189 in the Company Act shall be retained until the termination of the action.

Chapter 4 Board of Directors and Audit Committee

Article 14 The Company's board of directors sets up 5-9 directors who are elected from persons with legal capacity in the shareholders' meeting. Their tenure of office is 3 years. If they are reelected, they can serve another term. The company is legally authorized to purchase liability insurance for directors during their term of office in respect of the scope of business performed by them. The amount of insurance and insurance matters authorized the board of directors to determine.

Article 14-1 In the quota of above directors, independent directors cannot be less than 3 persons and cannot be less than one fifth of seats for directors. The election of independent directors adopts candidate nomination system in Article 192-1 of the Company Act. They are elected from independent director candidate list by the board of directors. The acceptance, announcement and other matters that should be complied with regarding nomination of independent director candidates are handled in accordance with the Company Act, Securities Exchange Act and other relevant decrees. Independent directors and non-independent directors shall be elected together and the quota of successful candidates shall be calculated separately. The Company's total shares held by all directors shall comply with the provisions of "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by competent authority of securities.

Article 14-2 The Company sets up Audit Committee in line with provisions of Securities Exchange Act, formed by all independent directors. One of them will act as the convener and at least one member exercising of function and power and relevant matters regarding accounting or finance expertise. The decisions of the audit committee shall be agreed by at least one half members.

Article 14-3 The audit committee and the members shall be responsible for the execution of the functions and powers of a supervisor as provided by the company act, other statutes and articles of association and regulations of the company.

Article 15 A chairperson shall be elected with attendance of over two thirds of directors and by consent of over half of attended directors. The chairperson represents the company externally.

The resolution of board meeting shall be done with attendance of over half of directors and consent by over half of attended directors unless otherwise provided by the Company Act as well as the board of directors shall be convened by the chairperson and shall state the reason by notice each director 7 days before. In case of emergency, it may be called at any time. The Company's board meeting can be convened by way of writing, E-mail or fax.

Article 16 Chairperson serves as chairperson of board of directors. When the chairperson asks for leave or cannot exercise functions and powers for some reason, it shall be handled in accordance with Article 208 of the Company Act. When board of directors holds meeting, directors shall attend in person. When directors cannot attend for special affairs, they may present proxies, specifying authorization scope and entrusting one other director as agent to attend. Directors who dwell abroad may entrust other shareholders dwelling domestically in writing to attend board of directors frequently on their behalf. However, they shall apply for registration to competent authority, which applies to change thereto. If board meeting is held by video conferencing, directors who participate in the meeting by video are deemed as attend in person.

Article 17 The remuneration of all directors authorizes the board of directors to negotiate according to

their degree of participation in the company's operations and contribution value, and with reference to the usual standards of the industry. The remuneration of independent directors authorizes the board of directors to participate in the industry's usual level of agreement.

Chapter 5 Managers

Article 18 The Company may set managers who adhere to the policy resolved by board of directors and relevant decrees and comprehensively manage all businesses of the Company and whose appointment, dismissal and remuneration are handled in line with provisions of Article 29 in the Company Act. After the company establishes the salary and remuneration committee, its remuneration shall be handled in accordance with the relevant provisions of the 「Measures for the establishment and exercise of functions and powers of the company's salary and remuneration committee for listing of stocks or trading in the business premises of a securities firm」

Chapter 6 Accounting

Article 19 Board of directors compiles(1) Business report (2) Financial statement (3) Motion of earnings apportion or loss make-up forms for the Company's annual final accounts according to the laws and submits to shareholders' regular meeting for recognition in line with legal procedures before 30 days.

Article 20 Delete

Article 21 If the Company has earned annual profit, no less than 2% shall be allocated for remuneration of employees and no more than 3% for remuneration of directors. However, if the company still has cumulative loss, make-up amount shall be retained in advance.

The first two items shall be implemented by the board of directors with more than two thirds of the directors present and a resolution approved by more than half of the directors present, and report to the shareholders meeting.

Regarding net profit after the annual final accounts, in addition to paying profit-seeking enterprise income tax according to the laws and making up loss of previous years, 10% from the balance shall be allocated as legal reserve. However, when legal reserve has reached the Company's paid-in capital, it will not be allocated anymore and we shall allocate or reverse special reserve according to the laws. If there is still surplus, add cumulative undistributed earnings in previous years and make them distributable earnings.

The company's dividend distribution policy must be based on the company's current and future investment environment, capital needs, domestic and overseas competition conditions and capital budgets, etc., taking into account the interests of the shareholders, balancing dividends and the company's long term financial planning, etc., and the board of directors shall draft the distribution annually according to law proposal, submitted to the shareholders meeting for resolution.

The company is currently in a growth stage. There is a plan to expand the production line and the needs for funds. In order to improve company's capital structure and maintain a good capital adequacy ratio, a balanced dividend policy will be adopted. The surplus distribution is handled in accordance with the preceding paragraph, and the current year's shareholder dividends can be distributed in cash or stocks. The method is that if there is a distribution of surplus, the ratio of cash dividends shall not be less than 10%.

Chapter 7 Supplementary Provisions

Article 22 Delete

Article 23 Matters not covered in the articles of incorporation shall be handled in accordance with Company Act and other relevant decrees.

Article 24 The articles of incorporation were formulated on December 7, 1985.

It was amended for the 1st time on September 19, 1987.

It was amended for the 2nd time on March 20, 1988.

It was amended for the 3rd time on August 26, 1991.

It was amended for the 4th time on October 25, 1996.

It was amended for the 5th time on August 06, 1999.

It was amended for the 6th time on August 06, 2002.

It was amended for the 7th time on October 11, 2006.

It was amended for the 8th time on June 24, 2008.

It was amended for the 9th time on December 20, 2008.

It was amended for the 10th time on March 10, 2009.

It was amended for the 11th time on October 19, 2011.

It was amended for the 12th time on June 30, 2013

It was amended for the 13th time on January 02, 2014.

It was amended for the 14th time on June 04, 2016.

It was amended for the 15th time on June 25, 2019.

It was amended for the 16th time on May 18, 2020.

It was amended for the 17th time on November 7, 2020.

Axman Enterprise Co., Ltd.

Jiang Yung-Ping, Chairman