

Articles of Incorporation of CASwell, Inc.

Amended by the Shareholders' Meeting on June 16, 2022

Chapter 1 General

Article 1. The Company is organized according to the Company Law under the name of CASwell, Inc.

English name: CASWELL,INC.

Article 2. The business to be operated by the Company is as follows:

CC01080 Electronic Parts and Components Manufacturing

CC01110 Computers and Computing Peripheral Equipment Manufacturing

CC01120 Data Storage Media Manufacturing and Duplicating.

E605010 Computing Equipment Installation Construction

F113050 Wholesale of Computing and Business Machinery Equipment

F118010 Information Software Wholesale Industry

F119010 Electronic Materials Wholesale Industry

F401010 International trade

I501010 Product Design Services

I301010 Software Design Services

I301020 Data Processing Services

I301030 Digital Information Supply Services

IG02010 Research Development Service

ZZ99999 All business not prohibited or restricted by law, except for those subject to special approval

Article 3. The Company may provide endorsements and guarantees for the purpose of its business. Unless otherwise stipulated by laws, the total amount of foreign investments [shall not be limited to 40% of the paid-in capital] as specified in Article 13 of the Company Law.

Article 4. The Company is headquartered in New Taipei, and when necessary, it may establish branches home and abroad upon resolution of the Board of Directors.

Article 5. Public announcements of the Company shall be duly made in accordance with Article 28 of the Company Law, other relevant laws and regulations.

Chapter II Share

Article 6. The Company's total capital shall be set at NTD1 billion, divided into 100 million shares with each share having a par value of NTD10. The Board of Directors is authorized to issue the unissued shares in separate installments as required.

The capital amount of NTD12 million in the preceding paragraph shall be reserved for issuance of employee stock warrants with each share having a par value of NTD10 which may be issued in installments according to the resolution of the Board of Directors.

Article 6-1. The shares purchased by the Company may be transferred to employees of the Company's affiliates who meet certain conditions under terms and conditions determined by the Board of Directors.

The stock warrants of the Company may be issued to employees of the Company's affiliates who meet certain conditions under terms and conditions determined by the Board of Directors.

The Company may issue restricted stock awards to employees of its affiliates who meet certain conditions under terms and conditions determined by the Board of Directors.

When the Company issues new shares by increasing capital in cash, employees of the Company's affiliates who meet certain conditions shall be eligible for subscribing to such shares under terms and conditions determined by the Board of Directors.

Article 7. The Company may issue shares, which shall be registered or kept by a central securities depository.

Other negotiable securities, if any, shall also be issued according to the foregoing provision.

Article 8. Unless otherwise stipulated by laws or competent securities authorities, related affairs shall be handled in accordance with the Company Law and Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 9. No registration of share transfer shall be made within sixty days (60) prior to a general shareholders' meeting, or within thirty days (30) prior to an extraordinary shareholders' meeting, or within five (5) days prior to the day on which dividend, bonus or other benefits are scheduled to be paid by the Company.

Chapter III Shareholders' Meetings

Article 10. Shareholders' meetings are divided into general and extraordinary shareholders' meetings. The general shareholders' meetings are

convened once a year and lawfully held by the Board of Directors within six months after the end of each fiscal year. The extraordinary meetings shall be duly convened when necessary.

The shareholders' meeting of the Company may be held by video conference or other means announced by the central competent authority.

For relevant regulations such as the conditions, operating procedures and other matters for video conference, and if there are other regulations by the securities authority, such regulations shall prevail.

Article 10-1. The shareholder holding one percent of the total issued and outstanding shares may submit a proposal in writing to be discussed at the annual meeting, provided that only one matter may be included in such proposal. Any proposal that includes more than one matter shall be disregarded and excluded from the meeting agenda. The relevant process shall comply with the Company Law, all applicable laws and regulations.

Article 10-2. When the Company convenes a shareholders' meeting, the shareholders may exercise the voting rights in writing or electronically.

Article 11. Where a shareholder meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. If the chairman is on leave or unable to exercise his powers and duties for any reason, the Chairman shall appoint one director to preside at the meeting. If the Chairman appoints no agent, the directors shall elect one among themselves to chair the meeting; if the meeting is convened by anyone with the authority to convene other than the Board of Directors, the convener shall be the chairman; if there are more than two persons with the authority to convene, the chairman of the meeting shall be appointed from among them.

Article 12. When a shareholder is unable to attend a shareholders' meeting for any reason, the shareholder may appoint a proxy to attend the meeting on his/her behalf by providing a power of attorney in accordance with Article 177 of the Company Law. The proxy process is governed by Article 177 of the Company Law and the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" prescribed by the competent authority.

Article 13. Unless otherwise provided by laws or regulations, each shareholder of the Company shall have one vote for each share.

Article 14. Unless otherwise provided for in the Company Law, resolutions shall be

adopted by a majority of votes at a meeting attended by shareholders who represent a majority of the total issued shares.

Article 15. All resolutions passed at a shareholders' meeting shall be recorded in the written minutes, which shall be signed or affixed with seal by the chairman and served to all shareholders within twenty days after the meeting. The minutes shall record essential content and results of the discussions, kept in the Company together with the attendance book and the proxies. The term for keeping the minutes, attendance book and proxies shall be determined according to the Company Law.

The preceding minutes may be distributed electronically or by making public announcements.

Article 15-1. If the Company intends to revoke a public issuance plan, it shall present it to be resolved at a shareholders' meeting before making a request to the competent authority. This clause may not be changed during the emerging period and after the Company goes public.

Chapter IV Directors

Article 16. The Company has 7 to 9 directors, whose term of office shall be 3 years.

The directors of the Company shall be elected and appointed using the candidate nomination system stated in Clause 1, Article 192 of the Company Law and from the candidates of directors nominated at the shareholders' meeting, They may be eligible for reelection.

Among the designated number of directors as mentioned above, there shall be at least three independent directors.

The restrictions on professional qualifications, shareholding and concurrent positions held, manners of nomination and election of independent directors, and other related matters shall comply with the Company Law, Securities Exchange Act, other related laws and regulations. The directors shall comply with the rules of the competent securities authorities concerning their total shareholding ratio.

The Company's directors shall be elected by cumulative voting. Each share is entitled to the number of votes equivalent to the number of directors to be elected. A director shall be elected in a centralized manner, or several persons may be elected together, among whom the one with the most votes shall be appointed as director.

The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected shall be calculated separately.

When it is necessary to amend the Company's method for electing directors, in addition to the provisions of Article 172 of the Company Law, a comparison table for the amendment of the method shall be listed in the reasons for convening the shareholders' meeting.

The Board of Directors shall establish various functional committees, each of which shall formulate rules and regulations for exercising their powers. Such rules and regulations shall be implemented after they are approved by the Board of Directors.

Article 16-1. If a director's tenure has expired and it is too late for re-election, it shall be extended until the re-elected director takes office.

Article 17. The directors shall organize a Board meeting, where over two-thirds of the directors shall attend, elect one from among them to be the chairman with the consent of a majority of them, and a vice chairman in the same manner. The chairman shall act on behalf of the Company externally.

Article 17-1. In case that the vacancies in the office of directors reach one-third of the Board or if all independent directors have been removed, the Board of Directors shall convene an extraordinary shareholders' meeting within sixty days to elect new directors to fill the vacancies.

A director elected to fill such vacancy shall hold office for the remained term of the director whose office was vacant. When the number of directors falls below 5 or the number of independent directors falls below that prescribed in the Company's Articles of Incorporation due to removal for any reason, a by-election to fill the vacancy shall be held at the next shareholders' meeting, and the elected directors shall hold office for the remained term of the vacant office.

Article 17-2. Except as otherwise provided by the Company Law, resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least a majority of the directors holding office. Upon the chairman's leave, absence or unavailability for performance of duties, the proxy shall act at the meeting in accordance with Article 208 of the Company Law.

Where a director is unable to attend a Board of Directors meeting for any reason, the director may issue a power attorney, stating therein the scope of authority with reference to the matters for convening the meeting, and appoint another director to serve as his or her proxy. However, a proxy may only accept the appointment of one director only. The proxy shall act according

to Article 205 of the Company Law.

To convene a Board of Directors meeting, a seven-day notice shall be served to all directors, expressly indicating the subject (s) of the meeting. In case of an emergency, a Board of Directors meeting may be convened any time.

Such notices mentioned in the preceding paragraph may be served in writing or by means of facsimile or email.

If participation by means of video conferencing is made available at a meeting, directors who participate in the meeting by such means shall be deemed to have attended such meeting in person.

Article 18. The Company shall set up an Audit Committee in accordance with the provisions of Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors. The members of the Audit Committee or the Audit Committee shall be responsible for performing the duties under the Company Law, the securities exchange law, and other laws and regulations as supervisors.

Article 19. The directors shall be paid by the Company for holding their offices in the Company. Their remuneration shall be determined by the Board of Directors based on the degree of their participation in and contributions to the business operations of the Company, as well as industry standards home and abroad.

Article 19-1. The Company may purchase and maintain liability insurances for directors and managers with respect to their liabilities lawfully arising from exercising their duties. The amount and other details of the insurances shall be determined by the Board of Directors.

Article 20. The resolutions adopted at a shareholders' meeting shall be made into minutes, which shall be signed by or affixed with seal by the chairman of the meetings and distributed to all shareholders within 20 days after the meeting. Such minutes shall be produced and distributed electronically.

The minutes shall record essential content and results of the subject (s) discussed at the meeting, kept in the Company together with the attendance book of the directors present and power attorneys of those attending the meeting by proxy, which shall be kept for a period as stipulated in Article 207 of the Company Law.

Chapter V Managers

Article 21. The Company may appoint managers, whose appointment, removal and

remuneration shall be governed by Article 29 of the Company Law.

Chapter VI Accounting

Article 22. At the end of each fiscal year, the Board of Directors shall prepare following statements, which shall be submitted to the Audit Committee for auditing no later than 30 days prior to the date of the annual general shareholders' meeting, and then presented for approval at the meeting.

(I) Business Report

(II) Financial statements

(III) Statements on earnings distribution or loss appropriation

Article 23. If the Company makes profits (i.e., net profits before tax after deduction of the portion set aside for employee remuneration) within a fiscal year, 2~15% of the profits shall be reserved as the employee remuneration, and no more than 2% shall be reserved as director remuneration. When there are accumulated losses, the Company shall offset the appropriate amounts before remuneration.

The employee remuneration mentioned above may be paid in the form of shares or in cash. It shall also be paid to employees of the Company's affiliates who meet certain conditions. The terms of payment shall be decided by the Board of Directors. The above remuneration to the directors shall be in cash.

The preceding remunerations to employees and directors shall be determined by the resolution of Board of Directors and reported to the shareholders' meeting. The terms of payment shall be decided by the Board of Directors.

Article 23-1. In case there are profits after tax in the final settlement of the current year, the Company should first offset the accumulated loss and retain 10% as legal surplus reserve in accordance with the law; however, when the legal surplus reserve exceeds the paid-in capital of the Company, it is not subject to this limitation. Certain amount should be further allocated as special reserve or the special reserve should be reversed in accordance with applicable laws and regulations or as requested by the competent authority. The balance (if any) together with accumulated unappropriated retained earnings can be distributed after the distribution plan is proposed by the BOD and approved by the shareholders' meeting.

If the Company distributes dividends and bonuses in cash, or all or

part of the statutory surplus reserve and capital reserve stated in the first paragraph of Article 241 of the Company Law are paid in cash, the board of directors shall be authorized to do so in the presence of more than two-thirds of the directors and with the consent of more than half of the directors present, and report to the shareholders' meeting in accordance with Article 240, paragraph 5, of the Company Law.

The dividend distribution to the shareholders of the Company can be distributed in cash or shares, in which the amount shall not less than 10% of the retained earnings the after tax of the current year, and the proportion of shareholders' cash dividends shall not be less than 10% of the total dividends of the shareholders. The Company is in a growing industry. The type and proportion of this retained earnings distribution is based on the Company's future capital demand and long-term operating plan. The BOD may draw up a distribution proposal according to the current operating conditions and taking into account shareholders' equity, balanced dividend policy and capital demand plan, and submit it to the shareholders' meeting for resolution and adjustment.

If there is no loss and the Company has no earnings to be distributed or has financial, business or operational considerations, part or all of the reserve may be distributed according to the law or the competent authority's requirements.

Chapter VII Supplementary Provisions

Article 24. Any matters unmentioned under the Articles of Incorporation shall be subject to the Company Law, related rules and regulations.

Article 25. The Articles of Incorporation were formulated on April 11, 2007.

The first amendment was made on January 2, 2008.

The second amendment was made on January 28, 2008.

The third amendment was made on April 1, 2008.

The fourth amendment was made on April 15, 2009.

The fifth amendment was made on June 10, 2010.

The sixth amendment was made on May 24, 2011.

The seventh amendment was made on April 9, 2013.

The eighth amendment was made on June 11, 2014.

The ninth amendment was made on April 20, 2016.

The tenth amendment was made on April 20, 2017.

The eleventh amendment was made on June 5, 2019.

The twelfth amendment was made on June 16, 2022.

The Articles of Incorporation shall enter into force from their approval by the resolution of the shareholders' meeting, so shall the amendments.