

Pili International Multimedia Co., Ltd. Articles of Incorporation

Chapter 1. General Provisions

Article 1: The Company shall be organized as a limited company in accordance with the Company and trade under the name “Pili International Multimedia Co., Ltd.”

(Chinese name: 霹靂國際多媒體股份有限公司)

Article 2: The Company shall engage in the following business activities:

- I. Distribution of television broadcast programs, advertising, and promotions.
- II. The production of television and radio programs.
- III. The operation of children’s amusement parks.
- IV. The distribution, licensing, selling, purchasing, importing and exporting of television and radio production equipment.
- V. The production, publication, rental, purchasing and selling of recorded programs.
- VI. Agent for organizing performances by domestic and overseas performances by actors and models.
- VII. J701020 Amusement parks.
- VIII. F113020 Wholesale of household appliances.
- IX. F213010 Retail sale of household appliances.
- X. J602010 Agents and Managers for Performing Arts, Entertainers, and Models.
- XI. F601010 Intellectual property.
- XII. I401010 General advertising services.
- XIII. J304010 Book publishers.
- XIV. J305010 Audio tape and record publishers.
- XV. F204020 Retail sale of clothing.
- XVI. F104020 Wholesale of clothing.
- XVII. F204040 Retail sale of luggage and bag.
- XVIII. F104040 Wholesale of luggage and bag.
- XIX. F204050 Retail sale of clothing accessories.
- XX. F104050 Wholesale of clothing accessories.
- XXI. F209010 Retail sale of books and stationery.
- XXII. F109010 Wholesale of books.
- XXIII. F109020 Wholesale of stationery.
- XXIV. F209030 Retail sale of toys and entertainment articles.
- XXV. F109040 Wholesale of toys and entertainment articles.
- XXVI. I301030 Digital information supply services.
- XXVII. F218010 Retail sale of information software.
- XXVIII. F118010 Wholesale of information software.
- XXIX. I301020 Data processing services.
- XXX. I601010 Rental industry.
- XXXI. CC01050 Data storage and processing equipment manufacturing.
- XXXII. CC01080 Electronic parts and components manufacturing.
- XXXIII. J503021 Television production.

- XXXIV. J503011 Radio production.
- XXXV. J503050 Video Program Distribution ◦
- XXXVI. J506021 Satellite Broadcasting Television Program Supplier.
- XXXVII. J503041 Radio and television advertising
- XXXVIII. J402011 Motion picture distribution.
- XXXIX. J401011 Motion picture production.
- XL. J404021 Supply of motion picture production equipment and venue.
- XLI. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The head office of the Company shall be located in Taipei City. Domestic and overseas subsidiaries may be established by Board resolution if necessary.

Article 4: Public announcements by the Company shall published in accordance with Article 28 of the Compact Act.

Article 4-1: The Company may provide external guarantees or invest in other businesses for business reasons. The total amount of investments shall be bound by Article 13 of the Compact Act.

Chapter 2. Shares

Article 5: The authorized capital of the Company is set at NT\$800,000,000 divided into 80,000,000 shares. Each share is NT\$10 and all are ordinary shares. The Board of Directors is authorized to release any un-issued shares in further tranches. A total of 4,000,000 shares equal to NT\$40,000,000 shall be reserved for the exercising of employee stock options, special shares with attached warrants, or company bonds with attached warrants.

Article 6: Shares issued by the Company do not have to be physically printed but should be registered with the central depository for securities.

Article 7: The Company buys back treasury stocks in accordance with The Company Act. Treasury stocks may also be transferred to employees of controlled entities or subsidiaries subsidiaries who meet certain criteria.

The Company may issue warrants to its employees, including employees of controlled entities or subsidiaries subsidiaries who satisfy certain criteria.

The Company's new shares may be subscribed by employees, including employees

of controlled entities or subsidiaries subsidiaries who satisfy certain criteria.

The Company may issue restricted shares to its employees, including employees of controlled entities or subsidiaries subsidiaries who satisfy certain criteria.

Article 8: Company shareholder services shall adhere to the relevant provisions of the “Regulations Governing the Administration of Shareholder Services of Public Companies.”

Article 9: Deleted.

Article 10: Deleted.

Article 11: The suspension of updates to the shareholders’ roster leading up to general and extraordinary shareholders meetings shall be handled in accordance with Article 165 of the Company Act. All updates will also be suspended in the five (5) days leading up to the baseline date for the Company’s distribution of dividends, bonuses or other benefits.

Chapter 3. Shareholders Meeting

Article 12: Shareholders meetings are divided into either general meetings or extraordinary meetings. General shareholders meetings must be convened at least once a year and shall be convened by the Board of Directors no more than 6 months after each financial year as required by law. Extraordinary meetings shall be convened when necessary in accordance with the law.

Article 12-1: When a shareholders meeting is convened by the Company, votes may be made in writing or electronically; when voting is to be made in writing or electronically the method of voting shall be stated in the notice of shareholders meeting.

Article 12-2: The Company’s shareholders’ meeting may be convened in the means of video conference or other means announced by the central competent authorities.

Article 13: If a shareholder is unable to attend the shareholders meeting then they may indicate the scope of authorization on the proxy statement printed by the

Company and designate a proxy for attendance in accordance with the Company Act and the relevant laws and regulations. This shall in turn be handled in accordance with “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.”

Article 14: Shareholders meetings are to be convened by the Board of Directors and chaired by the Chairman. If the Chairman is not in attendance, the Deputy Chairman or a director may be designated as the chairperson in accordance with Article 208 of the Company Act. If it is convened by an authorized person other than the Board of Directors, the convener shall be the chairperson. If there is more than two conveners then they shall nominate one from among their number as the chairperson.

Article 15: Shareholders of the Company receive one vote for every share they hold, except where conditions apply or where no voting rights are conferred according to Company regulations.

Article 16: Unless otherwise specified by law, resolutions of the shareholder’s meeting require the attendance of shareholders representing more than half of all shares issued, and is passed if more than half of attending shareholders give their consent.

Article 17: Minutes shall be produced of resolutions passed by the shareholders meeting then signed or stamped by the chairperson. The minutes shall then sent out to all shareholders within 20 days. The meeting minutes may be prepared and distributed an electronic format. Public announcements may be used instead once shares are publicly issued by the Company.

Chapter 4. Directors

Article 18: The Company has 7 to 9 directors on the board who are elected by shareholders from a list of candidates using the nomination system. Term of service is 3 years, which may be renewed if re-elected.

Amongst the directors chosen above, there shall be no fewer than three independent directors and they must not represent less than one-fifth of the board. Directors are elected using the nomination system, subject to compliance with The Company Act, Securities and Exchange Act and relevant laws.

Article 18-1: The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be made up of all independent directors with one being the convener. At least one member of the Audit Committee must also possess accounting or finance qualifications. The members of the Audit Committee are responsible for carrying out the duties of supervisors as mandated in the Company Act, Securities and Exchange Act, and other laws and regulations. The Audit Committee shall take effect from November 28, 2013.

Article 18-2: The remuneration provided by the Company to directors is based on their participation in the Company's operations and their contributions. This may be decided by the Board of Directors with regards to the industry standards. Directors are legally liable for the scope of their duties during their term. Liability insurance may be purchased by the Company on their behalf.

Article 19: If more than one-third of all directors have been discharged then an extraordinary shareholders meeting shall be convened by the Board of Directors within 60 days to conduct a by-election. If the discharge of an independent director of the Company for any reason (including resignation, dismissal, or expiry of their term) results in the threshold specified in the articles of incorporation not being met, a by-election shall be held at the next shareholders meeting. In the event that all independent directors have been discharged, the Company shall convene an extraordinary shareholders meeting to hold a by-election within 60 days of the event.

Article 20: Deleted.

Article 21: The Board of Directors is made up of the directors. One Chairman and one

Deputy Chairman shall be elected from among the directors by a majority vote if two-thirds of all directors are in attendance. Internally, the Chairman serves as the chairperson of shareholders meetings and Board meetings. Externally, he/she serves as the representative of the Company and carries out his/her duties in accordance with the law.

Article 22: The Company's business direction and other material matters shall be decided by Board resolutions. Apart from the first meeting of each new Board which is convened in accordance with Article 203 of the Company Act, all other meetings shall be convened and chaired by the Chairman. If the Chairman is on leave or is unable to perform his/her duties for any reason, then the Deputy Chairman or another director shall serve in his/her place in accordance with Article 208 of the Company Act.

Article 23: Board resolutions may only be implemented when they are passed by a majority vote and more than half of all directors are in attendance unless otherwise specified in the Company Act. If a director is unable to attend for any reason, then a proxy statement listing the scope of authorization for matters on the agenda may be issued in accordance with the law to designate another director as the proxy. The proxy may only represent up to one person. If a Board meeting is conducted via video-conferencing then directors who participate in the meeting by video are considered to have attended in person.

Unless otherwise specified in the Company Act, Board meetings shall be convened by the Chairman. All directors shall be notified seven (7) days in advance along with the reason for the meeting. Extraordinary meetings may however be convened at any time in an emergency.

Directors may be notified in writing, e-mail or by fax when a meeting of the Board of Directors is convened by the Company.

Article 24: Minutes shall be produced of resolutions passed by Board then signed or stamped by the chairperson. The minutes shall then sent out to all directors within 20 days.

Article 25: Deleted.

Chapter 5. Managerial Officers and Employees

Article 26: Managerial officers may be appointed by the Company. Their appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Article 27: The Company may engage consultants and key personnel by a resolution of the Board in accordance with Article 23 of the Articles of Incorporation.

Article 28: Deleted.

Chapter 6. Accounts

Article 29: At the end of each financial year, the Board of Directors of the Company shall prepare 1. A business report; 2. A financial statement; and 3. Proposal for distribution of surpluses or off-set of losses then submit all the relevant books and statements to the general shareholders meetings for approval in accordance with the law.

Article 30: Earnings concluded in a year are first subject to taxation and reimbursement of previous losses, followed by a 10% provision for legal reserves. However, no further provision of legal reserve is required if the Company has accumulated legal reserves to an amount equal to the share capital. After making provision or reversal for special reserves in accordance with law, the remainder is added to current opening undistributed earnings and are made available to shareholders, for which the board of directors will propose an earnings appropriation plan. Issuance of new shares is subject to resolution in a shareholder meeting.

The Company may distribute all or part of its dividends, bonuses, capital reserves or legal reserves in cash, provided that such decision is resolved in a board meeting with at least two-thirds of directors present, supported by more than half of attending directors and reported during a shareholder meeting afterwards.

These decisions do not require shareholder meeting resolution mentioned in the

above Paragraph.

As an incentive for employees and the management team, once the Company has offset losses using earnings before tax before the issue of employees and directors' compensation, at least 2% of any remaining balance shall be set aside for employee compensation, and no more than 2% be set aside for directors' compensation.

When employee compensation is issued in the form of shares or cash, this requires a majority vote by the Board of Directors with at least two-thirds of all directors in attendance. The matter must also be reported to the shareholders meeting.

Where employee remuneration is paid in shares, the Company may also distribute shares to employees of controlled entities or subsidiaries that satisfy certain criteria.

Article 30-1: The dividend policy of the Company takes the current situation and growth into account, and seeks to achieve sustainable development through sound financial planning. The policy shall therefore be formulated in accordance with the Company's business plans, future budgeted capital expenditures and fund requirements. Cash dividends must account for no less than 10% of all shareholder dividends. If shareholder dividend is less than NT\$1 per share then this requirement does not apply.

Chapter 7. Supplementary Provisions

Article 31: The organizational rules and enforcement rules of the Company shall be defined separately by the Board of Directors.

Article 32: Any matters not covered in these Articles of Incorporation shall be handled in accordance with the Company or other laws and regulations.

Article 33: These Articles of Incorporation were adopted on June 28, 1996.

1st amendment passed on November 4, 1996.

2nd amendment passed on September 12, 1997.

3rd amendment passed on November 19, 1997.
4th amendment passed on December 31, 1998.
5th amendment passed on June 10, 1999.
6th amendment passed on May 25, 2000.
7th amendment passed on July 20, 2000.
8th amendment passed on October 15, 2000.
9th amendment passed on December 1, 2000.
10th amendment passed on February 5, 2002.
11th amendment passed on May 24, 2002.
12th amendment passed on February 4, 2005.
13th amendment passed on June 6, 2005.
14th amendment passed on October 26, 2011.
15th amendment passed on November 16, 2012.
16th amendment passed on November 28, 2013.
17th amendment passed on June 24, 2016.
18th amendment passed on June 15, 2017.
19th amendment passed on May 27, 2019.
20th amendment passed on May 27, 2022.

Pili International Multimedia Co., Ltd.

Chairman: Huang, Wen-Chang