

PhytoHealth Corporation

Articles of Incorporation

Chapter I. General Provisions

Article 1 The company is organized in accordance with the provisions of the company law and named as 懷特生技新藥股份有限公司. The English name is PHYTOHEALTH CORPORATION .

Article 2 The business of the company is as follows:

1. C802041 Western medicine manufacturing industry
2. C199990 Unclassified Other Food Manufacturing Industry
3. F108021 Western medicine wholesale industry
4. F108031 Wholesale of medical equipment
5. F108040 Cosmetics wholesale business
6. F102170 Wholesale of food and miscellaneous goods
7. F208021 Western medicine retailing
8. F208031 Retailing of medical equipment
9. F208040 Cosmetics retailing
10. F208050 Class B patent drug retailing
11. F203010 Food and beverage retailing
12. F401010 International trade
13. F601010 Intellectual property rights industry
14. IC01010 Drug inspection industry
15. I199990 Other consulting services
16. F107200 Wholesale of chemical raw materials
17. C F01011 Medical equipment manufacturing industry
18. C802051 Traditional Chinese Medicine Manufacturing
19. F208011 Traditional Chinese Medicine Retail Industry
20. F108011 Traditional Chinese Medicine Wholesale Industry
21. C110010 Beverage Manufacturing Industry
22. C802070 Pesticide Manufacturing
23. C802080 Environmental pharmaceutical manufacturing industry
24. F107080 Wholesale of Environmental Drugs
25. F207080 Retailing of Environmental Drugs
26. C802100 Cosmetics manufacturing industry
27. C802110 Cosmetic pigment manufacturing industry
28. CE01010 General Instrument Manufacturing
29. F113030 Wholesale of Precision Instruments
30. F213040 Precision Instrument Retailing
31. IG01010 Biotechnology Service Industry
32. I301010 Information Software Service Industry
33. I301020 Data processing service industry
34. I301030 Electronic information supply service industry
35. IZ99990 Other industrial and commercial services
36. In addition to the licensed business, ZZ99999 may operate business that is not prohibited or restricted by law .

Article 3 The company has its head office in Taipei City, and may set up branches at home and abroad with the resolution of the board of directors and the approval of the competent authority when necessary.

Article 4 The announcement method of the company shall be handled in accordance with Article 28 of the Company Law.

Chapter II Shares

Article 5 The company's total rated capital is NT\$3.1 billion, which is divided into 100 million shares, of which 10 million shares are reserved for the issuance of employee stock option certificates. Each share has a face value of NT\$10. The board of directors is authorized to distribute issue.

Article 5-1 The company may transfer the shares to employees at a price lower than the average price of the actually repurchased shares, or at a shareholders' meeting attended by shareholders representing more than half of the total number of issued shares, and with the consent of more than two-thirds of the voting rights of shareholders present. Issue employee stock option certificates at a stock option price lower than the closing price on the issue date.

Article 6 The company may guarantee externally; and may transfer investment to become a limited liability shareholder of another company, and the total investment amount may exceed 40% of the company's paid-in capital.

Article 7 Registered shares issued by the company may be exempted from printing stock certificates, but it should be registered with the centralized securities depository institution. However, if the stock certificates are printed, it must be signed or stamped by three or more directors, stamped with the company logo and signed according to law. Issue it. When the employees of the company subscribe for new shares in accordance with Article 267 of the Company Law, they cannot transfer them within two years without the consent of the company, otherwise the transfer will be invalid.

Article 8 The company's shareholders' stock affairs are handled in accordance with the "Stock Affairs Handling Guidelines for Public Offering Companies" promulgated by the competent authority and the Company Law and other relevant laws and regulations.

Article 9 Within 60 days before the regular meeting of shareholders, within 30 days before the extraordinary meeting of shareholders, or within 5 days before the company decides to distribute dividends, bonuses or other benefits, the stock transfer shall be suspended.

Chapter III Shareholders' Meeting

Article 10 The shareholders' meetings of our company are divided into the following two types:

1. The regular meeting of shareholders shall be held once a year , within six months after the end of each fiscal year , and shall be convened by the board of directors according to law .
2. Extraordinary meeting of shareholders shall be convened according to law when deemed necessary by the board of directors .

When the company's shareholders' meeting is held, it may be held by video conference or other means announced by the central competent authority.

Article 11 When the shareholders' meeting is held, the chairman shall be the chairman. When the chairman is on leave or is unable to exercise his powers for any reason, the vice chairman shall act as his representative. When both the chairman and the vice-chairman are on leave or are unable to perform their duties for some reason, the chairman shall designate a director to act as their representative.

Article 12 All shareholders shall be notified 30 days in advance of the convening of an ordinary

shareholders meeting, and 15 days in advance of the convening of an extraordinary shareholders meeting.

Article 13 When a shareholder is unable to attend the shareholders' meeting for any reason, he shall issue a power of attorney printed and issued by the company, specifying the scope of authorization, and authorize a proxy to attend the shareholders' meeting. In addition to the provisions of Article 177 of the Company Law, the procedures for shareholders to attend by proxy shall be governed by the "Rules on the Use of Power of Attorneys for Public Offering Companies to Attend Shareholders' Meetings" promulgated by the competent authority.

Article 14 Shareholders of the Company shall have one voting right per share, but shall not have voting rights in the event of any of the circumstances specified in Article 179 and Paragraph 2 of Article 197-1 of the Company Law.

Article 15 Resolutions of the shareholders' meeting, unless otherwise provided by relevant laws and regulations, shall be attended by shareholders representing more than half of the total number of issued shares in person or by proxy, and shall be carried out with the consent of more than half of the voting rights of the present shareholders.

Article 16 Minutes of the resolutions of the shareholders' meeting shall be prepared, signed or sealed by the chairman of the shareholders' meeting, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The distribution of the minutes of the proceedings referred to in the preceding paragraph may be done in the form of an announcement.

Chapter IV Directors , Board of Directors and Managers

Article 17 The company has nine to thirteen directors, of which there shall be no less than two independent directors and no less than one-fifth of the number of directors. The number of candidates shall be determined by a resolution of the board of directors. One stipulates that a candidate nomination system shall be adopted, and the shareholder meeting shall select candidates from a list of candidates for a term of three years, and shall be eligible for re-election.

The nomination and election methods of directors and other matters to be complied with shall be handled in accordance with the Company Law and the relevant regulations of the competent securities authority.

The shareholding ratio of all directors shall be handled in accordance with the "Implementation Rules for the Shareholding Ratio and Inspection of Directors and Supervisors of Public Offering Companies" promulgated by the competent authority.

Article 18 The company shall set up an audit committee in accordance with the provisions of Article 14-4 of the Securities and Exchange Law. The audit committee shall be composed of all independent directors. The audit committee or members of the audit committee shall be responsible for implementing the provisions of the Company Law, the Securities and Exchange Law, and other laws and regulations. Duties of supervisors.

Article 18-1 _

The company shall set up a compensation committee in accordance with Article 14-6 of the Securities and Exchange Act. The compensation committee or members of the compensation committee shall exercise their powers in accordance with the regulations on the establishment and exercise of powers of the compensation committee of companies listed on the stock market or traded in securities firms.

- Article 19 When the vacancy of directors reaches one-third or all independent directors are dismissed, the board of directors shall hold an extraordinary meeting of shareholders within 60 days for by-election.
- Article 20 The board of directors is organized by directors, and its powers are as follows:
1. Create a business plan.
 2. Proposals for profit distribution or loss compensation.
 3. Proposals for capital increase or decrease.
 4. Formulate important rules and company organizational regulations.
 5. Appointment and dismissal of the company's managers.
 6. Establishment and dissolution of branches.
 7. Prepare budget and final accounts.
 8. Other functions and powers conferred by the company law or the resolution of the shareholders meeting.
- Article 21 The board of directors shall be attended by more than two-thirds of the directors, and more than half of the directors present shall elect one chairman and one vice chairman among themselves. The chairman represents the company externally, and may designate a director to work at the meeting under the order of the chairman due to business needs.
- Article 22 The board of directors shall be convened by the chairman of the board of directors unless otherwise provided by the Company Law. Resolutions of the board of directors, unless otherwise stipulated by the Company Act, shall be attended by more than half of the directors, and shall be made with the consent of more than half of the directors present.
- Article 23 The convening of the board of directors shall specify the reasons and notify all directors seven days in advance, but in case of emergency, the convening may be called at any time. The convening in the preceding paragraph may be notified in writing, fax or electronic means.
- Article 24 The chairman is the chairman of the board of directors. When the chairman is on leave or unable to exercise his powers for some reason, the vice chairman shall act as his deputy. When both the chairman and the vice-chairman are on leave or are unable to perform their duties for some reason, the chairman shall designate a director to act as an agent. The chairman may also designate a director to work at the meeting under the order of the chairman due to business needs. The chairman does not designate an agent. If so, the directors shall recommend one person to represent them. Directors shall attend the board meeting in person. If a director is unable to attend for some reason, he may entrust another director to represent him. The agent mentioned in the preceding paragraph shall only be entrusted by one person. The board of directors may hold a video conference, and directors who participate in the meeting through video conference shall be deemed to have attended the meeting in person.
- Article 25 The remuneration of all directors shall be determined by the authorized board meeting. Regardless of operating profit or loss, it can be paid according to the normal level of the industry. The company may purchase liability insurance for directors within the scope of their duties for the company during their term of office.
- Article 26 The company may have a manager whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Law. The company may purchase liability insurance for managers within the scope of their duties for the company.

Chapter V Accounting

- Article 27 The fiscal year of the Company shall run from January 1st to December 31st. The final accounts shall be handled at the end of each year.
- Article 28 At the end of each fiscal year, the company's board of directors shall prepare (1) business reports, (2) financial statements, and (3) proposals for profit distribution or loss compensation, etc., and submit them to the shareholders' general meeting for approval according to law .
- Article 29 The distribution of dividends and bonuses shall be based on the proportion of shares held by each shareholder. When the company has no profit, it shall not distribute dividends and bonuses.
- No. thirty Article 1. If the company makes profits in the year (the so-called profits refer to the profits before taxes and deducting the distribution of employee remuneration and directors' remuneration), after pre-reserving the accumulated losses, if there is any balance, 3% should be appropriated. Up to 6% for employee remuneration and no more than 4% for directors' remuneration, the board of directors shall make a resolution with the attendance of more than two-thirds of the directors and the approval of more than half of the directors present, and report to the shareholders' meeting.
Employee remuneration in the preceding paragraph may be distributed in stock or in cash, and the object may include employees of affiliated companies who meet certain conditions.
- Article 31 If there is a surplus in the company's annual final accounts, after paying all taxes and making up losses over the years, if there is any remaining balance, 10% of the statutory surplus reserve shall be withdrawn according to law and the amount of the special surplus reserve shall be adjusted. The balance, together with the accumulated undistributed earnings of the previous year, shall be appropriated at least 50% by the board of directors to prepare a surplus distribution proposal and submit it to the shareholders' meeting for resolution on distribution.
The company's dividend policy is determined by the board of directors based on operating plans, investment plans, capital budgets, and changes in the internal and external environment, and is distributed by resolutions of the shareholders' meeting. The company's profit distribution adopts a dividend balance policy in principle, with cash dividends and stock dividends each 50% as the principle, and consideration of the company's cash flow, surplus status, and the company's future needs to expand the scale of operations may be adjusted accordingly.
- Article 32 The distribution of dividends to shareholders shall be limited to the shareholders recorded in the register of shareholders five days before the base date for deciding to distribute dividends and bonuses.

Chapter VI Supplementary Provisions

- Article 33 The company's organizational regulations and working rules shall be stipulated separately.
- Article 34 If there are any matters not covered in this Articles of Association, they shall be handled in accordance with the provisions of the Company Law.
- Article 35 The Articles of Association were drafted by the promoters' meeting on October 23, 1998 with the consent of all the promoters, and came into effect on the date of submission to the competent authority for approval and registration.

The first revision was on March 5, 1999.
The second revision was on April 22, 1999.
The third revision was on November 26, 1999.
The fourth revision was on March 1, 2000.
The fifth revision was on September 22, 2000.
The sixth revision was on June 14, 2001.
The seventh revision was on May 20, 2002.
The eighth revision was on June 15, 2004.
The ninth revision was on November 26, 2004.
The tenth revision was on November 26, 2004.
The eleventh revision was made on May 25 , 2005.
The twelfth revision was made on June 9, 2006.
The thirteenth revision was made on June 15, 2007.
The fourteenth revision was made on December 28, 2007.
The fifteenth revision was on June 19, 2008.
The sixteenth revision was on June 16, 2009.
The seventeenth revision was made on June 15, 2010.
The eighteenth revision was on June 10, 2011.
The nineteenth revision was on June 6, 2012.
The twentieth revision was made on June 12, 2014.
The twenty-first revision was made on May 27,2016.
The twenty-second revision was on June 13, 2017.
The twenty-third revision was made on May 28, 2019.
The twenty- fourth revision was made on May 24, 2023.

PhytoHealth Corporation

Chairman: Lee Yi-Li