

LOTUS PHARMACEUTICAL CO., LTD
RULES AND PROCEDURES OF SHAREHOLDERS' MEETING
[English translation for reference only]

First released on 2016/04/23
First amended on 2020/06/30
Second amended on 2024/06/13

1. Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with these Rules and Procedures of Shareholders' Meeting (hereinafter "Rules and Procedures") unless otherwise provided by relevant laws and regulations.

2. The Company shall specify in its Meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.
The time during which shareholder attendance registrations will be accepted, as stated in the preceding Paragraph, shall be at least 30 minutes prior to the time the Meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations.
Shareholders shall attend the Meeting based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
The Company shall prepare an attendance book for the attending shareholders to sign, or attending shareholders may submit a sign-in card in lieu of signing in.
The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

3. A Meeting shall be held at the head office of the Company or at any other place that is convenient for the shareholders to attend and suitable for a shareholders meeting. The time to start a Meeting shall not be earlier than 9 a.m. or later than 3 p.m., and full consideration shall be given to the opinions of the independent directors with respect to the place and time of the Meeting.

4. If a Meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall preside at the Meeting. In case the Chairman is on leave or for any reason unable to exercise his/her powers, the Vice Chairman shall act as chair. If there is no Vice Chairman or the Vice Chairman is also on leave or for any reason unable to exercise his/her powers, the Chairman shall designate one of the managing directors to act as chair. If there are no managing directors, the Chairman shall designate one of the directors to act as chair. If the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to act as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall apply to a representative of a juristic person director who serves as chair.

If a Meeting is convened by any person with power to convene but other than the Board of Directors, the convening party shall chair the Meeting. If there are two or more such convening persons, they shall mutually select from among themselves to act as chair.

5. The Company may appoint its designated legal counsels, certified public accountants (CPAs), or other related persons to attend a Meeting in a non-voting capacity. Staff handling administrative affairs of a Meeting shall wear identification cards or badges.
6. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the Meeting, and the voting and vote counting procedures. The recorded materials shall be retained for at least one year. If a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the recording shall be preserved until the conclusion of the litigation.
7. Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The Chairman shall call the Meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

If the attending shareholders do not represent a majority of the total number of issued shares, the Chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the Chairman shall declare the Meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Article 175, paragraph 1 of the Company Act. The Company shall notify all shareholders of the tentative resolution and call another Meeting within one (1) month. If, prior to conclusion of the Meeting, the attending shareholders represent a majority of the total number of issued shares, the Chairman may resubmit the tentative resolution for a vote by the Meeting in accordance with Article 174 of the Company Act.

8. The agenda of a Meeting shall be set by the Board of Directors if a Meeting is convened by the Board of Directors. Votes shall be cast on each individual proposal in the agenda (including special motions and amendments to the original proposals set out in the agenda), and the Meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to Meetings convened by a person with the power to convene but not the Board of Directors. The Chairman may not declare the Meeting adjourned before the completion of deliberation on the meeting addenda of the preceding two paragraphs (including special motions), except by a resolution of the shareholders meeting. If the Chairman declares the Meeting adjourned in violation of the Rules and Procedures, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chairman in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the Meeting.

9. Unless otherwise specified by laws or regulations, the Meeting shall be convened by the Board of Directors.

Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The Company shall prepare electronic versions of the meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) thirty (30) days before the date of a regular Shareholders Meeting or fifteen (15) days before the date of a special Shareholders Meeting. The Company shall prepare electronic versions of the meeting agenda and supplemental meeting materials and upload them to the MOPS thirty (30) days before the date of a regular Shareholders Meeting or fifteen (15) days before the date of the special Shareholders Meeting. In addition, the Company shall also have prepared the meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time fifteen (15) days before the date of the shareholders meeting. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall distribute meeting agenda and supplemental meeting materials, prescribed in the preceding paragraph, on the date of and on-site at the Meeting to make them available to shareholders for review.

When the relevant parties grant their consent, notification may be performed using electronic means.

Election or dismissal of directors, amendments to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange

Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be enumerated in the meeting notice of the reasons for convening the Meeting and the main content thereof explained, and shall not be proposed as special motions in the Meeting.

If the re-election of all Directors as well as the date of assumption of office are specified in the notice of the reasons for convening the Meeting, after the completion of the re-election in said Meeting, such date of assumption of office may not be changed by special motions or any other means during the same Meeting.

Shareholders holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion for the regular Shareholders Meeting, provided that the number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the Meeting agenda. If a proposal put forth by shareholders falls under any of the circumstances specified in any subparagraph of Article 172-1, paragraph 4 of the Company Act, the Board of Directors may choose not to include it in the agenda.

A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the Meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce acceptance of shareholders' proposals in writing or electronically, and the location and time period for their submission, the period for submission of shareholder proposals. The period for submission may not be less than ten (10) days.

Shareholder-submitted proposals are limited to three hundred (300) characters in length, And no proposal containing more than three hundred (300) characters will be included in the Meeting agenda. The shareholder making the proposal shall attend the regular Shareholders' Meeting in person or by proxy and participate in the discussion with regard to the proposed item.

Prior to the date for issuance of notice of a Meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the Meeting notice the proposals that conform to the aforesaid provisions. At the Meeting, the Board of Directors shall explain the reasons for the exclusion of any shareholder proposals not included in the agenda.

10. Before speaking, an attending shareholder must specify on a Speech Note the subject of the speech, the shareholder's account number (or attendance card number) and account name. The order in which shareholders speak shall be decided by the Chairman. A shareholder in attendance who has submitted a Speech Note but does not actually speak shall be deemed to have not spoken. When the content of the speech of a shareholder is inconsistent with the subject given on the Speech Note, the spoken content shall prevail.
When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chair and the shareholder that has the floor; the Chair shall stop any violation.

11. Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the preceding paragraph or exceeds the scope of the agenda item, the Chair may terminate the speech.

12. For each Meeting, a shareholder may appoint a proxy to attend the Meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given Meeting, and shall deliver the proxy form to the Company five (5) days before the date of the Meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the Meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company two business days before the Meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at the Meeting. Any juristic person appointed to attend as a proxy may designate only one person to represent it in the Meeting.

If a juristic person shareholder appoints two or more representatives to attend a Meeting, only one of the representatives so appointed may speak on the same proposal.

13. After a speech of an attending shareholder, the Chairman may respond in person or direct relevant personnel to respond.

14. Voting at a Meeting shall be calculated based on the number of shares.

With respect to resolutions of Meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder shall not vote on that item, and shall not exercise voting rights as a proxy for any other shareholder.

The number of shares for which voting rights shall not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

15. The Chairman shall allow ample opportunity during the Meeting for explanation and

discussion of proposals, amendments or special motions proposed by shareholders; when the Chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chairman may announce the discussion closed and call for a vote with sufficient time for voting.

16. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a Meeting, it shall adopt the exercise of voting rights by either correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the Meeting notice. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the Meeting in person and have waived his/her rights with respect to the special motions and amendments to original proposals of that Meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two (2) days before the date of the Meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the Meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two (2) business days before the date of the Meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Meeting, the voting rights exercised by the proxy in the Meeting shall prevail.

Except otherwise specified in the Company Act or the Company's Articles of Incorporation, a resolution shall be adopted by an affirmative vote of a majority of the voting rights represented by the attending shareholders. In voting, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, shareholders shall vote on each agenda item individually. After the conclusion of the Meeting, the results for each proposal, based on the number of votes for and against and the number of abstentions, shall be entered into the MOPS.

17. If there is an amendment or a substitute for a proposal, the Chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one of them is adopted, others shall be deemed rejected, and no further voting shall be required.
18. The personnel to monitor and the personnel to count the ballots for the voting shall be appointed by the Chairman, provided that all monitoring personnel shall be

shareholders of the Company. The result of voting shall be announced at the Meeting and placed on record. Vote counting for Meeting proposals or elections shall be conducted in public at the place of the Meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the Meeting, and made as a record.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

The ballots for the election of Directors shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one (1) year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

19. Matters relating to the resolutions of a Meeting shall be recorded in the Meeting minutes. The Meeting minutes shall be signed or sealed by the Chairman of the Meeting and a copy shall be distributed to each shareholder within twenty (20) days after the conclusion of the Meeting. The Meeting minutes may be produced and distributed in electronic form.

The Company may distribute the Meeting minutes of the preceding paragraph by means of a public announcement on the MOPS.

The Meeting minutes shall accurately record the year, month, day, and place of the Meeting, the Chairman's full name, the methods by which resolutions were adopted, a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each elected Director when there is an election of Directors. The minutes shall be retained for the duration of the existence of the Company.

20. During the Meeting, the Chairman may, at his/her discretion, set time for intermission. In the event of force majeure, the Chairman may rule the Meeting temporarily suspended and announce a time when, in view of the circumstances, the Meeting will be resumed.

If the Meeting venue is no longer available for continued use before all the items (including special motions) are resolved, the Meeting may adopt a resolution to resume the Meeting at another venue. A resolution may be adopted at a Meeting to defer or resume the Meeting within five (5) days in accordance with Article 182 of the Company Act.

21. The Chairman may direct the proctors or security personnel to assist in maintaining order at the Meeting place. Such proctors or security personnel shall wear an identification card or badge marked "Proctors."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the Rules and Procedures and defies the Chairman's correction, obstructing the proceedings and refusing to heed calls to stop, the Chairman may instruct the proctors or security personnel to escort the shareholder from the Meeting.

22. On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

23. These Rules and Procedures shall be effective from the date it is approved by a Shareholders' Meeting. Subsequent amendments thereto shall be effected in the same manner.