

LOTUS PHARMACEUTICAL CO., LTD.

ARTICLES OF INCORPORATION

[English translation for reference only]

Section I — General Provisions

Article 1

The Company shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 美時化學製藥股份有限公司 in the Chinese language, and Lotus Pharmaceutical Co., Ltd. in the English language.

Article 2

The scope of business of the Company shall be as follows:

1. C802041 Drugs and Medicines Manufacturing
2. F208021 Retail Sale of Drugs and Medicines
3. F108021 Wholesale of Western Pharmaceutical
4. F208031 Retail sale of Medical Equipment
5. F108031 Wholesale of Medical Devices
6. F401010 International Trade
7. C802110 Cosmetics Ingredients Manufacturing
8. F102170 Wholesale of Food and Grocery
9. F108040 Wholesale of Cosmetics
10. F203010 Retail sale of Food and Grocery
11. I199990 Other Consultancy
12. IG01010 Biotechnology Services
13. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Company shall have its head office in Taipei, Taiwan, Republic of China, and shall be free, upon approval of government authorities in charge, to set up and dissolve factories, representative and branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Board of Directors deem it necessary or advisable to carry out any or all of its activities.

Article 4

The total amount of the Company's reinvestment shall not be subject to the restriction of not more than forty percent of the Company paid-up capital. Any matters regarding the reinvestment must be approved and handled in accordance with the rules approved by the Board of Directors and the applicable laws and regulations.

Article 5

The Company may provide endorsement and guarantee and act as a guarantor to the matters related to the business of the Company.

Section II — Capital Stock

Article 6

The total capital of the Company is TWD 4 billion, divided into 400 million shares for a value of TWD 10 per share, to be issued in several tranches by the Board of Directors as authorized.

Among the total capital in the preceding paragraph, an amount of TWD 100 million shall be reserved, to be divided into 10,000,000 shares for a value of TWD 10 per share, to be issued as employee stock options in several tranches by the Board of Directors as authorized according to the Company Act of the Republic of China and the applicable laws of the Republic of China.

Article 6-1

The Company may distribute the shares by way of new shares to be issued by the Company or existing shares to be re-purchased by the Company to qualified employees. The Company may also enter into a share subscription right agreement with or issue restricted stock for qualified employees. Qualified employees herein include the employees of parent company or subsidiaries of the Company who meet certain requirements.

The Company may issue employee stock options to employee at a price lower than the closing price of the issuance date, or transfer the treasury shares to employees at a price lower than the Company's average acquisition cost providing such issuance or transfer proposal is approved by more than two-third (2/3) of attending shareholders with voting rights in the shareholders' meeting attended by shareholders holding the majority of the Company's total outstanding shares.

Article 7

The share certificates of the Company shall be name-bearing share certificates signed by or affixed with the signatures or personal seals of the director representing the Company and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance. The Company may issue shares without printing share certificates and the shares shall be registered with a domestic securities depository enterprise as per relevant rules and regulations.

Article 8

Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Article 8-1

All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment

of seal, change of address or similar stock transaction conducted by shareholders of the Company shall follow the “Guidelines for Stock Operations for Public Companies” unless specified otherwise by law and securities regulations of the Republic of China.

Section III — Shareholders Meetings

Article 9

Shareholders’ meetings of the Company are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened whenever necessary in accordance with the relevant laws, rules and regulations of the Republic of China. The Company's shareholders meeting shall be held via video conference or other communication media that announced by the regulatory authorities.

Article 9-1

Meeting notices, specifying the date, venue, and purposes of the meeting, shall be sent to each shareholder and publicly announced for the convening of shareholders’ meetings, at least thirty (30) days prior to regular meetings, and at least fifteen (15) days prior to special meetings. With the consent of the counterparty, the notices may be sent by electronic means.

For shareholders holding less than one thousand registered shares, the notices prescribed in the preceding paragraph may be conducted via public announcement.

Article 10

If a shareholder is unable to attend a meeting, he/she may appoint a representative by providing a Shareholder Proxy Form issued by the Company, specifying the scope of the proxy’s authorization, and signed by or affixed with the signatures or personal seals of the shareholder, to attend the meeting on his/her behalf.

Article 11

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 of the Republic of China.

Article 12

Except where otherwise provided by the Company Act of the Republic of China, resolutions of shareholders’ meeting shall be adopted by an affirmative vote of a majority of the voting rights represented by shareholders in attendance at the meeting attended by shareholders representing more than one-half of the total issued shares. In accordance with regulations set by the regulatory authority, shareholders of this Company may also exercise their voting rights via an electronic voting system, and such electronic participation shall be deemed equivalent to attendance in person; all relevant matters of electronic voting shall be conducted in accordance with relevant laws and regulations.

Article 12-1

Resolutions of a shareholders' meeting shall be recorded in the meeting minutes, and such minutes shall be signed by or sealed with the chop of the chairman of the meeting and 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 distribution of the meeting minutes prescribed in the preceding paragraph may be conducted by means of a public announcement on the MOPS.

Such minutes shall record the year, month, day, and place of the meeting, the chairman's name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results, and shall be retained for the duration of the existence of the Company. The attendance book of shareholders and the proxy forms shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act of the Republic of China, the attendance book and proxy forms shall be retained until the conclusion of the litigation.

Article 12-2

When withdrawing shares from public offering, it shall be carried out only after a special resolution is passed at a shareholders' meeting, and this provision shall remain unchanged throughout the listing period on Taiwan Stock Exchange.

Section IV — Directors

Article 13

The Company shall have five (5) to thirteen (13) directors with a term of three (3) years, to be elected from among the persons of legal capacity at the shareholders' meeting and eligible for reelection.

Article 13-1

Among the abovementioned number of directors, there shall be at least three (3) independent directors and no less than one-fifth (1/5) of the directors shall be independent directors.

The election of directors adopts the candidates nomination system as stipulated in Article 192-1 of the Company Act of the Republic of China. Matters related to the acceptance and announcement of director candidates' nomination shall be handled in accordance with relevant laws and regulations under the Company Act and the Security and Exchange Act of the Republic of China. Both independent directors and non-independent directors shall be elected at the same time, with the number of elected positions calculated separately for each category. Professional qualifications, restrictions on shareholding and concurrent jobs, determination of independence, nomination and election methods, exercise of powers and authority, and other matters to be compiled with for independent directors shall be handled in accordance with relevant regulations issued by the securities regulatory authorities of the Republic of China.

Article 13-2

The election of directors of the Company adopts cumulative voting method, where each share shall have voting rights equivalent to the number of seats to be elected, and such voting rights may be combined to vote for one person, or divided to vote for several persons. Candidates receiving the ballots representing more voting rights will be elected as directors.

Article 14

The Board of Directors is comprised of directors. The directors shall elect a chairman from among themselves, requiring the approval of a majority of the attending directors at a meeting where two-thirds or more of the directors are present. The chairman of the Board represents the Company externally. The Board may also elect a vice chairman from among the directors in the same manner. In the case where the chairman of the Board is on leave or unable to exercise his/her duties for any reason, proxy shall be managed in accordance with Article 208 of the Company Act of the Republic of China.

Article 14-1

The meeting of the Board of Directors shall be held at least once every quarter upon a notice sent to each director, at least seven days, unless in case of urgent circumstances, prior to the date of the meeting, specifying the reasons for convening a meeting. The notice for convening a Board of Directors' meeting may be issued through written communication, fax, email, or any other means.

Article 14-2

A meeting of the Board of Directors may only proceed if attended by more than half of the directors. A director may appoint another director, by issuing a proxy form stating the scope of authorization, to represent him/her at a board meeting, with a director limited to representing only one other Director. Resolutions at such meetings shall be adopted by the affirmative vote of a majority of the attending directors, unless otherwise stipulated in the Company Act of the Republic of China.

Article 15

If a Board of Directors' meeting is conducted by means of video conference, any Director attending the meeting via videoconference shall be deemed attendance in person.

The meeting minutes shall be signed or chopped by the chairman and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. and the meeting minutes shall be deemed important corporate records and be retained during the existence of the Company.

The meeting minutes of paragraph 2 may be produced and distributed in electronic form.

Article 16

The Board of Directors are authorized to determine the remunerations of all directors based on their level of involvement and contribution to the operation of the Company,

regardless of profitability of the Company, in accordance with the prevailing standards in the same industry.

Article 16-1

During the term of the directors and key officers, the Company shall procure liability insurance for them for the potential claims for damages filed by parties of interest arising from their execution of duties within their scope of responsibilities.

Article 16-2

In consideration of strengthening supervision and management functions, the Board of Directors may form Audit, Remuneration, Nomination, Risk Management or any other functional committees, taking into account the scale of Board and the number of independent directors. An Environment, Social and Governance (ESG) or related committee may also be established based on the vision of corporate social responsibility and sustainable business operation.

Article 16-3

The Company establishes an Audit and Risk Committee pursuant to Article 14-4 of Securities and Exchange Act, composed by all independent directors.

The composition, powers and duties, rules of procedure, and other matters to be compiled with for the Audit and Risk Committee of the Company shall be handled in accordance with relevant laws and regulations and the bylaws of the Company.

Article 16-4

The Company establishes a Remuneration Committee pursuant to Article 14-6 of Securities and Exchange Act.

The composition, powers and duties, rules of procedure, and other matters to be compiled with for the Remuneration Committee of the Company shall be handled in accordance with relevant laws and regulations and the bylaws of the Company.

Article 16-5

The board of directors of this company may establish additional functional committees, the organizational regulations of which shall be approved by the board of directors.

Section V — Management

Article 17

The Company may appoint one General Manager, and one President for registered branch, with their appointment, dismissal and remuneration handled in accordance with Article 29 of the Company Act of the Republic of China.

Section VI — Accounting

Article 18

After the close of each fiscal year, the following documents shall be prepared by the

Board of Directors, and submitted to the Audit and Risk Committee for review and, in accordance with law, presented to the regular meeting of shareholders for recognition:

1. Business report,
2. Financial statements,
3. Proposals for profit distribution or deficit offset.

Article 19

The Company shall, if any profits are earned in a fiscal year, allocate no less than 1% of the annual profits as employees' compensation, with at least one-third of this amount distributed to non-executive employees, no more than 10% of the annual profit as directors' remuneration, provided that the Company shall reserve an amount of the profits in advance to offset any accumulated losses.

The term "profits earned by the Company" stipulated in the preceding paragraph refers to pre-tax profits for the year, before deducting the said employees' additional compensation and directors' remuneration.

The additional compensation to employees shall be distributed in the form of cash or stock. The distribution method, amount and stock numbers shall acquire approval of a majority of the attending directors at a meeting of Board of Directors attended by two-thirds or more of the directors and be reported to the shareholders' meeting.

The remuneration to directors' (including independent directors) shall be distributed in cash. The distribution ratio shall be recommended by the Remuneration Committee to the Board of Directors, which is authorized to determine the distribution ratio within the prescribed limit by adopting a resolution with the approval by a majority of the attending directors at a meeting of Board of Directors attended by two-third or more of the directors and reporting to the shareholders' meeting.

Employees who are entitled to employees' additional compensation are limited to those employed by the Company, formally appointed, and entitled to labor insurance benefits, including employees of subsidiaries who meet certain conditions. Temporary employees and probationary employees are not included.

Article 19-1

The Company shall, after covering all losses incurred in the past years and paying all taxes and dues, set aside a legal capital reserve at 10 % of the profits left over, until the accumulated legal capital reserve has equaled the paid-in capital of the Company, and then set aside special capital reserve in accordance with relevant laws or regulations of the Republic of China or as requested by the competent authorities. If any remaining profits are available, plus the beginning undistributed earnings, it will be the accumulated distributable earnings and Board of Directors will draft the proposal for earnings distribution or no distribution under scenarios approved by Board of Directors, and have it passed by the resolution of shareholders' meeting before distribution or modification.

The board of directors is authorized to pay dividends and bonuses, legal reserves, and capital surpluses in whole or in part in cash, providing a resolution has been adopted

by a majority of the attending directors at a meeting of the Board of Directors attended by two-thirds or more of the directors and such a resolution shall be reported to the shareholders' meeting.

Article 19-2

Considering the Company is in an industry in a growth phase, profits may be distributed in total after taking into consideration financial, business, and operational factors, and to be distributed upon approved by the shareholders' meeting. It is expected that the dividends, subject to the shareholders' approval, are in the range of 10% to 100% of distributable profits of a year, among which cash dividend shall not be less than 10% of total distribution. Dividend payout may be adjusted by the Board of Directors based on changes in the internal and external environment.

Section VII — Supplementary Provisions

Article 20

In regard to all matters not provided for in these Articles of Incorporation, the Company Law of the Republic of China shall govern.

Article 21

The internal organization of the Company and the detailed procedures of business operation shall be determined by the Board of Directors.

Article 22

These Articles of Incorporation are agreed to and signed on May 25th, 1966.

The first Amendment was made on February 1st, 1974.

The second Amendment was made on August 17th, 1974.

The third Amendment was made on June 26th, 1975.

The fourth Amendment was made on August 13th, 1976.

The fifth Amendment was made on April 23rd, 1977.

The sixth Amendment was made on December 9th, 1978.

The seventh Amendment was made on April 24th, 1981.

The eighth Amendment was made on December 10th, 1982.

The ninth Amendment was made on July 16th, 1985.

The tenth Amendment was made on September 2nd, 1989.

The eleventh Amendment was made on October 11th, 1995.

The twelfth Amendment was made on June 16th, 1998.

The thirteenth Amendment was made on February 17th, 2001.

The fourteenth Amendment was made on April 20th, 2002.

The fifteenth Amendment was made on June 14th, 2003.

The sixteenth Amendment was made on August 23rd, 2003.

The seventeenth Amendment was made on June 18th, 2005.

The eighteenth Amendment was made on June 23rd, 2006.

The nineteenth Amendment was made on June 27th, 2008.

The twentieth Amendment was made on June 16th, 2009.

The twenty-first Amendment was made on June 17th, 2010.
The twenty-second Amendment was made on June 5th, 2012.
The twenty-third Amendment was made on June 3rd, 2013.
The twenty-fourth Amendment was made on February 17th, 2014.
The twenty-fifth amendment was made on March 3rd, 2015. The deletion of the articles in relation to Supervisors and the amendment to the articles in relation to the Audit Committee take effect on the date when the audit committee is established.
The twenty-sixth Amendment was made on June 27th, 2016.
The twenty-seventh Amendment was made on October 25th, 2016.
The twenty-eighth Amendment was made on December 16th, 2016.
The twenty-ninth Amendment was made on June 27th, 2017.
The thirtieth Amendment was made on June 24th, 2019.
The thirty-first Amendment was made on June 30th, 2020.
The thirty-second Amendment was made on June 30th, 2022.
The thirty-third Amendment was made on June 15th, 2023.
The thirty-fourth Amendment was made on June 13th, 2024.
The thirty-fifth Amendment was made on June 26th, 2025.
The thirty-sixth Amendment was made on June 16th, 2026.