

Articles of Incorporation	Publication (Revision) Date	Effective Date	Version
	2010/06/25	2020/05/29	09

Chapter 1. General Provisions

Article 1 The Company is incorporated under the Company Act pertaining to companies limited by shares by the name of 東生華製藥股份有限公司 in Chinese language and TSH BIOPHARM CORPORATION LIMITED in English language.

Article 2 The business scope of the Company covers the following:

1. C199990 Manufacture of other food products not elsewhere classified.
2. C802060 Veterinary drug manufacturing.
3. F102170 Wholesale of Food and grocery.
4. F108021 Wholesale of western pharmaceutical.
5. F108031 Wholesale of medical device.
6. F208021 Retail sale of western pharmaceutical.
7. F208031 Retail sale of medical device.
8. F401010 International trade.
9. F601010 Intellectual property.
10. IC01010 Pharmaceutical inspection service.
11. IG01010 Biotechnology service.
12. ZZ99999 All business items that are not prohibited or restricted by laws and regulations, except for those subject to special approval.

Article 3 The Company has a head office in Taipei City, and if it is necessary to set up a branch or business office, the branch or business office can be established in and out of this country after the resolution made by the Board of Directors.

Article 4 The Company may provide external guarantees among relevant peers with regard to the business. The total re-investment may exceed 40% of the paid-in capital.

Article 5 Public announcements are made in accordance with Article 28 of the Company Act.

Chapter 2. Shares

Article 6 The authorized capital of the Company is NT\$ 1,000,000,000, divided into 100,000,000 shares at a par value of NT\$ 10 per share. The shares may be issued on an installment basis pursuant to the resolution of the Board of Directors. An amount of NT\$100,000,000 from the above authorized capital is reserved and divided into 10,000,000 shares which are reserved for the issuance of employee stock options.

Article 6-1 The employees entitled to receive shares, which bought back by the Company, or share subscription warrants, or restricted stock for employees, or reserved for subscription by employees when the Company issues new shares, including the employees of the parent and subordinate companies meeting certain requirements which will be determined by the Board of Directors.

Article 7 The shares issued by the Company may be exempted from printing any share certificate, but shall be registered with the Centralized Securities Depository Enterprises.

Article 8 Transfer, inheritance, gift, pledge, loss, or other stock related services shall be handled in compliance with the “Regulation “Governing the Administration of Stock Affairs by Public Companies” and other relevant laws and regulations.

Article 9 Change of name and transfer of stocks shall be closed in 60 days prior to the annual general shareholders’ meeting, or in 30 days prior to an extraordinary shareholders’ meeting or in 5 days prior to the record date for dividends, bonus or other benefits decided by the Company.

Chapter 3. Shareholders’ Meeting

Article 10 The general shareholders’ meeting shall be held once a year, and convened within six months after the end of each fiscal year. When necessary, an extraordinary shareholders’

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meeting may be convened according to relevant laws.

- Article 11 When convening a general shareholders' meeting, each shareholder shall be notified in writing no later than 30 days prior to the meeting. When convening an extraordinary shareholders' meeting, each shareholder shall be notified in writing no later than 15 days prior to the meeting. The reason of convening the meeting shall be stated in the announcement or notice.
- Article 12 Each shareholder of the Company shall be entitled to a voting right per share, unless otherwise specified in Article 179 of the Company Act.
- Article 13 When a shareholder cannot attend the shareholders' meeting, it may obtain a power of attorney printed and issued by the Company to assign a proxy to attend the meeting pursuant to Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".
- Article 14 Shareholders may take action on a matter at a shareholders' meeting if a quorum of 50% or more of the outstanding shares of the company exists unless relevant laws stipulate otherwise. If a quorum exists, action on a matter is approved if more than 50% votes being represented at a meeting favor the action.
- Article 15 Resolutions of the shareholders' meeting shall be recorded in the minutes of the meeting, which shall be signed or stamped by the Chairperson. In the meeting minutes, the date (year, month, and day), venue, Chairman's name, resolution methods, main agenda items, and results of the proceedings shall be recorded and preserved permanently during the existence of the Company.
The attendance book of attending shareholders and the powers of attorney to assign a proxy to attend the meeting shall be preserved for at least one year. However, where litigation is initiated by shareholders pursuant to Article 189 of the Company Act, documents shall be preserved till the termination of the litigation.
- Article 16 When the public offering of the company's stocks is cancelled, it shall be done only after the resolution of the shareholders' meeting, and this provision shall not be changed during the period of applying for trading in the emerging stock market, the over-the-counter market, and going public.

Chapter 4. Directors and Audit Committee

- Article 17 The Company shall have 5 to 7 directors and adopt a candidate nomination system to elect the directors from a candidate list in the shareholders' meeting. The term of office shall be 3 years, eligible for re-election. When the term expires prior to election, the term of office may be extended until the newly elected director takes office. The total number of shares of the Company's registered stocks held by all directors shall be in accordance with the standards prescribed in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratio at Public Companies" promulgated by the Competent Authority. The election of directors of the Company shall adopt the single-name cumulative voting system. If it is necessary to amend the election system, the amendments to the election system shall be listed in a comparison table with the reason of convening the shareholders' meeting in addition to handling in accordance with the provision of Article 172, Paragraph 5 of the Company Act.
- Article 18 The Company may have independent directors within the aforementioned number of directors, the total number of directors shall not be less than three and shall be no less than one-fifth of the total number of directors. The professional qualifications, shareholdings, concurrent appointment restrictions, nomination and election methods, and other compliance matters of the independent directors shall be handled in accordance with relevant regulations of the Securities Authority.
- Article 19 When the vacancy of directors reaches one third, the Board of Directors shall convene a shareholders' meeting for a by-election according to relevant law, and the term of office shall be limited to the time to make up the term of the original appointment.

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- Article 20 The Board of Directors Meetings shall be held at least once a quarter.
The Board of Directors shall state the reasons of convening the meeting, and each director shall be notified 7 days prior to the meeting, but the meeting can be convened at any time when there is an emergency.
The convening of the meeting can be notified in writing, by fax or by email.
- Article 20-1 The Board of Directors may set up an Audit Committee, a Remuneration Committee or other functional committees for the needs of business operations. The Audit Committee shall be composed of all independent directors, one of whom is the convener, and at least one shall have accounting or financial expertise.
The duties, organizational charter, exercise of powers and other matters complying with the Audit Committee in the preceding paragraph shall be handled in accordance with the related regulations of the authorities in charge of securities and the Company.
- Article 21 The Board of Directors is formed by the directors, and one of them is elected among them to serve as the Chairperson with the presence of more than two-thirds of the directors and the consent of more than half of the directors, and the same applies to the election of the Vice Chairperson.
- Article 22 When a Chairperson is on leave or cannot exercise his/her powers for any reason, his/her proxy shall be handled in accordance with Article 208 of the Company Act.
- Article 23 Directors shall attend the board meeting in person, and when a director asks a proxy to attend, the proxy shall be handled in accordance with Article 205 of the Company Act. If the Board of Directors meeting is held by video conference, any director who participates in the video conference is deemed to be attending the meeting in person.
- Article 24 All business policies and important matters of the Company shall be implemented by the resolution of the Board of Directors. Resolutions of the Board of Directors require the attendance of a majority of Board of Directors and approved by a majority of the directors in attendance, unless otherwise specified in the Company Act.
- Article 25 The Company shall arrange liability insurance for the directors to lower the risk of litigation initiated by shareholders or other related parties due to the execution of their duties in accordance with relevant laws.
- Article 26 The Board of Directors shall be authorized to determine the compensation for execution of duties by directors based on their level of participation and the value of their contributions to company operations regardless of profits and losses incurred by the Company with reference to prevailing industry standards. In case of profits, rewards shall be granted pursuant to the regulations set forth in Article 29.

Chapter 5. Managers

- Article 27 The Company has a number of managers whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6. Accounting

- Article 28 The Company shall handle the final accounts at the end of each fiscal year, and the fiscal year commences from January 1 to December 31. The Board of Directors shall prepare the following documents after the end of the fiscal year and submit them to the shareholders' meeting for ratification.
1. Business reports.
 2. Financial statements.
 3. Profit distribution proposal or loss make-up proposal.

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Article 29 When the Company makes a profit for the year, the Company shall allocate 2% to 8% of annual profits as employee compensation and no more than 2% of the annual profits as directors' remuneration. Employee compensation may be distributed in stock or cash according to the resolution of the Board of Directors, and the recipients may include employees of parent and subordinate companies that meet certain conditions. Ddirector remuneration can only be paid in cash. The distribution of employee compensation and directors' remuneration shall be submitted and reported to the shareholders' meeting.

However, when the Company still has accumulated losses, the profit shall be reserved to offset the loss, and then the employee compensation and the directors' remuneration are allocated according to the proportion given in the preceding paragraph.

Article 29-1 When the Company has a surplus in the annual final accounts, the Company shall pay taxes according to relevant laws and compensate the accumulated loss before allocating 10% of the remaining surplus as legal reserve, unless the legal reserve has reached the total paid-in capital of the Company, and then set aside the special reserve according to the requirements under laws and regulations. Any further remaining surplus plus unappropriated earnings shall be distributed in accordance with the proposal submitted by the Board of Directors for approval at a shareholders' meeting.

Article 30 The procedure of distributing dividends shall be handled by the end of the year, and the Board of Directors shall consider the Company's profitability capital and financial structure, future business operation demands, accumulated surplus and legal reserve, market competition conditions and other factors to propose the earnings distribution for approval in the shareholders' meeting.

Article 31 The finance, business, and operation are taken into considerations to propose the earning distribution based on the principle of no less than 50% of the distributable earnings of the current year. In order to strengthen the financial structure of the Company and safeguard, the rights and interests of investors, the Company adopts a dividend balance policy and pays cash dividends at least 50% of the dividends distributed in the current year.

Chapter 7. Supplementary Provisions

Article 32 Matters not covered in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 33 These Articles of Association were established on June 25, 2010.

The first amendment was made on December 21, 2010.

The second amendment was made on October 6, 2011.

The third amendment was made on June 19, 2013.

The fourth amendment was made on June 23, 2015.

The fifth amendment was made on June 23, 2016.

The sixth amendment was made on June 15, 2017.

The seventh amendment was made on June 15, 2018.

The eighth amendment was made on May 29, 2020.