

Articles of Incorporation of PharmaEngine, Inc.

Section I General Provision

Article 1

The Company, PharmaEngine, Inc., is organized and existing under CHAPTER V Company Limited by Shares of the Company Act in the Republic of China.

Article 2

The scope of business of the Company are listed as follows:

1. IG01010 Biotechnology Services
2. I103060 Management Consulting Services
3. IC01010 Pharmaceuticals Examining Services
4. F601010 Intellectual property
5. F102170 Wholesale of Food and Grocery
6. ZZ99999 Any business not prohibited or restricted by laws, except those which are subject to special approval.
7. F208021 Retail sale of drugs or medicines
8. F108021 Wholesale of drugs or medicines
9. F108031 Wholesale of Drugs, Medical Goods

Article 3

The Company may provide endorsement and guarantee to other companies in accordance with the Operational Procedures for Endorsements and Guarantees of the Company.

Article 4

The total reinvestment amount of the Company may exceed forty percent of the Company's paid-in capital. The investment will enter into effect after receiving the approval from the Board of Directors and being recorded in the Meeting Minutes of the Board of Directors.

Article 5

The Company has its head office located in Taipei, Taiwan, Republic of China. The branch offices of the Company may be established at various locations wherever and whenever the Company deems it necessary.

Article 6

The Company shall make public announcements in accordance with the Article 28 of the Company Act.

Section II Shares

Article 7

The total capital of the Company is One Thousand and Eight Hundred Million New Taiwan Dollars (NTD\$1,800,000,000), divided into 180,000,000 shares at Ten New Taiwan Dollars (NTD\$10) each, and may be paid-up in installments.

The Company may issue unpaid-up shares in accordance with the resolutions of the Board of Directors whenever needed.

Among the foresaid total capital, One Hundred and Fifty Million New Taiwan Dollars (NT\$150,000,000) are retained and divided into 15,000,000 shares for employees' stock options.

Article 8

Share certificates shall be in registered form, signed by three or more directors of the Company, and duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance.

The shares to be issued by the Company may be exempted from printing share certificates: however, the Company shall appoint a centralized securities custody enterprise institution to be responsible for the registration of such shares.

Article 9

Registration for transferring shares shall be suspended within 60 days before the annual meeting of shareholders, within 30 days before the interim meeting of shareholders, or within 5 days before the day on which dividend, bonus or any other benefit is scheduled to be paid by the Company.

Section III Meeting of Shareholders

Article 10

The regular meeting of shareholders shall be convened by the Board of Directors within six months after the close of each fiscal year. The interim meeting of shareholders shall be held in accordance with the laws or regulations of the Republic of China, whenever necessary.

Article 11

Unless otherwise provided in the relevant laws and regulations, a shareholder shall have one voting power in respect of each share in his/her/its possession.

Article 12

If a shareholder is unable to attend a shareholder meeting, the shareholder may appoint a proxy to attend the meeting on behalf of the shareholder by executing a power of attorney, which is provided by the Company, in accordance with Article 177 of the Company Act and Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 12-1

The chairman of the shareholders' meeting and the chairman of the board of directors shall be the same. In case that the chairman of the board of directors is absent from the shareholders' meeting, the chairman of the Board of Directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect an acting chairman of the Board of Directors among themselves.

Article 13

Unless otherwise provided in the Company Act, resolutions at a shareholders' meeting shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 13-1

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the meeting.

The distribution of the minutes of shareholders' meeting as required above may be affected by means of a public announcement.

The date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting shall be recorded in the minutes of shareholders' meeting. The minutes shall be kept persistently throughout the life of the Company.

The attendee list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the Company for a minimum period of at least one year. If a lawsuit has been instituted by a shareholder in accordance with the provisions of Article 189 of the Company Act hereof, the minutes of the shareholders' meeting involved shall be kept by the Corporation until the legal proceedings of the foregoing lawsuit have been concluded.

Article 14

To revoke the publicity of the Company, the Company shall obtain a resolution at a shareholders meeting. This Article shall not be changed during the emerging and listed (TWSE/GTSM) period of the Company.

Section IV Directors

Article 15

The Company shall have seven to nine Directors who shall be elected by the shareholders' meeting from the list of director candidates in accordance with the candidate nomination system for the election adopted by the Company. The term of office of a Director shall not exceed three years; but he/she may be eligible for re-election.

The Company shall adopt the open-ballot, cumulative voting method for the election of the Directors.

Article 15-1

At least two independent Directors of the Company shall be existed among the number of Directors mentioned in the preceding Article, and the numbers of such independent Directors shall not be less than one-fifth of the total number of Directors.

The election of independent Directors and Directors shall be held together; provided, however, the number of independent Directors and Directors elected shall be calculated separately.

The qualifications, shareholding, participation in other business restricted, nomination, election and any other matters of the independent Directors shall meet the requirements as specified by the authority in charge of securities affairs.

Article 15-2

The Board of Directors may set up various Commissions with respect to the functions of audit, remuneration and others. The Audit Committee shall comprise all the independent directors.

The responsibilities, regulations, power and other compliance requirements of the foresaid Audit Committee shall comply with relevant rules and regulations of the authority in charge of securities affairs and the Company.

Article 16

In case that no election of new Directors is held before or right after the expiry date of the term of office of existing directors, the term of office of the original directors shall be extended until the new directors are elected and assumed their offices.

Article 17

When the numbers of vacancies of the Board of Directors of the Company reach one third of the total numbers of directors, the Board of Directors shall call a special meeting of shareholders to elect the succeeding directors to fill the vacancies in accordance with the Company Act. The term of office of the succeeding directors shall be restricted to the remaining term of office of the original directors.

Article 18

The Meeting of the Board of Directors shall be held at least once per quarter. The Company shall provide a notice with the subject(s) to be discussed at the meeting to each Director no later than 7 days prior to the scheduled meeting date while convening the meeting of the Board of Directors. Notwithstanding the foregoing, in the case of any emergent event, such meetings can be convened at any time.

The foresaid notice can be circulated by means of documents, fax or electronic transmission.

Article 19

The Board of Directors shall consist of the directors. A chairman and a vice chairman of the Board of Directors shall be elected from among the directors by a majority vote at a meeting which over two-thirds of the directors attend.

The chairman of the Board of Directors shall have the authority to represent the Company.

In case that the chairman of the Board of Directors is on leave or cannot exercise his power and authority for any cause, the proxy of the chairman shall be designated in accordance with the Article 208 of the Company Act.

Article 20

Each director shall attend the meeting of the Board of Directors in person unless as otherwise in accordance with the provisions of Article 205 of the Company Act thereof, a director may be represented by another director. In case a meeting of the Board of Directors is proceeded via visual communication network, the Directors participating in such a visual communication meeting shall be deemed to have attended the meeting in person. If a director is unable to attend a Board Meeting, he/she may appoint a proxy to attend a Board Meeting on his/her behalf by executing a power of attorney to the proxy; however, each director shall be restricted to accept an appointment to act as the proxy only.

Unless otherwise provided in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 20-1

In order to reduce the risk of directors arising from shareholders or other related parties to institute an action against directors due to executing their duties, the Company may purchase the liability insurance for the directors.

Article 20-2

The Company shall pay remuneration to the directors for their services, regardless the Company made a profit or sustained a loss. The remuneration for the directors shall be determined by the Board of Directors in consideration of the extent of participation of the directors and the value of the services provided by the directors for the management of the Company and the general standard of the same industry. In case the Company generates earnings in a certain year, the Company shall allocate the remuneration subject to the provisions set forth in Article 25 of these Articles.

Article 21

Unless otherwise provided in the Company Act, the power of the Board of Directors is listed as follows:

- (1) To propose the amendments to this Articles of Incorporation;
- (2) To determine the operational policy, to review the business plan and to monitor the implementation of the business plan;
- (3) To determine the budget and the final account;
- (4) To draft and amend the internal regulations and organization charter of the Company;
- (5) To approve a reinvestment or joint ventures, or the assignment of the shares of the reinvestment or joint ventures;
- (6) To review the fund borrowed;
- (7) To approve the endorsement and guarantees to other companies;
- (8) To propose the assignment, sell, lease, pledge, mortgage or disposition or any other way of acquisition and disposal for the whole or any essential part of the Company`s assets;
- (9) To elect the chairman of the Board of Directors;
- (10) To approve the appointment, discharge of the Chief Executive Officer and the technical team, as well as their compensation;
- (11) To appoint or discharge of a certified public accountant and lawyers;
- (12) To appoint and discharge of the underwriters and co- underwriters of IPO;
- (13) To setup and dissolve branch offices;
- (14) To implement any other power in accordance with the Company Act or the resolution of a shareholders meeting;
- (15) To approve the important technical skills and the acquisition, transfer, pledge, license, lease or disposal of patent right, trademark right and copyright of the Company as well as major technique collaboration contracts; and
- (16) To implement all matters not provided for in this Articles but set forth in the relevant regulations or laws.

Article 22 (Deleted)

Section V Managerial personnel

Article 23

The Company may appoint one or more managerial personnel. The appointment, discharge and the remuneration of the managerial personnel shall be made in accordance with the Article 29 of the Company Act.

Section VI Accounting

Article 24

The fiscal year of the Company shall be from January 1 to December 31 of each year. The Company shall close accounts at the end of the year. At the close of each fiscal

year, the Board of Directors shall prepare the following statements and records which shall be forwarded to the Audit Committee for their auditing not later than the 30th day prior to the meeting date of a general meeting of shareholders:

1. the business report;
2. the financial statements; and
3. the surplus earning distribution or loss off-setting proposals.

Article 25

The Company, when allocating its surplus profits after having paid all taxes and dues, shall first set aside ten percent of said profits as the legal reserve, and set aside another sum as the special reserve, whenever necessary. The rest of the distribution ratio shall be proposed by the Board of Directors to the Shareholders' Meeting for resolution.

In the case that any earnings is retained in a certain year, the Board of Directors shall resolve the employee compensation ranged from 1% to 10% of the profits and Director compensation ranged not more than 2% of the profits . However, in the case that any accumulated loss is remained, the Company shall reserve a certain amount to offset such losses and report to the Shareholders' Meeting.

The employee compensation may be made either by stock or by cash. The employees, who are distributed stock or cash to, may include the employees of its subsidiaries of the Company who satisfy certain specified conditions.

The profits retained in certain year, which are specified in the Item 1 of this Article, means a number which is obtained by the net income before income tax deducted out of the employee compensation and Board compensation.

Article 25-1

The distribution of dividend shall be considered on the basis of the factors of company profits, capital and financial structure, future operational requirements, the accumulated surplus and statutory reserves, market competition and etc. by the Board of Directors at the end of each fiscal year. The Board of Directors shall propose a surplus allocation motion, drew a resolution and submit them to the regular shareholders' meeting for resolution.

For improving the financial structure of the Company and taking into account the interests of investors, the Company shall adopt a balance dividend policy to distribute the cash dividend at the rate over 10% of total distribution.

Section VII Supplemental Provisions

Article 26

The organization charter of the Company and its detail procedures shall be determined by the Board of Directors.

Article 27

Regarding any matters not provided for in these Articles, the Company Act and other relevant laws and regulations shall govern.

Article 28

This Article of Incorporation was established on August 1, 2002.

The first Amendment was entered into force as of January 5, 2003.

The second Amendment was entered into force as of June 18, 2003.

The third Amendment was entered into force as of September 17, 2004.

The fourth Amendment was entered into force as of June 30, 2006.

The fifth Amendment was entered into force as of June 24, 2010.

The sixth Amendment was entered into force as of June 29, 2011.

The seventh Amendment was entered into force as of November 28, 2011.

The eighth Amendment was entered into force as of June 28, 2012.

The ninth Amendment was entered into force as of June 11, 2014.

The tenth Amendment was entered into force as of June 15, 2016.

The eleventh Amendment was entered into force as of June 13, 2017.

The twelfth Amendment was entered into force as of May 27, 2022.

Jan-Yau Hsu

Chairman

PharmaEngine, Inc.