

Articles of Incorporation

Chapter 1 General Provisions

Article 1

The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 鼎晉生技股份有限公司 in the Chinese language, and OBIGEN PHARMA, INC in the English language.

Article 2

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

1. IG01010 Biotechnology Services
2. IG02010 Research and Development Service
3. F601010 Intellectual Property Rights
4. IC01010 Medicine Inspection
5. F401010 International Trade
6. I199990 Other Consulting Service
7. C802041 Manufacture of Drugs and Medicines
8. F108021 Wholesale of Western Pharmaceutical
9. F208021 Retail Sale of Western Pharmaceutical

Researching, designing, developing, manufacturing and selling Novel Botulinum toxin product.

Article 3

The Company shall have its head office in Hsinchu Science Park, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices, registration, branch unit within or outside the territory of the Republic of China when deemed necessary.

Article 4

Public announcements of the Company shall be made according to Article 28 of the Company Act and the rules by competent authority.

Article 5

The Company's total investment amount may exceed forty percent (40%) of its paid-in capital and shall not be subject to the limitation prescribed under Article 13 of the Company Act.

Chapter 2 Capital Stock

Article 6

The total capital stock of the Company shall be in the amount of 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares, at 10 New Taiwan Dollars each. The Board of Directors is authorized to issue the shares in separate tranches.

The employees eligible to subscribe for new shares, exercise employee stock options, receive restricted shares, or acquire treasury shares transferred by the Company may include employees of the Company's controlling or subordinate companies who satisfy certain criteria, as determined by the Board of Directors.

Any issuance of employee stock options with an exercise price below the market price (or net asset value per share), or any transfer of treasury shares to employees at a price below the average repurchase price of such treasury shares, shall be approved by a special resolution adopted at a shareholders' meeting attended by shareholders representing more than one-half of the total issued shares, with the approval of at least two-thirds of the voting rights represented at such meeting.

Article 7

The share certificates of the Company shall be in registered form, and before they are issued, shall be serially numbered and signed or sealed by a Director representing the Company and issued in accordance with applicable laws and regulations.

The Company may be exempted from printing any share certificates for the shares issued; however, the issued shares shall be registered with a centralized securities depository enterprise. The same shall apply to the issuance of any other securities by

the Company.

All shareholder service matters shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies”, unless otherwise provided by applicable laws and regulations.

Article 8

No transfer of shares may be registered in the shareholders’ roster within 30 days prior to the date of a regular shareholders’ meeting, within 15 days prior to the date of a special shareholders’ meeting, or within 5 days prior to the record date fixed by the Company for the distribution of dividends, bonuses, or other benefits. After the Company becomes a public company, no change to the entries in the shareholders’ roster may be made within 60 days prior to the date of a regular shareholders’ meeting, within 30 days prior to the date of a special shareholders’ meeting, or within 5 days prior to the record date fixed by the Company for the distribution of dividends, bonuses, or other benefits.

Article 9

Any transfer of shares shall be submitted to the Company for registration. Unless and until such transfer has been registered, it may not be asserted against the Company.

Chapter 3 Shareholders' Meeting

Article 10

Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations. With the consent of the recipient, notices of shareholders’ meetings may be given by electronic means.

Article 11

A shareholders’ meeting of the Company may be held by video conference or by any other means announced by the central competent authority; provided that the applicable requirements, operating procedures, and other matters to be complied with

shall be handled in accordance with the relevant regulations of the competent securities authority. Where a shareholders' meeting is held by video conference, a shareholder participating by video conference shall be deemed to have attended the meeting in person.

The proceedings of shareholders' meetings shall be conducted in accordance with the "Rules of Procedure for Shareholders' Meetings" adopted by the Company.

Article 12

Where a shareholders' meeting is convened by the Board of Directors, the Chairperson shall chair the meeting. If the Chairperson is on leave or is unable to exercise his or her powers and duties for any reason, a proxy shall be designated in accordance with Article 208 of the Company Act. Where a shareholders' meeting is convened by a person having the right to convene such meeting other than the Board of Directors, such convening person shall chair the meeting; if there are two or more convening persons, they shall elect one from among themselves to chair the meeting.

Article 13

A shareholder who is unable to attend a shareholders' meeting for any reason may appoint a proxy to attend the meeting by executing a proxy form issued by the Company, specifying the scope of authorization, and signing or affixing his or her seal thereto. The appointment of proxies by shareholders of the Company to attend shareholders' meetings shall be handled in accordance with applicable laws and regulations.

Article 14

Each share held by a shareholder of the Company shall carry one voting right, except for shares subject to restrictions on voting rights or shares without voting rights under Article 179 of the Company Act.

When the Company convenes a shareholders' meeting, electronic voting shall be listed as one of the methods for exercising voting rights, and the method of exercise shall be handled in accordance with the Company Act and the regulations of the competent authority.

Article 15

Unless otherwise provided for in the Company Act, the shareholders' meeting shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Article 16

Matters resolved at a shareholders' meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chair. The preparation and distribution of the meeting minutes shall be handled in accordance with Article 183 of the Company Act.

Chapter 4 Directors

Article 17

The Company shall have 5 to 11 Directors to be elected at the shareholder's meeting from among the individuals of legal capacity, with the term of three years. All Directors shall be eligible for re-election. If no election is held upon expiration of the directors' term of office, their term shall be extended until the newly elected directors assume office.

The candidate nomination system shall be adopted for the election of directors, and the shareholders' meeting shall elect directors from among the nominees listed in the roster of director candidates. Among the foregoing number of directors, the Company shall have no fewer than three independent directors, who shall constitute no less than one-third of all director seats.

The professional qualifications, shareholding, concurrent-position restrictions, determination of independence, nomination, election procedures, and other matters to be complied with in respect of independent directors shall be handled in accordance with the regulations of the competent securities authority.

The Company may establish an Audit Committee in accordance with applicable laws and regulations and prescribe rules governing the exercise of its powers and duties. The Board of Directors may establish a Remuneration Committee or other functional committees in accordance with applicable laws and regulations or business needs. The

establishment and powers of such committees shall be handled in accordance with the regulations prescribed by the competent authority and separately determined by the Board of Directors.

Article 18

The Directors shall constitute the Board of Directors and shall elect one Chairperson of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors. The Chairperson shall externally represent the Company.

Article 19

Unless otherwise provided by the Company Act, a resolution of the Board of Directors shall be adopted by the approval of a majority of the directors present at a meeting attended by a majority of all directors. Unless otherwise provided by the Company Act, a meeting of the Board of Directors shall be convened by the Chairperson, and each director and supervisor shall be notified of the reasons for convening the meeting at least seven days in advance; provided, however, that a meeting may be convened at any time in the event of an emergency.

Notice of a meeting of the Board of Directors shall be given in accordance with Article 204 of the Company Act and may be made in writing, by electronic mail, or by facsimile.

Article 20

A meeting of the Board of Directors shall be chaired by the Chairperson of the Company. In case the Chairperson of the Board of Directors is on leave or absent or can not exercise his or her power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

A meeting of the Board of Directors may be held by video conference. A director participating in a meeting by video conference shall be deemed to have attended the meeting in person.

A director who is unable to attend a meeting of the Board of Directors for any reason may appoint another director as proxy to attend the meeting by issuing a written proxy for each meeting and specifying the scope of authorization; provided, however, that each director may accept the appointment of only one other director. If the Company

has independent directors, an independent director shall attend in person or appoint another independent director as proxy to attend.

Article 21

The remuneration of the directors is authorized to be determined by the Board of Directors based on each director's degree of participation in the Company's operations and the value of his or her contribution, with reference to the customary standards of peer companies.

Following the establishment of the Remuneration Committee, the remuneration of directors and managerial officers shall be submitted by the Remuneration Committee to the Board of Directors for discussion based on its recommendations.

During the directors' terms of office, the Company may purchase liability insurance for them with respect to liabilities they may incur under applicable laws in performing their duties.

Chapter 5 Managerial Officials

Article 22

The Company may have one or more managerial officers. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 23

The fiscal year of the Company shall commence on January 1 and end on December 31 of each year. After the close of each fiscal year, a report on operations, financial statements and proposals concerning appropriation of net profits or making up losses shall be prepared by the Board of Directors, and shall be submitted to the regular meeting of shareholders for acceptance.

Article 24

If there is profit at the end of each fiscal year, no less than 2% of profit of the current year distributable as employees' remuneration shall be appropriated (among which no less than 20% shall be allocated as remuneration to rank-and-file employees), and no

more than 2% as directors' remuneration shall be appropriated. Provided, however, the Company's accumulated losses shall have been covered first.

Employee remuneration, whether distributed in shares or in cash, shall be made pursuant to a resolution adopted by a majority vote at a meeting of the Board of Directors attended by at least two-thirds of all directors, and shall be reported to the shareholders' meeting.

The employee remuneration referred to in the preceding paragraph may be distributed in cash or shares, and the recipients may include employees of parents or subsidiaries of the company who meet certain criteria prescribed by the Board of Directors.

Article 25

If the Company has earnings upon final settlement of its annual accounts, it shall first pay taxes and offset accumulated losses, then set aside 10% of the remaining amount as legal reserve, unless the legal reserve has reached the total paid-in capital of the Company. The Company shall then set aside or reverse a special reserve in accordance with applicable laws and regulations or requirements of the competent authority. Any remaining earnings, together with accumulated undistributed earnings, may be distributed as dividends to shareholders. The Board of Directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for resolution on the distribution of shareholder dividends.

Article 26

In formulating its dividend policy, the Company shall take into consideration its current and future development plans, investment environment, funding requirements, domestic and international competitive conditions, and shareholders' interests. Each year, the Company shall allocate no less than 10% of its distributable earnings for distribution as shareholder dividends, which may be paid in cash or shares; provided, however, that this restriction shall not apply if the Board of Directors resolves not to make a distribution and such resolution is approved by the shareholders' meeting. To maintain a balanced and stable dividend policy, cash dividends shall account for no less than 10% of the total dividends distributed, unless the Board of Directors resolves not to distribute cash dividends and such resolution is approved by the shareholders' meeting.

Chapter 7 Supplementary Provisions

Article 27

In regard to all matters not provided for in these Articles of Incorporation, the Company Act and the applicable laws and regulations shall govern.

Article 28

These Articles of Incorporation are agreed to and signed on November 25, 2020, the first Amendment on March 16, 2021, the second Amendment on April 26, 2021, the third Amendment on March 23, 2022, the fourth Amendment on June 19, 2024, the fifth Amendment on May 20, 2025, the sixth Amendment on May 22, 2026.