

## Chapter 1 General Provisions

### Article 1:

The Company was incorporated as required by the Company Act under the name of 邦特生物科技股份有限公司 (English: **BIOTEQUE CORPORATION**).

### Article 2:

The Company's scope of operation is as follows:

1. CF01011 Medical devices manufacturing
2. F108031 Medical devices wholesale
3. F208031 Medical devices retailing
4. ZZ99999 operations not prohibited or restricted by law besides the said approved ones

### Article 2-1:

As is needed for business, the Company may undertake externally that it operates in accordance with its endorsement or guarantee guidelines.

### Article 2-2:

The Company may not serve as an unlimited liability shareholder or partner of another company and, if serving as a limited liability shareholder of another company, may not have an overall re-investment value exceeding the limit of 40% of the paid-in capital size for re-investments as stated under Article 13 of the Company Act. For external reinvestment matters, the Board of Directors is authorized to make a decision.

### Article 3:

The main office of the Company is located in Taipei City and a branch office may be established domestically or internationally as decided by the Board of Directors if necessary.

### Article 4:

Announcements made by the Company are based on the requirements in Article 28 of the Company Act.

## Chapter 2 Shares

### Article 5:

The overall capital size of the Company is set at NT\$1.2 billion and consists of 120 million shares. Each share is worth NT\$10. All were issued in separate batches.

### Article 6:

Treasury stock bought back by the Company may be assigned to its employees at a price below the actual mean buy-back price. However, approval from two-thirds of the shareholders with voting rights that attended the latest shareholders' meeting and represented a majority of circulated shares shall be obtained before it is enforced according to applicable laws and regulations.

### Article 7:

The Corporation may issue shares without printing share certificates. This shall apply to the other securities offered by the Company. They, however, shall be registered with a centralized securities depository. Upon issuance of new shares through capital increase in cash, no less

than 10% of the new shares issued shall be retained to be subscribed to by employees of the Company. This does not apply, however, if the Company assigns earnings, reserves, or appreciated assets to technicians or existing shareholders.

Article 8:

Name change and transfer of shares may not take place for the 60 days prior to the general shareholders' meeting, for the 30 days prior to the special shareholders' meeting, or for the 5 days prior to the base date for the Company to decide its dividends and bonuses or other benefits. The durations indicated in the preceding paragraph shall be calculated starting from the date of meeting or the base date.

Article 8-1:

Shareholders shall submit the seal style to the Company for the record. When shareholders claim their dividend or exercise their right in writing in the future, the seal in the record of the Company shall be followed. The assignment, give-away, setup and dismissal of pledges, loss, damage, or other services associated with the shares will be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies and applicable regulatory requirements of the competent authority.

### Chapter 3 Shareholders' Meeting

Article 9:

The Company's shareholders' meetings can be general or special. A general meeting is held once a year by the Board of Directors as required by law within six months after a fiscal year ends. Special general meetings can be convened where necessary as required by law.

The Company may convene shareholder meetings by way of video conference or using other methods announced by the central authority. However, in the event of natural disaster or force majeure, the Company may, subject to announcement by the central authority, convene meetings by way of video conference or using other methods announced by the central authority within a given period without conformity to the Articles of Incorporation.

If a shareholder meeting is convened by way of video conference, shareholders who participate in the meeting using video conferencing are considered to have attended the meeting in person. The above two Paragraphs exclude circumstances where the securities authority has regulated otherwise.

Article 9-1:

The President of the Company shall chair the shareholders' meeting. When the Chairman is absent, he/she shall assign someone else to act on his/her behalf. If not assigned, one director will be elected to act on his/her behalf. If the shareholders' meeting is called for by someone outside the Board of Directors, the said someone shall chair the meeting. When there are more than two people calling for the meeting, one of them shall act as the chairman

Article 10:

When shareholders are unable to attend a shareholders' meeting, they may issue an authorization letter that is prepared by the Company specifying the scope of authorization and have someone attend it on their behalf. For regulations on the proxies, besides the requirements in Article 177 of the Company Act, those in the Regulations Governing the Use

of Proxies for Attendance at Shareholders' Meetings of Public Companies promulgated by the competent authority shall be followed.

Article 11:

The shareholders of the Company are entitled to one vote per share. The Company, however, has no voting rights despite the shares owned in the Company as required by law.

Article 12:

Decisions made in shareholders' meetings, unless specified otherwise in applicable laws, shall be supported by a majority of the shareholders attending the meeting. There shall be a majority of shareholders attending the meeting. Decisions made in a shareholder's meeting shall be documented in the meeting minutes specifying the date and venue of the meeting, the number of shareholders having attended the meeting, the number of shares represented, the number of votes involved, the name of the chairman, decisions made, and decision-making approach and it shall be signed or sealed by the chairman of the shareholders' meeting. Such meeting minutes, along with the book of attendance signed by shareholders and the authorization letters presented by representatives, shall be kept by the Board of Directors of the Company. The meeting minutes shall be handed out to respective shareholders within 20 days after the meeting. The distribution of meeting minutes shall be based on the requirements in Article 183 of the Company Act.

## Chapter 4 Board Directors

Article 13:

The Company has twelve to fifteen directors. The Company shall adopt a nomination system, with candidates elected from a roster in shareholders' meetings and with a tenure of three years. The number of Directors shall be set by the Board of Directors. Directors may be re-elected and serve multiple terms. The combined shareholding ratio of all directors shall be based on the requirements of the securities governing authority.

Among the directors in the foregoing paragraph, the number of independent directors may not be less than 3 and may not be less than one-fifth of the total number of directors.

Relevant matters pertaining to the acceptance method and announcement of candidate nominations shall be implemented in accordance with the Company Act, the Securities and Exchange Act, and relevant laws and regulations. Independent directors and non-independent directors shall be elected together, but in separately calculated numbersArticle

Article 13-1:

In the event that there are more than one-third of openings for directors are dismissed, the Board of Directors shall call for a special shareholders' meeting within 60 days for a by-election, with the tenure being the remainder of the existing one. In the event that a re-election is held prior to expiration of the current term of directors, the elected candidates' elected status shall be voided if they assign more than one-half of the shares they held in the Company prior to inauguration or within the period where transfer of shares shall be stopped prior to the shareholders' meeting.

Article 14:

The Board of Directors is formed by the directors, and the Chairman and the Vice Chairman, one each, are elected by a majority of the attending directors. There shall be more than two-thirds of the directors attending the Board of Directors meeting. The Chairman represents the Company externally.

Article 14-1:

The powers and authorities of the Board of Directors are as follows:

1. To stipulate the operation method, review the operation plan, and supervise the implementation
2. To assign and dismiss the Company's General Manager, Vice General Manager, and managers
3. To prepare and revise important articles and the Articles of Incorporation
4. To set up and recall branches
5. To call for a shareholders' meeting
6. To exercise other functions specified by the Company Act and assigned through the shareholders' meeting

Article 14-2:

The Company may purchase liability insurance for its directors within their tenure that covers the scope of their operation and the Board of Directors may be authorized to take care of the matter.

Article 14-3:

Regarding the remunerations for the Chairman, directors, supervisors, the Board of Directors is authorized to make a decision taking into consideration their involvement in and contributions to the Company's operation with reference to the common practice in the industry.

Article 14-4:

The meeting notice from the Company's Board of Directors can be issued in writing, email, or be faxed.

Article 14-5:

The Company shall assemble an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall consist of the entire independent directors, and have no fewer than three members; one of whom will serve as the convener and at least one of whom must possess expertise in accounting or finance. The Audit Committee and members thereof are responsible for performing the duties of supervisors stated in The Company Act, Securities and Exchange Act, and other relevant regulations.

Article 15:

The President of the Company shall be the chairperson of the Board of Directors. If the Chairman is on leave or cannot exercise his/her power for some reason, his/her designee may do so on his/her behalf as required by Article 208 of the Company Act. In case a

Director is absent, he/she shall execute a power of attorney specifying the scope of authorization in order to appoint another director as a representative to attend the meeting on his/her behalf. The representative shall accept the appointment of one director only.

Article 16:  
(Delete)

Article 16-1:  
(Delete)

## Chapter 5 Managers

Article 17:  
The Company may appoint one general manager and several vice general managers. The assignment, dismissal, and rewards of a general manager and vice general managers shall follow the requirements in Article 29 of the Company Act.

## Chapter 6 Accounting

Article 18:  
The Company shall have the Board of Directors to prepare respective documents at the end of each fiscal year, including the (1) Business Report, (2) Financial Statement, and (3) Proposal on Distribution of Earnings or Makeup of Deficits, and send them to the Audit Committee at least 30 days prior to the shareholders' meeting to be inspected and reviewed then submit them to the shareholders' meeting for recognitions.

Article 19:  
The distribution of dividends to shareholders is limited to shareholders on the roster of shareholders five days prior to the base date for distribution of dividends and bonuses.

Article 20:  
If the final annual accounts of the Company show a net profit for a given year, the Company shall first appropriate no less than 5% of its earnings as remunerations to its employees and no more than 1.6% of its earning as remunerations to the directors. However, the Company shall first appropriate the loss carried forward for write-off, if applicable. The distribution of Director and employee remuneration shall be undertaken by a special resolution adopted by a majority vote at a Board meeting, then submitted to shareholders meetings for recognition.

Article 20-1:  
The Company shall, after its losses have been covered and all taxes and dues have been paid and at the time of allocating surplus profits, first set aside ten percent of such profits as a legal reserve. However when the legal reserve amounts to the authorized capital, this shall not apply. Secondly, special surplus reserves shall be set aside pursuant to relevant laws and regulations enacted by the competent authority. If there are surplus profits remaining, at least 20% shall be allocated for distribution of shareholder dividends. The Board of Directors draft a dividend distribution proposal and submit it to the shareholders meeting for

resolution, in which cash dividends should make up at least 20% or more.

All or part of the distribution of dividends and bonuses or capital reserves shall be made in cash. Distribution of dividends shall be undertaken by a resolution adopted by a majority vote at a Board meeting attended by at least two-thirds of the total number of directors, and a report of such distribution shall be submitted to the shareholders' meeting.

Because the industry the Company is involved in is undergoing a steady period of growth, the conditions, amount, and type of dividends mentioned in the preceding articles can be adjusted in response to the shifting market conditions and industry changes, and considering the company's sustainable development and capital needs.

## Chapter 7 Supplementary Provisions

Article 21:

For matters not specified herein, the requirements of the Company Act shall apply.

Article 21-1:

(Delete)

When the Board of Directors makes a decision over the distribution of dividends, if the closing price of the Company's common stock a day before on the securities market is below its denomination, cash may be distributed for all or part of the stock.

Article 22:

These Articles of Incorporation were prepared on November 7, 1991;

Amended for the first time on March 1, 1993;

Amended for the second time on June 1, 1993;

Amended for the third time on October 12, 1994;

Amended for the fourth time on December 10, 1994;

Amended for the fifth time on December 10, 1994;

Amended for the sixth time on December 8, 1996;

Amended for the seventh time on January 8, 1997;

Amended for the eighth time on June 5, 1998;

Amended for the ninth time on June 25, 1998;

Amended for the tenth time on February 1, 1999;

Amended for the eleventh time on June 10, 1999;

Amended for the twelfth time on May 16, 2001;

Amended for the thirteenth time on October 31, 2001;

Amended for the fourteenth time on December 24, 2001;

Amended for the fifteenth time on June 27, 2002;

Amended for the sixteenth time on May 18, 2004;

Amended for the seventeenth time on June 1, 2006;

Amended for the eighteenth time on June 12, 2008;

Amended for the nineteenth time on June 22, 2009;

Amended for the twentieth time on June 15, 2010;  
Amended for the twenty-first time on June 24, 2011;  
Amended for the twenty-second time on June 15, 2012;  
Amended for the twenty-third time on May 13, 2015;  
Amended for the twenty-fourth time on May 12, 2016;  
Amended for the twenty-fifth time on June 22, 2017;  
  
Amended for the Twenty-sixth time on July 30, 2021  
  
Twenty-seventh time on June 15, 2022

