

**CH BIOTECH R&D CO., LTD.**  
**ARTICLES OF INCORPORATION**

**Chapter I General Provisions**

Article 1 The Company shall be incorporated under the Company Act, and its name shall be "CH BIOTECH R&D CO., LTD." as the official English name.

Article 2 The scope of business of the Company shall be as follows:  
Research, design, develop and distribute:

1. Fertilizer
2. Plant growth regulator

Classification of business items and codes of the business scope above:

- 01 F107050 Wholesale of Manure
- 02 F207050 Retail Sale of Manure
- 03 IG02010 Research Development Service
- 04 IG01010 Biotechnology Services
- 05 A101011 Seedling

The following items are granted outside the science park:

- 06 C801110 Fertilizer Manufacturing
- 07 C802070 Agro-pesticide Manufacturing
- 08 F102040 Wholesale of Nonalcoholic Beverages
- 09 F102050 Wholesale of Tea
- 10 F107040 Wholesale of Insecticides
- 11 F107200 Wholesale of Chemistry Raw Material
- 12 F203010 Retail sale of Food and Grocery
- 13 F207040 Retail Sale of Insecticides
- 14 F207200 Retail Sale of Chemistry Raw Material
- 15 F299990 Retail Sale of Other Retail Trade Not Elsewhere Classified
- 16 F401010 International Trade
- 17 F501990 Other Eating and Drinking Places Not Elsewhere Classified
- 18 I101070 Agriculture, Forestry, Fishing and Animal Husbandry Consultancy
- 19 I103060 Management Consulting Services
- 20 I199990 Other Consultancy
- 21 JE01010 Rental and Leasing Business
- 22 J101030 Waste Disposal
- 23 J101040 Waste Collecting
- 24 J101080 Resource Recycling
- 25 J101090 Waste Disposal
- 26 F199010 Wholesale of Recycling Materials
- 27 J101990 Other Environmental Sanitation and Pollution Prevention Service
- 28 ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company may act as a guarantor as may be necessary for the business of the Company. Matters regarding guarantee and endorsement shall proceed pursuant to the rules of Management of Endorsements and Guarantees of the Company.

Article 4 The Company has established its head office in Central Taiwan Science Park located in Nantou County. The Company may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch office(s) within or outside the territory of the Republic of China ("ROC" or "Taiwan") when deemed necessary.

Article 5 The Company is exempt from the restriction under Article 13 of the Company Act that the total amount of reinvestment made by a company in other companies shall not exceed forty (40) percent of the amount of its paid-in capital.

Article 6 Public announcements of the Company shall be made according to Article 28 of the Company Act.

## **Chapter II Capital Stock**

Article 7 The total authorized capital stock of the Company shall be in the amount of NT\$1,500,000,000, divided into 150,000,000 shares as common stock, at par value of NT\$10 each. Unissued shares among which will be issued in installments by the Board of Directors with the authority delegated.

Article 8 The share certificates of the Company shall all be name-bearing share certificates, signed by the director representing the company or have their seals affixed, and issued after being certified according to the law.

When the Company is issuing new shares, the Company may print a consolidated share certificate representing the total number of shares issued at the same issuance or be exempted from printing share certificates for the shares issued.

Share certificates and shares issued under the preceding Paragraph shall be placed under the custody and registered, respectively, with the securities depository and clearing institute. The Company may exchange all shares for securities with a greater par value when requested by the securities depository and clearing institute.

Article 9 Administration matters relating to the shareholders' services shall be proceed pursuant to the Company Act and the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.

Article 10 The registration of transfer of shares of the Company shall be suspended for a period of sixty (60) days before the convening of an annual meeting of shareholders, thirty (30) days before an interim shareholders meeting, or five (5) days before the date on which dividends, bonus, or other interests are scheduled to be paid by the Company.

The periods specified in the preceding two Paragraphs shall commence from the applicable convening date of shareholders' meeting or from the applicable record date, as the case may be.

Article 10-1 Employees of parent company or subsidiary meeting certain specific requirements are

included to be entitled to receive treasury stock purchased by the Company.  
Employees of parent company or subsidiary meeting certain specific requirements are included to be entitled to receive share subscription warrant of the Company.  
Employees of parent company or subsidiary meeting certain specific requirements are included to be entitled to receive new shares issued by the Company.  
Employees of parent company or subsidiary meeting certain specific requirements are included to be entitled to receive restricted stock.

### **Chapter III Shareholders' Meetings**

- Article 11 Meetings of shareholders of the Company are of two types: (1) annual meetings, and (2) interim meetings. Annual meetings shall be held at least once every year within six (6) months after the close of each fiscal year and shall be convened by the Board of Directors according to laws and regulations. Interim meetings shall be convened whenever necessary according to laws and regulations.  
The resolution of the board of directors is to convene the shareholder's meeting which should be carried out in physical meeting and virtual meeting in accordance with "Regulations Governing the Administration of Shareholder Services of Public Companies" of competent authority.  
Notices for convening a shareholders' meeting, setting forth the date, place and agenda, shall be delivered to all shareholders thirty (30) days in advance in the case of annual shareholders meetings and fifteen (15) days in advance in the case of interim shareholders meetings.
- Article 12 In case a shareholder is unable to attend a meeting, he may issue a proxy in the form printed by the Company, setting forth the scope of authorization delegated, to appoint a proxy to attend the meeting.  
Unless otherwise provided by applicable laws and regulations, a proxy statement shall be issued and a proxy shall be appointed in accordance with the Rules Governing the Use of Proxy for Attendance at Shareholder Meetings of Public Companies.  
The voting power at a shareholders' meeting may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the voting power shall be in accordance with applicable laws and regulations.
- Article 13 Unless otherwise provided by applicable laws and regulations, the shareholders of the Company shall have one (1) vote per share.
- Article 14 Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act or the company's regulations, be adopted by a majority vote of the shareholders present or their representatives, who represent more than one-half of the total number of voting shares.

### **Chapter IV Directors and Audit Committee**

- Article 15 The Company shall have seven (7) to eleven (11) Directors, with the term of three (3) years, to be elected at the meeting of shareholders from among the individuals of legal capacity. All Directors are to be eligible for re-election. According to Article 192-1 of the Company Act, a candidate nomination system is adopted by the Company for

election of the Directors of the Company; and the shareholders shall elect the Directors from among the nominees listed in the roster of Director candidates. The total number of registered shares held by all Directors as a percentage of the total issued and outstanding shares of the Company shall meet the minimum requirements under the Rules and Review Procedures for Director and Supervisor Ownership Ratios at Public Companies. The Company may, upon the resolution adopted by the Board of Directors, obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship.

Article 15-1 The Company establishes an Audit Committee pursuant to Article 14-4 of Securities Exchange Act, which shall be formed by all independent directors. The Audit Committee or member of it are in charge of implementing supervisor's duty stated in Company Act, Securities Exchange Act and other regulations. The system of supervisors shall be abolished since the establishment of Audit Committee.

Article 16 The Company shall have at least three (3) Independent Directors who constitute not less than one-fifth of the total number of the all Directors.  
The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, powers execution and other compliance matters with respect to independent directors shall be implemented according to the Securities and Exchange Act and relevant regulations thereof.

Article 17 The board of directors shall be constituted by Directors. Directors shall elect, with the concurrence of a majority of the Directors present at a meeting attended by at least two-thirds of the Directors, from among themselves a Chairman of the board of directors who shall externally represent the Company. A Vice Chairman may be elected as required by the Company's business.

Article 18 In case the Chairman is unable to attend the meeting for any reason, he shall be represented by a proxy appointed in accordance with Article 208 of the Company Act. Notices for convening a meeting of the Board of Directors, setting forth the agenda of the meeting, shall be delivered to each Director no later than seven (7) days prior to the meeting. However, in the case of an emergency, a meeting of the Board of Directors may be convened at any time. Notices referred to in the preceding Paragraph can be in writing, e-mails or by facsimile.

Article 19 In case a director is unable to be present due to any reason and appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only.

In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20 In the event that a litigious or non-litigious demand, claim or other action is made or initiated by any third party against any Director duly elected by the Company due to performance of his functional duties, the Company shall settle such matter at the expense of the Company, no matter whether his office term has expired or not. The Company shall further indemnify said Director for and against any damages, losses or expenses suffered/incurred by him, unless the Director is found to have violated relevant laws or regulations, or these Articles of Incorporation, or any resolution adopted by the shareholders' meeting or the Board of Directors meeting, or to have committed any intentional act or gross negligence while performing such functional duties.

Article 21 When one-third or more of the Directors are vacated, the Board of Directors shall, within thirty (60) days, convene an interim shareholders meeting to elect Directors to fill the vacancies for the remaining term of their predecessors.

Article 22 The Board of Directors is authorized to determine the remuneration of Directors of the Company in consideration of their involvement in the operations of the Company and the value of their contributions, with reference to the standards generally adopted by the enterprises of same industry.  
The remuneration for independent directors may be at a different level within a reasonable range from remuneration for directors

Article 23 Deleted

#### **Chapter V Managers**

Article 24 The Company may appoint managers. The appointment, discharge and remuneration of managerial officers of the Company shall be decided in pursuant to Article 29 of the Company Act.

#### **Chapter VI Accounting**

Article 25 After the close of each fiscal year, the following reports shall be prepared by the meeting of the Board of Directors, delivered to the Audit Committee for audit thirty (30) days before the annual shareholders' meeting, and be submitted to the annual meeting of shareholders for acceptance:

1. Report on operations.
2. Financial statements.
3. Proposal concerning appropriation of net profits or making up losses.

Article 26 If there is surplus profit in one fiscal year, the company shall allocate three (3) to ten (10) percent as remuneration for employees and no more than five (5) percent as remuneration for directors. However, the company shall first cover accumulated losses if there is any.

Remuneration for employees shall be in the form of shares or cash, and the resolution may be adopted by two-third of the voting rights exercised by the directors present at the board meeting who represent a majority of the board. The decision shall be reported

to the shareholders' meeting.

As for qualification requirements of employees, including employees of parent company or subsidiary, for receiving shares or cash as remuneration stated in the preceding paragraph, the Board would be authorized to determine such qualification.

Article 27 The Company's surplus earning distribution or loss off-setting may be proposed at the close of each half fiscal year.

If there is any surplus after the settlement of the previous half fiscal year, the Company shall estimate and reserve the amount for the taxes to be paid, accumulated losses to be made up according to law, and remuneration for employees and directors, and allocate a reserve of ten (10) percent as legal reserve. However, if the accumulated legal reserve has reached the Company's total capital, it is not subject to this limitation. The appropriation or reversal of special reserve may then be made in accordance with laws or regulations announced by the competent authorities.

If there is any surplus after the annual final settlement of the fiscal year, the Company shall pay up taxes and make up the accumulated losses first before setting aside ten (10) percent of the surplus as legal reserve. However, if the accumulated legal reserve has reached the Company's total capital, it is not subject to this limitation. The appropriation or reversal of special reserve may then be made in accordance with laws or regulations announced by the competent authorities.

In accordance with the procedures stipulated in Paragraphs 2 and 3, if there is any remaining surplus, the Board of Directors shall propose the distribution of the remaining balance, along with the accumulated undistributed surplus of the prior period, through the issuance of new shares to the Shareholders' Meeting for resolution before conducting such distribution.

Should the distribution be conducted in cash, the Board of Directors is authorized to do so after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors and shall report to the Shareholders' Meeting.

Pursuant to Article 241 of the Company Act, when distributing legal reserve and capital reserve, in whole or in part, through the issuance of new shares or by cash, to shareholders in proportion to their original shares, the Company shall resolve to conduct the distribution in accordance with the aforementioned method.

Looking forward to the future, the Company will, in response to its environment and growth stage, grounded on capital expenditure, business expansion needs, and sound financial planning for sustainable development, perform a dividend policy according to its future capital expenditure budget and fund need, appropriating no less than 10% of the foresaid surplus to shareholders as dividends, and among the bonus to be distributed to shareholders, the proportion of cash dividends to be distributed shall not be less than 10% of the total bonus for shareholders.

However, to maintain earnings per share and to consider the influence of stock dividends on the Company's operating performance, it shall be proposed to the Board of Directors to appropriately adjust the amount and proportion of dividends if EPS

declines by more than 20% than that of the previous year.

Article 28 For those matters not provided for in these Articles of Incorporation, the Company Act and other related regulations shall govern.

Article 29 This This Articles of Incorporation was enacted on November 22, 2013.  
The first amendment to Articles of Incorporation was made on December 16, 2013.  
The second amendment to Articles of Incorporation was made on December 17, 2013.  
The third amendment to Articles of Incorporation was made on September 18, 2014.  
The fourth amendment to Articles of Incorporation was made on October 15, 2014.  
The fifth amendment to Articles of Incorporation was made on July 10, 2015.  
The sixth amendment to Articles of Incorporation was made on May 13, 2016.  
The seventh amendment to Articles of Incorporation was made on August 17, 2017.  
The eighth amendment to Articles of Incorporation was made on June 5, 2018.  
The ninth amendment to Articles of Incorporation was made on December 11, 2018.  
The tenth amendment to Articles of Incorporation was made on May 21, 2019.  
The eleventh amendment to Articles of Incorporation was made on May 27, 2020.  
The twelfth amendment to Articles of Incorporation was made on July 6, 2021.  
The thirteenth amendment to Articles of Incorporation was made on June 8, 2022.  
The fourteenth amendment to Articles of Incorporation was made on May 24, 2023.

CH BIOTECH R&D CO., LTD.

Chairman: Cheng-Pang Wu