

大江生醫股份有限公司章程

TCI Co., Ltd.

Articles of Incorporation

第一章 總則

Chapter I General Provisions

第一條：本公司依照公司法規定組織之，定名為大江生醫股份有限公司，英文名稱定為 TCI Co.,Ltd.。

Article 1 The Company shall be incorporated as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 大江生醫股份有限公司 in the Chinese language, and TCI Co., Ltd. in the English language.

第二條：本公司所營事業如下：

- 一、C104010 糖果製造業。
- 二、C110010 飲料製造業。
- 三、C199990 未分類其他食品製造業。
- 四、C307010 服飾品製造業。
- 五、C802100 化粧品製造業。
- 六、CH01040 玩具製造業。
- 七、CN01010 家具及裝設品製造業。
- 八、F102040 飲料批發業。
- 九、F102170 食品什貨批發業。
- 十、F108040 化粧品批發業。
- 十一、 F203010 食品什貨、飲料零售業。
- 十二、 F208040 化粧品零售業。
- 十三、 F401010 國際貿易業。
- 十四、 F113010 機械批發業。
- 十五、 F213080 機械器具零售業
- 十六、 F113990 其他機械器具批發業
- 十七、 F213990 其他機械器具零售業
- 十八、 CE01990 其他光學及精密器械製造業
- 十九、 F113030 精密儀器批發業。
- 二十、 F213040 精密儀器零售業。
- 二十一、 CE01010 一般儀器製造業。
- 二十二、 E601010 電器承裝業
- 二十三、 IG03010 能源技術服務業
- 二十四、 D101060 再生能源自用發電設備業
- 二十五、 A101011 種苗業

- 二十六、 A101020 農作物栽培業二
- 二十七、 A101030 特用作物栽培業二
- 二十八、 A101040 食用菌菇類栽培業二
- 二十九、 A102050 作物栽培服務業三
- 三十、 A102060 糧商業
- 三十一、 A201010 造林業
- 三十二、 A301030 水產養殖業
- 三十三、 C201010 飼料製造業
- 三十四、 C201020 寵物食品製造業
- 三十五、 C801110 肥料製造業
- 三十六、 F101050 水產品批發業
- 三十七、 F101990 其他農、畜、水產品批發業
- 三十八、 F103010 飼料批發業
- 三十九、 F106060 寵物食品及其用品批發業
- 四十、 F107050 肥料批發業
- 四十一、 F201010 農產品零售業
- 四十二、 F201030 水產品零售業
- 四十三、 F201990 其他農畜水產品零售業
- 四十四、 F202010 飼料零售業
- 四十五、 F206050 寵物食品及其用品零售業
- 四十六、 F207050 肥料零售業
- 四十七、 F207050 Retail Sale of Manure
- 四十八、 ZZ99999 除許可業務外，得經營法令非禁止或限制之業務。

Article 2

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

1. C104010 Sugar Confectionery and Bakery Product Manufacturing
2. C110010 Beverage Manufacturing
3. C199990 Other Food Manufacturing Not Elsewhere Classified
4. C307010 Apparel, Clothing Accessories and Other Textile Product Manufacturing
5. C802100 Cosmetics Manufacturing
6. CH01040 Toys Manufacturing
7. CN01010 Furniture and Fixtures Manufacturing
8. F102040 Wholesale of Nonalcoholic Beverages
9. F102170 Wholesale of Food and Grocery
10. F108040 Wholesale of Cosmetics

11. F203010 Retail sale of Food and Grocery
12. F208040 Retail Sale of Cosmetics
13. F401010 International Trade
14. F113010 Wholesale of Machinery
15. F213080 Retail Sale of Machinery and Equipment
16. F113990 Wholesale of Other Machinery and Equipment
17. F213990 Retail Sale of Other Machinery and Equipment
18. CE01990 Other Photographic and Optical Instruments Manufacturing
19. F113030 Wholesale of Precision Instruments
20. F213040 Retail Sale of Precision Instruments
21. CE01010 Precision Instruments Manufacturing
22. E601010 Electric Appliance Construction
23. IG03010 Energy Technical Services
24. D101060 Self-usage Power Generation Equipment Utilizing Renewable Energy Industry
25. A101011 Seedling
26. A101020 Food Crops
27. A101030 Special Crops
28. A101040 Edible Fungus and Algae
29. A102050 Crops Cultivation
30. A102060 Grain Commerce
31. A201010 Deforestation
32. A301030 Aquaculture
33. C201010 Prepared Animal Feeds Manufacturing
34. C201020 Pet Food Processing
35. C801110 Fertilizer Manufacturing
36. F101050 Wholesale of Aquatic Products
37. F101990 Wholesale of Other Agricultural, Husbandry and Aquatic Products
38. F103010 Wholesale of Animal Feeds
39. F106060 Wholesale of Pet Food and Appliances
40. F107050 Wholesale of Manure
41. F201010 Retail Sale of Agricultural Products
42. F201030 Retail Sale of Aquatic Products
43. F201990 Retail Sale of Other Agricultural, Husbandry and Aquatic Products
44. F202010 Retail Sale of Animal Feeds

- 45. F206050 Retail of Pet Food and Appliances
- 46. F207050 Retail Sale of Manure
- 47. J101020 Pest Control
- 48. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

第二條之一： 本公司因業務需要，得依本公司背書保證管理辦法之規定辦理背書保證事宜。

Article 2-1 For the needs in business operation, the Company may provide endorsement and guarantee under TCI's Guideline Governing Loaning of Funds and Making of Endorsements and Guarantees.

第 三 條： 本公司設總公司於台北市，必要時經董事會之決議得在國內外設立分公司、辦事處或工廠。

Article 3 The headquarters of the Company is set in Taipei and may set a branches, offices, or factories domestically or overseas if necessary by resolution of the Board of Directors.

第 四 條： 本公司之公告方法依照公司法第廿八條規定辦理。

Article 4 The Company's announcement method shall follow Article 28 of the Company Act.

第 二 章 股 份

Chapter II Shares

第 五 條： 刪除。

Article 5 Deleted.

第 六 條： 本公司資本總額定為新台幣參拾億元整，分為參億股。每股面額新台幣壹拾元整，其中未發行部分，授權董事會分次發行。

前項資本額內保留新台幣壹億元，分為壹千萬股，每股面額壹拾元整，供發行員工認股權憑證行使認股權時使用，得依董事會決議分次發行。

Article 6 The total capital stock shall be in the amount of NT\$3,000,000,000 and is divided into 300,000,000 shares at par value of NT\$10.00 per share. The Board of Directors is authorized to issue those undistributed share in installments. Within the total registered capital, in the amount of NT\$100,000,000, divided into 10,000,000 shares at par value of NT\$10.00 per share, is reserved to be used in issuing employee stock options, and the reserved capital may be issued in installments according to the resolution of Board of

Directors.

第六條之一： 本公司如擬以低於最近期經會計師查核簽證或核閱之財務報告每股淨值或市價發行員工認股權憑證時，依發行人募集與發行有價證券處理準則第五十六條之一規定，應有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上同意行之。並得於股東會決議之日起一年內分次申報辦理。

Article 6-1 In case the Company plans to issue employee stock options at price lower than market price of the net worth per share shown in the latest CPA audited or reviewed financial statements, according to Article 56-1 of the Regulation Governing the Offering and Issuance of Securities by Securities Issuer, the Company shall obtain consent of two-thirds voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares, and may be registered and issued in installments within one year from the day of such shareholders' meeting resolution.

第六條之二： 本公司股份遇有依法得由本公司自行購回情形時，授權董事會依「買回本公司股份管理辦法」規定為之。
依「上市上櫃公司買回本公司股份辦法」第十條之一及「買回本公司股份管理辦法」第十三條規定，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，以低於實際買回股份之平均價格轉讓予員工。

Article 6-2 If allowed under the applicable laws the Company may repurchase the issued shares of the Company, the Board of Directors is authorized to handle it in accordance with “Guidelines Governing Share Repurchase.”

According to Article 10-1 of “Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies” and Article 13 of “Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies”, there shall have consent of two-thirds of voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares. The shares shall be transferred to employee at the price lower than the average repurchased price.

第六條之三： 本公司得依公司法第二六七條第八項發行限制員工權利新股，依發行人募集與發行有價證券處理準則第六十條之二規定，應有代表已發行股份總數三分之二以上股東出席之股東會，以出席股東表決權過半數之同意行之；出席股東之股份總數不足前

項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之，並於股東會決議之日起一年內分次申報辦理。

Article 6-3 The Company may issue new share of restricted stock awards pursuant to paragraph 8, Article 267 of Company Act and according to Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the issuance shall obtain consent of more than half of voting rights represented at a shareholders' meeting attended by shareholders representing more than 2/3 of the total issued shares; in case the total shares of the attending shareholders is less than the above specified, it may be agreed by more than 2/3 of voting rights of attending shareholder of a shareholders' meeting attended by shareholders representing a majority of the total issued shares and shall be filed to execute such issuance within one year after the date of the said shareholder resolution.

第六條之四： 本公司發行新股時承購股份之員工及發行限制員工權利新股之對象，得包括符合一定條件之從屬公司員工。

Article 6-4 The subjects of the Company's issuance of new shares with restricted employee rights shall include employees of affiliated companies who meet certain conditions.

第七條： 本公司股份得免印製股票。倘本公司印製股票時，應依中華民國公司法及其他相關法令之規定辦理。

Article 7 The Company may be exempted from printing physical stocks. When the company prints its share certificate, it shall comply with the provisions of the Company Act of the Republic of China and other relevant laws and regulations.

第八條： 股東名簿記載之變更，除法令另有規定外，自股東常會開會前六十日內，股東臨時會開會前三十日內或公司決定分派股息及紅利或其他利益之基準日前五日內均停止之。

Article 8 Except otherwise provided under applicable laws or regulations, any the record of Shareholders Register shall cease within 60 days before convening of an annual shareholders' meeting, or within 30 days before convening a special shareholders' meeting or within 5 days before the reference day of the Company deciding distribution of share interests, dividend or other benefit.

第八條之一： 本公司股務處理，除法令另有規定外，悉依「公開發行股票公司股務處理準則」辦理。

Article 8-1 Except as otherwise provided by applicable laws or regulations, the handling of shareholders services shall comply with the Regulations Governing the Administration of Shareholders Services of Public Company.

第 三 章 股 東 會

Chapter III Shareholders' Meeting

第 九 條：股東會分常會及臨時會二種。常會每年召開一次，於每會計年度終了後六個月內由董事會依法召開之，臨時會於必要時依法召集之。

Article 9 Shareholders' meetings of the Company are of two types, namely: (1) annual shareholders' meetings and (2) special shareholders' meetings. Annual meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations of the Republic of China.

第九條之一：前條股東會除公司法另有規定外，均由董事會召集之，以董事長為主席，遇有董事長因故無法出席時，依公司法第二百零八條規定由副董事長或董事一人代為主席。

Article 9-1 Except as otherwise provided by Company Act, the shareholders' meetings shall be presided over by the Chairman of the Board of Directors of the Company. In his absence, either the Vice Chairman of the Board of Directors or one of the Directors shall preside in accordance with Article 208 of the Company Act.

第九條之二：股東常會之召集應於三十日前，股東臨時會應於十五日前通知各股東。通知及公告應載明召集事由，其通知經相對人同意者，得以電子方式為之。通知及公告應以中文為之，必要時提供英文譯本。

Article 9-2 Notices shall be sent to all shareholders for the convening of shareholders' meetings, at least thirty (30) days in advance, in case of regular meetings; and at least fifteen (15) days in advance, in case of special meetings. The notice and announcement shall state the reason for the convening. The notice shall be given electronically with the consent of the relative parties. Notices shall be written in Chinese, and English when necessary.

第九條之三：股東會之決議事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。前項議事錄之分發，得以公告為之。議事錄以中文為之，必要時提供英文譯本。

Article 9-3 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The distribution of minutes may be made in public announcement. Minutes shall be made in Chinese and, English when necessary.

第十條：股東因故不能出席股東會時，得出具公司印發之委託書載明授權範圍，簽名或蓋章委託代理人出席。
股東委託出席之辦法，除依公司法第一七七條規定外，悉依主管機關頒佈之「公開發行公司出席股東會使用委託書規則」辦理。

Article 10 Shareholders, unable to attend shareholders' meeting, may provide Shareholder Proxy Form printed by the Company, stating the scope of authorization, signed or affixed with seal and delegated person to attend.

The rules for delegating an agent to attend shareholders' meetings other than complying with the regulations under Article 177 of Company Act, shall be pursuant to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

第十一條：本公司股東每股有一表決權，但有公司法第一七九條規定之無表決權情事者，不在此限。
依主管機關規定，本公司股東亦得以電子方式行使表決權，以電子方式行使表決權之股東視為親自出席，其相關規定悉依法令辦理。

Article 11 Each share of stock shall be entitled to one vote, but this shall not apply in the situation of no voting right under Article 179 of Company Act.

According to regulatory requirements, shareholders may also vote via an electronic voting system, and those doing so shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

第十二條：股東會之決議除公司法另有規定外應有代表已發行股份總數過半數股東之出席，以出席股東表決權過半數之同意行之。
出席股東不足前項定額，而有代表已發行股份總數三分之一以上股東出席，依照公司法一七五條規定辦理之。

Article 12 Except as otherwise provided by Company Act, Resolution of Shareholders' Meeting shall have attendance of shareholders representing more than half of total issued shares and shall have consent of more than half of voting rights of attending shareholders.

If the number of shareholders present is less than the aforementioned quotas, but more than one-third of the total number of issued shares are represented by shareholders present, the Company shall comply with the provisions of Article 175 of the Company Act.

第十二條之一： 本公司公開發行後，如有撤銷公開發行之計畫，除經董事會決議外，應經股東會決議後辦理之。

Article 12-1 After the Company goes public, any revocation of public issuing, shall firstly be approved by the Board of Directors, and then be approved by the shareholders' meeting.

第 四 章

董事及審計委員會

Chapter IV

Directors and Audit Committee

第 十 三 條：

本公司設董事五至九人，任期三年，由股東會就有行為能力之人選任，連選得連任。

董事任期屆滿而不及改選者，延長其執行職務至改選董事就任時為止。

本公司董事之選舉應依照公司法第一九二條之一採用候選人提名制度及證券交易法第二十六條之三規定為之。獨立董事與非獨立董事應一併選舉，分別計算當選名額。

本公司依上市上櫃公司治理實務守則第二十七條第三項之規定設置提名委員會。董事及獨立董事候選人建議參考名單，由提名委員會審查並經董事會議定後，提供股東會選舉。

本公司全體董事合計持股比例，依證券主管機關之規定辦理。

Article 13 The Company shall have five to nine directors with tenure of 3 years. The directors shall be elected from competent shareholders. The directors may be re-elected.

When tenure of a director is expired but without new one elected, the tenure shall be extended to the time a new director is elected.

Election of directors of the Company shall follow the provision under Article 192-1 of Company Act, in candidate nomination system and provision under Article 26-3 of Securities Exchange

Act. Independent Directors and Non-Independent Directors shall be elected together; provided, however, the number of Independent Directors and Non-Independent Directors elected shall be calculated separately.

Pursuant to paragraph 3, Article 27 of Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies the Company has installed a Nomination Committee. The Nomination Committee reviews a Suggested Candidates of Independent and Non-Independent Directors List for approval of the Board of Directors to be the List of Candidates for election of shareholders' meeting.

The total shareholdings of all Directors of the Company shall be in accordance with the regulations of the competent securities authorities.

第十三條之一：

前條董事名額中設置獨立董事，人數不得少於二人，且不得少於董事席次五分之一。有關獨立董事之專業資格、持股、兼職限制、提名與選任方式及其他應遵循事項，依證券主管機關之相關規定。

Article 13-1

The number of independent director among the directors mentioned above shall not be less than two and shall not be less than one-fifth of entire board member. The professional qualification, shareholding, restriction on side line work, manner of nomination and election manner and other items to be complied shall following related provisions of securities competent agency.

第十三條之二：

本公司依據證券交易法第十四條之四設置審計委員會，審計委員會應由全體獨立董事組成。

審計委員會或審計委員會之成員負責執行公司法、證券交易法暨其他法令規定監察人之職權。有關審計委員會之人數、任期、職權、議事規則等事項，以審計委員會組織規程另訂之。

本公司董事會得另設其他功能性委員會，其組織規程由董事會制定之。

Article 13-2

In compliance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors.

The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the Company Act, the Securities and Exchange Act and other relevant regulations. The number, tenure, duties and meeting

regulations of Audit Committee shall be established separately per Audit Committee Organization Charter.

The Board of Directors of the Company may set up other functional committees and the organization and its charter shall be established by the Board of Directors.

第十四條：董事會由董事組織之，由三分之二以上董事之出席及出席董事過半數之同意互推董事長一人，並得於必要時互推副董事長一人，董事長對內為股東會及董事會之主席，對外代表公司。董事會由董事長召集並擔任主席，遇有董事長因故無法出席時，依公司法第二百零八條之規定由副董事長或董事一人代為主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集並擔任主席。董事會之召集，應載明事由，於七日前通知各董事。但有緊急情事時，得隨時召集之。召集之通知，經相對人同意者，得以電子方式為之。董事對於會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事會開會時，董事應親自出席，董事若因故不能出席董事會時，依公司法第二百零五條規定辦理。董事會議事錄，由主席簽名或蓋章，並於會後二十日內分發各董事。

Article 14

The Board of Directors shall be organized with directors and shall be elected by and among directors in a board meeting attended by more the two-third of directors and with consent of more than one-two of attending directors (Vice Chairman shall be elected in the aforementioned method if such election shall be deemed necessary). Chairman of the Board shall be representing the Company externally and internally and shall be the Chairman of Shareholders' Meeting and Board Meeting.

The Board Meeting shall be convened by Chairman of the Board. In the event Chairman of the Board is unable to attend, the Board Meeting shall be convened by Vice Chairman or one of the directors on behalf pursuant to Article 208 of Company Act. The first Board meeting of every term of the newly elected Board of Directors shall be convened by the Director who has received the largest number of votes after such new election.

The Board of Directors shall be convened by the Chairman of the Board of Directors, upon written notice mailed to all the other

Directors, at least seven days, unless in case of urgent circumstances, prior to the date of the meeting, specifying the date and place of the meeting and its agenda. With the consent of the directors, the board meeting notice may be made electronically.

A director having individual interest in the item discussed in a board meeting, the director shall explain material content of the individual interest.

Directors shall attend each board meeting in person; in case a director is unable to attend in person, it shall be handled pursuant to Article 205 of Company Act.

Minutes of Board Meeting shall be affixed with signature or seal of Chairman of the meeting and shall be distributed to each director within 20 days after the meeting.

第十五條： 董事長請假或因故不能行使職權時，其代理依公司法第二百零八條規定辦理。

Article 15 In case of the Chairman's personal leave or other causes preventing him/her from performing its duty, the deputy shall be arranged pursuant to Article 208 of Company Act.

第十五條之一： 董事缺額達三分之一全體解任時，董事會應依公司法第二百零一條規定期限內召開股東臨時會補選之，其任期以補原任之期限為限。

Article 15-1 In the case that vacancies on the Board of Directors exceed, for any reason, one third of the total number of the Directors, then the Board of Directors shall convene a shareholders' meeting to elect new Directors to fill such vacancies in accordance with Article 201 of the Company Act. In such case, the new Directors shall serve the remaining term of the predecessors.

第十五條之二： 全體董事執行本公司職務時，不論公司營業盈虧，本公司得支給報酬，其報酬授權董事會依其對公司營運參與程度及貢獻之價值，並參酌同業通常之水準於該範圍內決定之。

Article 15-2 The Company shall pay the salary to each director no matter the Company's status of profit or loss. The Board of Directors is authorized to determine the salary for the Chairman, Vice Chairman and Directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry.

第十五條之三： 本公司得為董事於任期內，就執行業務範圍，依法應付之賠償責任，為其購買責任保險。

Article 15-3 The Company may subscribe to Directors and Officers Liability Insurance to cover the liability of compensation within the scope of business performed by the directors within their tenure.

第 五 章 經 理 人

Chapter V Management of the Company

第 十 六 條： 本公司得設經理人，其委任、解任及報酬依照公司法第二十九條規定辦理。

Article 16 The Company may appoint managers, and the appointment, removal and remuneration shall be handled in accordance with Article 29 of Company Act.

第 六 章 會 計

Chapter VI Accounting

第 十 七 條： 本公司應於每會計年度終了，由董事會於股東常會開會三十日前造具(一)營業報告書(二)財務報表(三)盈餘分派或虧損撥補之議案等各項表冊，依法提交股東常會，請求承認。

Article 17 The Company shall compile and prepare at the end of each fiscal year and 30 days before convening of an annual shareholders' meeting by the Board of Directors:

(1) Business Report, (2) Financial Statements and (3) Proposal Concerning Appropriation of Earnings or Covering of Losses and submit to Shareholders' Meeting as required under law and request for recognition.

第 十 八 條： 公司年度如有獲利(所謂獲利係指稅前利益扣除分派員工酬勞及董事酬勞前之利益)，應提撥百分之五至百分之十五為員工酬勞，及不高於百分之三為董事酬勞。但公司尚有累積虧損(包括調整未分配盈餘金額)時，應預先保留彌補數額。

前項員工酬勞得以股票或現金為之，其發給對象得包括符合董事會所訂條件之從屬公司員工。前項董事酬勞僅得以現金為之。

前二項應由董事會特別決議行之，並報告股東會。

Article 18 If there is any profit for a specific fiscal year (profits are defined as the income before income tax excluding employees' compensation and remuneration to Directors), the Company shall allocate no less than 5% (and no more than 15%) of the profit as employees' compensation and shall allocate at a maximum of 3% of the profit

as remuneration to Directors, provided that the Company's accumulated losses (including the amount for re-allocating unappropriated retained earnings of previous years) shall have been covered in advance.

Employee's compensation may be distributed in the form of shares or in cash, and employees qualified to receive such compensation may include employees from affiliates companies who meet certain qualification. The Board of Directors is authorized to determine the qualification of such employees. The remuneration to Directors shall be paid in cash.

Before the execution of the procedures mentioned in the preceding two paragraphs, the Company has to obtain the special resolution of the Board of Directors and submit it to the upcoming shareholder's meeting.

第十八條之一：

本公司年度總決算如有本期稅後淨利，應先提繳稅款，彌補以往虧損，並就其餘額提列百分之十為法定盈餘公積，但法定盈餘公積，已達實收資本額時，不在此限。次依相關法令之規定提列或迴轉特別盈餘公積。如尚有餘額時，連同期初未分配盈餘（包括調整未分配盈餘金額）計算得出之可供分配盈餘，由董事會擬具盈餘分派案，經股東會決議後分配之。

本公司依公司法第二百四十條規定，授權董事會以三分之二以上董事之出席，及出席董事過半數之決議，將應分派股息及紅利或公司法第二百四十一條規定之法定盈餘公積及資本公積之全部或一部，以發放現金之方式為之，並報告股東會，不適用前項應經股東會決議之規定。

Article 18-1

When allocating the earnings for each fiscal year if there is earnings after the annual final accounts, the Company shall first offset its losses in previous years and set aside relevant taxes a legal capital reserve at 10% of the earnings left over, until the accumulated legal capital reserve has equaled the capital of the Company; If there is still balance of earning, together with the undistributed earnings (including adjusted undistributed earnings) to calculate earnings distributable and the Board of Directors shall prepare Earnings Distribution Proposal for resolution of Shareholders' Meeting and distribute it after the Resolution of Shareholders' Meeting.

In accordance with Article 240 of the Company Act, the Company may authorize the distributable dividends and bonuses, or legal reserve and capital reserve, as stipulated in Article 241 of the

Company Act, in whole or in part may be paid in cash 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 in addition, thereto a report of such distribution shall be submitted to the shareholders' meeting. The provisions of the preceding paragraph that shall be resolved by the shareholders' meeting are not applicable

第十八條之二：

本公司產業目前處於成長階段，在競爭日益激烈的環境下，為求永續經營，考量營運成長、資金需求及長期財務規劃，並兼顧股東權益，每年就可供分配盈餘提撥 30%至 80%分配股東紅利，本公司股東紅利分派得採部份股票股利及部份現金股利互相搭配方式，股東現金紅利分派之比例以不低於股東紅利總額之百分之十為原則，惟當本公司有較多盈餘或資金充裕時，可視當年度盈餘狀況提高股東現金股利支付比率。

Article 18-2

The industry the Company is engaged is at its growth stage and the competition is keener day by day. In order to maintain sustainable operation, growth of operation, capital needs and long term financial planning as well as taking consideration of shareholders interest, 30% to 80% distributable earning each year will be provided for distribution as shareholders dividend. Dividend for shareholders of the Company may be in stock dividend or in cash or combination of them. Cash dividend for shareholders shall basically be no less than 10% of total dividend for shareholders; however, when the Company has higher earnings or capital funds are sufficient, cash dividend ratio for shareholders may be increased. It depends on the earning of the year.

第七章

附則

Chapter VII

Supplementary Provisions

第十九條：

本章程未訂事項，悉依公司法規定辦理。

Article 19

All matters not specifically provided for herein shall be dealt with in accordance with the regulations of the Company Act.

第二十條：

本章程訂立於中華民國六十九年八月八日

第一次修正於中華民國七十年八月十六日

第二次修正於中華民國七十二年四月二十日

第三次修正於中華民國七十八年四月二十四日

第四次修正於中華民國七十八年十月六日

第五次修正於中華民國七十九年三月十三日

第六次修正於中華民國八十年十月一日
第七次修正於中華民國八十二年五月十日
第八次修正於中華民國八十二年十一月二十一日
第九次修正於中華民國八十六年五月二十七日
第十次修正於中華民國八十六年十一月六日
第十一次修正於中華民國九十年六月十四日
第十二次修正於中華民國九十一年十一月一日
第十三次修正於中華民國九十三年三月十九日
第十四次修正於中華民國九十四年四月十三日
第十五次修正於中華民國九十五年七月二十五日
第十六次修正於中華民國九十九年五月十日
第十七次修正於中華民國九十九年五月十四日
第十八次修正於中華民國一〇〇年六月十七日
第十九次修正於中華民國一〇一年三月十六日
第二十次修正於中華民國一〇一年六月二十九日
第二十一次修正於中華民國一〇三年五月三十日
第二十二次修正於中華民國一〇三年十月六日
第二十三次修正於中華民國一〇四年五月二十九日
第二十四次修正於中華民國一〇五年六月六日
第二十五次修正於中華民國一〇六年五月十九日
第二十六次修正於中華民國一〇七年五月十八日
第二十七次修正於中華民國一〇九年六月十八日
第二十八次修正於中華民國一一〇年七月七日
第二十九次修正於中華民國一一一年六月二十九日

Article 20

These Articles of Incorporation were constituted on August 8, 1980.

The first amendment on August 16, 1981;

The second amendment on April 20, 1983;

The third amendment on April 24, 1989;

The fourth amendment on October 6, 1989;

The fifth amendment on March 13, 1990;

The sixth amendment on May 1, 1991;

The seventh amendment on May 10, 1993;

The eighth amendment on November 21, 1993;

The ninth amendment on May 27, 1997;

The tenth amendment on November 6, 1997;

The eleventh amendment on June 14, 2001;

The twelfth amendment on November 1, 2002;

The thirteenth amendment on March 19, 2004;
The fourteenth amendment on April 13, 2005;
The fifteenth amendment on July 25, 2006;
The sixteenth amendment on May 10, 2010;
The seventeenth amendment on May 14, 2010;
The eighteenth amendment on June 17, 2011;
The nineteenth amendment on March 16, 2012;
The twentieth amendment on June 29, 2012;
The twenty-first amendment on May 30, 2014;
The twenty-second amendment on October 6, 2014;
The twenty-third amendment on May 29, 2015;
The twenty-fourth amendment on June 6, 2016;
The twenty-fifth amendment on May 19, 2017;
The twenty-sixth amendment on May 18, 2018;
The twenty-seventh amendment on June 18, 2020;
The twenty-eighth amendment on June 29, 2021;
The twenty-ninth amendment was made on June 29, 2022.

大江生醫股份有限公司

TCI Co., Ltd.

負責人 林詠翔

Responsible Person: Yung-Hsiang Lin