

**Great Tree Pharmacy Co., Ltd.**  
**Articles of Incorporation**

**Chapter 1 General Provisions**

Article 1: The Company is organized in accordance with the Company Act. The name of the Company is Great Tree Pharmacy Co., Ltd. (大樹醫藥股份有限公司) The English name of the Company is Great Tree Pharmacy Co., Ltd.

Article 2: The scope of business of the Company shall be as follow:

- 1.F108021 Wholesale of Drugs and Medicines.
- 2.F208021 Retail Sale of Drugs and Medicines.
- 3.F108031 Wholesale of Medical Equipment.
- 4.F208031 Retail Sale of Medical Equipment.
- 5.F208050 Retail Sale of the Second Type Patent Medicine.
- 6.F102170 Wholesale of Food and Grocery.
- 7.F203010 Retail Sale of Food Products, Beverages and Groceries.
- 8.F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products.
- 9.F204110 Retail Sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products.
- 10.F106020 Wholesale of Articles for Daily Use.
- 11.F206020 Retail Sale of Articles for Daily Use.
- 12.F107030 Wholesale of Cleaning Preparations.
- 13.F207030 Retail Sale of Cleaning Preparations.
- 14.F108040 Wholesale of Cosmetics.
- 15.F208040 Retail Sale of Cosmetics.
- 16.F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
- 17.F209060 Retail Sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
- 18.F601010 Intellectual Property.
- 19.I103060 Management Consulting Services.
- 20. A401060 Other Animal Services.
- 21. F103010 Wholesale of Animal Feeds.
- 22.F202010 Retail Sale of Feeds.
- 23.F107070 Wholesale of Veterinary Drugs.
- 24.F207070 Retail Sale of Veterinary Drugs.
- 25.F101120 Wholesale of Ornamental Fishes.
- 26.F201090 Retail Sale of Ornamental Fishes.
- 27.F206050 Retail Sale of Pet Food and Supplies.

28.F201980 Retail Sale of Other Animal.

29.JZ99180 Pet Grooming.

30.F106060 Wholesale of Pet Food and Supplies.

31.F107080 Wholesale of Environmental Agents.

32.F207080 Retail Sale of Environmental Agents.

33.F106010 Wholesale of Hardware.

34.F206010 Retail Sale of Ironware.

35.F301020 Supermarkets.

36.F399010 Convenience Stores.

37.F399040 Retail Sale No Storefront.

38.F399990 Retail sale of Other Integrated.

39.F116010 Wholesale of Camera Equipment.

40.F216010 Retail Sale of Camera Equipment.

41.F401010 International Trade.

42.I401010 General Advertising Services.

43.F102040 Wholesale of Nonalcoholic Beverages.

44.F113020 Wholesale of Household Appliance.

45.F213010 Retail Sale of Electrical Appliances.

46.F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures.

47.F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures.

48.I301020 Data Processing Services.

49.I301030 Electronic Information Supply Services.

50.I301050 Reality Technology Services.

51.F108011 Wholesale of Chinese Medicines.

52.F208011 Retail Sale of Traditional Chinese Medicine.

53.G202010 Parking Area Operators.

54.G801010 Warehousing and Storage.

55.H703100 Real Estate Rental and Leasing.

56. 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, based on business needs and carried out in accordance with the Company's Regulations Governing Making of Endorsements/Guarantees, provide an endorsement/guarantee for companies.

Article 4: The total amount of the Company's reinvestment shall not be subject to the restriction of not exceeding 40% of its paid-in capital from Article 13 of the Company Act.

Article 5: The Company shall have its head-office in Taoyuan City, Taiwan and, if necessary, may set up branches in and out of this country upon a resolution of its Board of Directors.

Article 6: The Company shall make public announcements in accordance with Article 28 of the Company Act.

## Chapter 2 Shares

Article 7: The total capital amount of the Company shall be two billion New Taiwan Dollars, divided into two hundred million shares, at a par value of ten New Taiwan Dollars (NT\$10) per share, and may be issued separately by the Board of Directors.

An amount of three hundred million New Taiwan Dollar (NT\$300,000,000) out of the aforesaid capital is reserved as subscription warrants for employees, divided into thirty million shares (30,000,000) at a par value of ten New Taiwan Dollars (NT\$10) per share and may be issued separately by the Board of Directors depending on actual needs.

Article 8: The share certificates of the Company shall be in registered form, and before they are issued, shall be signed by or affixed with seals of Company Directors, and be certified pursuant to the law.

The Company may be exempted from printing any share certificate for the shares issued, but shall register the issued shares with the Taiwan Depository & Clearing Corporation and follow the regulations of that enterprise.

Article 9: Regarding share transfer, no changes to the information recorded in the shareholder roster may be allowed within 60 days before an Annual Shareholders' Meeting, or 30 days before a Special Shareholders' Meeting, or 5 days before the record date of distribution of stock dividends or bonuses or other benefits.

Article 9-1: When the Company purchases treasury shares in accordance with related laws, the subjects of the share transfer may include qualified employees of the Company or employees of subsidiaries that meet a certain criteria for control. The Board of Directors will be delegated with the power to decide on the conditions and methods of such share distributions.

When the Company distributes employee stock options, the counterparties shall be qualified employees of the Company or employees of subsidiaries that meet a certain criteria for control. The Board of Directors will be delegated with the power to decide on the conditions and methods of such share distributions.

When issuing new shares, employees who subscribe to the shares shall be qualified employees of the Company or employees of subsidiaries that meet a certain criterion for control. The Board of Directors will be delegated with the power to decide on the conditions and methods of such share distributions.

When issuing restricted employee shares, the counterparties shall be qualified employees of the Company or employees of subsidiaries that meet a certain criterion for control. The Board of Directors will be delegated with the power to decide on the conditions and methods of such share distributions.

## Chapter 3 Shareholders' Meetings

Article 10: Shareholders' Meetings shall be of two types, namely general and special ones. The former shall be convened once a year within 6 months after the close of each fiscal year by the Board of Directors and the latter shall be convened whenever necessary.

Article 11: Where a shareholder is unable to do so in person, he/she/it may appoint a proxy to attend a Shareholders' Meeting in his/her/its behalf by executing a proxy form printed by the Company stating therein the scope of power authorized to the proxy.

The handling method of the proxy form shall be carried out in accordance with the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies from the competent authority.

Article 12: Unless otherwise provided under Article 179 of the Company Act which sets forth the situation where the shareholder has no voting rights, a shareholder of the Company shall have one vote for each share held by him/her/it.

Article 13: Unless otherwise provided for in the Company Act, a resolution of a Shareholders' Meeting shall be adopted with consent of the shareholders representing a majority of the voting rights at the meeting attended by shareholders holding a majority of the total issued shares.

The Company shall adopt electronic voting as a form of exercising voting rights. A shareholder exercising voting rights in electronic means shall be deemed to have attended the Shareholders' Meeting in person, and related matters shall be handled in accordance with the law.

## Chapter 4 Directors and Audit Committee

Article 14: The Company has seven to nine Directors who are appointed for tenure of 3 years and may be re-elected for consecutive terms.

The aforesaid Board of Directors must have at least two Independent Directors, whose number shall account for at least one-fifth of all Directors.

As specified in Article 192-1 of the Company Act, the candidate nomination system shall be followed for election of Directors in the Company. The shareholders shall elect Directors from the list of Director candidates.

Article 15: The Board of Directors is organized by Directors. The Chairman of the Board shall be elected from among the Directors by majority of Directors present at a meeting attended by more than two thirds of Directors. The Chairman shall externally represent the Company.

Unless otherwise provided for by the Company Act, a resolution of the Board of Directors shall be adopted by the consent of a majority of the Directors present in a meeting attended by the majority of the total Directors.

Article 16: In convening a meeting of the Board of Directors, a notice shall be given to each Director no later than 7 days prior to the scheduled meeting date. However, in the case of urgency, the meeting may be convened at any time.

The aforementioned notice for convening the meeting can be given in writing or via e-

mail or fax.

Article 17: In case the Chairman is on leave or unable to perform his duties for cause, his/her representative will be carried out in accordance with Article 208 of the Company Act. If a Director is unavailable to attend a meeting in person, the Director may issue a proxy specifying the scope of the authorized powers to authorize another Director to attend the meeting on the Director's behalf, provided that a Director may represent only one other Director at a meeting.

Article 18: Regardless whether the Company makes profits or suffers loss, the Company may pay the Directors the remunerations for their performance their duties. The Board of Directors is authorized to determine such remunerations based on the extent of involvements of the Company's operation and the value of the contribution of the Directors and the normal rate adopted by other companies in the same industry.

The Company may purchase liability insurance to cover the Directors for the liabilities they shall be responsible while performing their duties pursuant to Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies. The Board of Directors is delegated to approve the scope of the said insurance.

Article 19: The Company establishes an Audit Committee in compliance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall consist of all Independent Directors and is responsible to carry out duties of supervisors stipulated in the Company Act, Securities, and Exchange Act and other laws and regulations.

Matters concerning the audit committee members, the exercise of their powers and other compliance issues shall be handled in accordance with relevant laws and regulations. Its organizational regulations shall be established separately by the Board of Directors.

The Company may establish a compensation committee or other functional committees in accordance with laws and regulations or business needs.

## Chapter 5 Managers

Article 20: The Company may have managers, and their appointment, dismissal and remuneration shall be conducted in accordance with Article 29 of the Company Act.

## Chapter 6 Accounting

Article 21: The Company's Board of Directors shall prepare (1) business report, (2) financial statements and (3) profit distribution or deficit compensation proposal after the end of each fiscal year and forward them to the General Shareholders' Meeting for acceptance pursuant to the law.

Article 22: If the Company makes profits for the current year, it shall set aside between 3% to 10% as employee compensation, and no more than 5% as remunerations of the Directors. However, if the Company still records a cumulative loss, its profit shall first be used to make up the loss. Of the total amount allocated for employee remuneration mentioned

above, no less than fifty percent should be designated for the distribution of remuneration to entry-level employees.

The recipients of shares or cash for employee's compensation from preceding paragraph may include employees of subsidiaries that meet a certain criteria for control. The Board of Directors or its authorized person will be delegated with the power to decide on the conditions and methods of such share distributions.

Before the establishment of the Company's Audit Committee, remuneration of the Supervisors shall be distributed in accordance with the ratio stated under the Paragraph.

Article 23: At the end of fiscal year, the Company shall first compensate the accumulated losses with profits after tax, if any, before contributing 10% of the remaining net profits as legal capital reserve as well as a certain percentage of the remaining net profits as special capital reserve determined by the competent authority in accordance with the Regulations Governing Stock Exchanges. However, if the legal capital reserve has exceeded the Company's total paid-in capital, no such appropriation will be required. Further plans to allocate the remaining profits after tax, together with the retained net profits earlier at the beginning of the fiscal period and the remaining net profits of the current year shall be proposed and submitted by the Board to the Shareholders' Meeting for its resolution.

In response to economic fluctuations and to maintain a robust financial structure, the Company adopts balanced dividend policy, and the policy for future dividend distribution is as follow: No less than 10% of the distributable earnings will be appropriated as shareholders' dividends and bonuses. Nevertheless, in case the distributable earnings are less than 10% of paid-in capital, the Company may choose not to distribute dividends.

In consideration of a balanced and stable dividend policy, the Company will adequately adopt either share dividends or cash dividends based on investment capital needs and the levels of dilution on the earnings per share (EPS), provided that the cash dividends shall be no less than 10% of the total dividends.

If all or part of the above-mentioned dividends and bonuses are distributed in cash, the board of directors shall be authorized to attend with more than two-thirds of the directors, and more than half of the directors present shall agree to do so, and report to the shareholders meeting. Therefore , Paragraph 1 is not applicable.

## Chapter 7 Supplementary Provisions

Article 24: After public issuance of the Company, approval from the Shareholders' Meeting shall be obtained in case the Company proposes to revoke the public offering, and this Article shall not be changed during listing on either the Taipei Exchange or the TWSE.

Article 25: For matters not provided for in these Articles of Incorporation, the Company Act or other laws and regulations shall govern.

Article 26: The Articles were enacted on April 18, 2001.  
The first amendment was made on August 10, 2006.  
The second amendment was made on January 14, 2008.  
The third amendment was made on December 15, 2008.  
The fourth amendment was made on May 21, 2010.  
The fifth amendment was made on June 15, 2012.  
The sixth amendment was made on May 30, 2014.  
The seventh amendment was made on September 26, 2014.  
The eighth amendment was made on June 8, 2015.  
The ninth amendment was made on June 29, 2016.  
The tenth amendment was made on June 26, 2019.  
The eleventh amendment was made on June 17, 2020.  
The twelfth amendment was made on July 2, 2021.  
The thirteenth amendment was made on May 31, 2023.  
The fourteenth amendment was made on May 31, 2024.  
The fifteenth amendment was made on May 29, 2025.