

Bonraybio Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1 : The Corporation shall be incorporated, as a company limited by shares, under the Company Law of, and its name shall be 邦睿生技股份有限公司 in the Chinese language, and "Bonraybio Co., Ltd." in the English language.

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

1. CC01070 Telecommunication Equipment and Apparatus Manufacturing
2. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
3. CC01120 Data Storage Media Manufacturing and Duplicating
4. CE01010 General Instrument Manufacturing
5. CE01030 Optical Instruments Manufacturing
6. CF01011 Medical Devices Manufacturing
7. F113030 Wholesale of Precision Instruments
8. F213040 Retail Sale of Precision Instruments
9. F401010 International Trade
10. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
11. F601010 Intellectual Property Rights
12. F108031 Wholesale of Medical Devices
13. F208031 Retail Sale of Medical Apparatus
14. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval

Article 3 : The Company shall establish its head office in Taichung City and may set up branch offices domestically or abroad as necessary upon a resolution of the Board of Directors.

Article 4 : Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Article 5 : The total amount of the Company's reinvestment shall not be subject to the restriction of not more than 40% of the Company's paid-up capital as provided in Article 13 of the Company Act. For business needs, the Company shall conduct its operations in accordance with its "Operating Procedures of Endorsement and Guarantee".

Chapter 2 Shares

Article 6 : The total capital stock of the Company shall be in the amount of NT\$ 500,000,000, divided into 50,000,000 shares, at NT\$ 10 each, and may be paid-in installments.

A total of NT\$ 50,000,000 among the above total capital stock, divided into 50,000,000 shares, at NT\$ 10 each, should be reserved for issuing employee stock options, and may be paid-in installments with the resolution of the Board of Directors.

In the circumstance that the Company shall buy back its shares under the laws, the Board of Directors is authorized to act in accordance with the regulations.

The Company may transfer shares to employees at a price lower than the statutory minimum or issue employee stock warrants, subject to the attendance of shareholders representing more than half of the total issued shares at a Shareholders' Meeting and the approval of at least two-thirds of the voting rights of the attending shareholders. The agenda must specify and explain the main contents in advance and cannot be proposed as a question and motion. The related application may be submitted in installments within one year from the date of the shareholders' resolution.

Where the Company issues employee stock option and restricted stock awards, repurchases share for transfer to employees, or issues new shares for employees to subscribe, qualified employees of its subsidiaries may be eligible for the granting of such shares, with the specific conditions and subscription methods authorized for determination by the Board of Directors.

Article 6-1 : The Company may issue shares without printing share certificate(s); however, the issued shares shall be registered with the centralized securities depository institution and handled in accordance with its regulations.

Article 6-2 : If the Company intends to terminate its public offering, such termination must be approved by the Board of Directors and further resolved by the Shareholders' Meeting before proceeding. This provision shall remain unchanged during the Company's listing on the Emerging Stock Market or the stock exchange/OTC market.

Article 7 : The transfer and changing of shareholders' names shall be handled in accordance with Article 165 of the Company Act.

Stock affairs shall be processed in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies".

Article 7-1 : Registration for transfer of shares shall be suspended 60 days immediately before the date of regular meeting of shareholders, and 30 days immediately before the date of any special meeting of shareholders, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3 Shareholders' Meeting

Article 8 : Shareholders' meetings of the Company are of two types, namely :

1. Regular meetings: Shall be convened at least once a year by the Board of Directors in accordance with the law within 6 months after the end of each fiscal year.

2. Special meetings: Shall be convened as necessary in light of relevant laws and regulations.

A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. In case the Company intends to convene a special meeting of shareholders, a meeting date, time, venue and subject shall be given to each shareholders no later than 15 days prior to the scheduled meeting date.

The notice of preceding paragraph may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof. Nevertheless, for shareholders holding less than 1,000 shares, the aforementioned meeting notice may be given by public announcement.

The Shareholders' Meeting can be held by means of visual communication network or other methods promulgated by the central competent authority. For the Shareholders' Meeting proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 9 : When a Shareholders' Meeting is proceeded, it shall, unless otherwise provided for in the Company Act, be convened by the Board of Directors and chaired by the chairman. In case the chairman of the Board of Directors is on leave or absent or can not exercise his power and authority for any cause, the deputy chairman shall act on his behalf. In case the deputy chairman is also on leave or absent or or can not exercise his power and authority for any cause, its proxy shall be executed in accordance with Article 208 of the Company Act. As for a Shareholders' Meeting convened by any other person, other than the Board of Directors, having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 10 : A shareholder, in case unable to attend a Shareholders' Meeting for any reason, may appoint a proxy to attend a meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy with his/her signatures or seals.

In addition to the compliance with Article 177 of the Company Act, the regulations for shareholder proxy attendance shall be governed by the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 11 : Except for shares subject to restrictions or without voting power as provided for in the Company Act, a shareholder shall have one voting power in respect of each share in his/her/its possession.

The resolution by the Shareholders' Meeting shall be adopted by a majority vote of the shareholders present at that meeting of shareholders attended by the shareholders representing a majority of the total number of the outstanding shares of the Company unless otherwise provided by the Company Act or these Procedures.

The Company whose shareholders may exercise their voting power in writing or by way of electronic transmission in a shareholders' meeting shall describe in the shareholders' meeting notice the method of exercising their voting power. A shareholder who exercises his/her/its voting power at a Shareholders' Meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person and all relevant matters shall be conducted in accordance with the law.

After the Company's shares are registered for trading at Over-the-counter venue (emerging stock market), electronic form shall be determined as one of the channels for exercising voting power.

Article 12 : Resolutions adopted at a Shareholders' Meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the Shareholders' Meeting and shall be distributed to all shareholders of the Company within 20 days after the close of the meeting.

The production and distribution of the meeting minutes may be done in electronic form or by public announcement.

The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the Company for a minimum period of at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 hereof, the minutes of the shareholders' meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Chapter 4 Directors, Audit Committee and Managerial officers

Article 13 : The Company shall have 5~9 directors with the term of three years. The Shareholders' Meeting shall elect the directors from among the persons with disposing capacity, and the directors may be eligible for re-election. In case no election of new directors is effected after expiration of the term of office of existing directors, the

term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

The number of directors as mentioned in the preceding paragraph shall be determined by the Board of Directors. The election of directors shall adopt a candidate nomination system, whereby shareholders shall elect directors from the list of nominated candidates. The procedures for accepting nominations of director candidates, public announcements, and other related matters shall be handled in accordance with the relevant provisions of the Company Act and the Securities and Exchange Act.

The Board of Directors of a listed company shall have not less than one director of a different gender.

The election of directors of the Company shall be conducted by means of a cumulative voting system. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect. In case any amendments to this method are necessary, such amendments shall be handled in accordance with Article 172 and other relevant provisions of the Company Act and shall be explicitly stated in the meeting notice with a comparison table of the proposed revisions.

The Company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship and the insurance amount and related matters shall be determined by the Board of Directors. The Company shall report the insured amount, coverage, premium rate, and other important contents of the directors liability insurance it has obtained or renewed for directors, at the most recent board meeting.

The Company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties for the representatives assigned by the Company to serve as directors and supervisors in re-invested companies during their terms of directorship. The insurance amount and related matters shall be determined by the Board of Directors.

The aggregate shareholding ratio of all directors shall comply with the regulations of the securities regulatory authority.

Article 13-1 : The Company shall appoint independent directors within the number of directors, specified in Paragraph 1 of Article 13, shall be not less than two in number and not less than one-fifth of the total number of director. If the chairman and the general manager or a person holding an equivalent position are the same person or are spouses or relatives within the first degree of kinship, the Company shall appoint not less than 4 independent directors. The professional qualifications, shareholding, limitations on concurrent positions, nomination and election methods, and other compliance requirements for independent directors shall be handled in accordance with the Company Act, the Securities and Exchange Act, and relevant regulations promulgated by the competent authority.

The election of directors shall be conducted in accordance with Article 198 of the Company Act. Independent directors and non-independent directors shall be elected simultaneously, with the number of elected seats calculated separately. Candidates who receive the highest number of votes shall be elected as independent directors and non-independent directors, respectively.

Article 13-2 : The Company shall establish an "Audit Committee" in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. The responsibilities, organizational rules, exercise of powers, and other compliance matters of the Audit Committee shall be governed by the Company Act, the Securities and Exchange Act, and relevant regulations promulgated by the competent authority. The powers originally granted to supervisors under the Company Act, the Securities and Exchange Act, and other applicable laws shall be exercised by the Audit Committee or its members.

The Board of Directors may establish other functional committees as necessary for business operations. The establishment and powers of such committees shall comply with the regulations prescribed by the competent authority.

Article 13-3 : The Company shall establish an "Remuneration Committee" in accordance with Article 14-6 of the Securities and Exchange Act. The Remuneration Committee shall be composed of no less than three persons in number with at least one independent director, and one of whom shall be convener.

Members of the Remuneration Committee shall meet the qualifications specified in Article 5 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange.

The responsibilities, organizational rules, exercise of powers, and other compliance matters of the Remuneration Committee shall be governed by the Securities and Exchange Act, Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange and relevant regulations promulgated by the competent authority.

Article 13-4 : When the number of vacancies on the Board of Directors reaches one-third of the total number of directors or when all independent directors have been dismissed, the board of directors shall convene an extraordinary

shareholders' meeting of shareholders within 60 days to hold a by-election. The term of office for the newly elected directors shall be limited to the remainder of the original term. In the event that an independent director is dismissed for any reason, resulting in a number of independent directors fewer than that required by regulations, a by-election shall be held at the next shareholders' meeting, the new Directors shall serve the remaining term of the predecessors.

Article 14 : The Board of Directors, composed of the directors, shall elect a chairman of the Board Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman represents the Company externally. The deputy chairman may also be elected in the same manner.

Article 15 : Resolutions of the Board of Directors shall, unless otherwise provided by the Company Act, require the attendance of a majority of the directors and the approval of a majority of the attending directors. Unless otherwise provided by the Company Act, meetings of the Board of Directors shall be convened by the chairman, with a notice specifying the agenda sent to all directors at least 7 days in advance. In the case of emergency, a meeting of the Board of Directors may be convened at any time.

The minutes, attendance list bearing the signatures of directors present at the meeting and the powers of attorney of the proxies shall be kept by the Company.

Resolutions adopted at a board meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the board meeting and shall be distributed to all directors of the Company within 20 days after the close of the meeting.

The preparation and distribution of the convention and minutes of board meeting as required in the preceding two paragraphs may be effected by means of electronic transmission.

Article 16 : The chairman is the chairperson of the Board of Directors. In case the chairman is on leave or absent or can not exercise his power and authority for any cause, the deputy chairman shall act on his behalf. In case the deputy chairman is also on leave or absent or can not exercise his power and authority for any cause, its proxy shall be executed in accordance with Article 208 of the Company Act. All board directors shall attend board meetings in person; if attendance in person is not possible, they may appoint another director to attend a board meeting in his or her place with a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy under the preceding paragraph may accept a proxy from one person only.

The board meeting may be convened via visual communication network. Attendance via visual communication network is deemed as attendance in person.

Article 17 : The Company may provide compensation to the chairman and directors for the performance of their duties, taking into account their level of participation in the Company's operations and the value of their contributions, as well as prevailing industry standards. The determination of such compensation shall be authorized to the Board of Directors.

Independent Directors may receive reasonable remuneration different from that of regular directors, with their compensation determined by the Board of Directors based on prevailing industry standards.

Article 18 : The Company may appoint managerial officers, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 5 Accounting

Article 19 : At the end of each fiscal year, the Company shall conduct the final accounts process. The Board of Directors shall prepare the business report, financial statements, and proposals for profit distribution or loss compensation, and submit them to the Audit Committee for review at least 30 days before the Shareholders' Meeting. These matters shall first be approved by a majority of all members of the Audit Committee before being submitted to the Board of Directors for resolution and subsequently presented to the annual Shareholders' Meeting for approval. If the approval of a majority of all members of the Audit Committee is not obtained, the matters may still be approved with the consent of at least two-thirds of all directors. The resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.

Article 20 : If the Company generates profits in the current year, 8%~12% of the profits shall be allocated as employees' compensation, 1%~3% of the profits shall be appropriated as salary adjustment or as remuneration distribution for the junior employees and no more than 3% shall be allocated as director and supervisor compensation. However, the company's accumulated losses shall have been covered.

The employees' compensation may be distributed in the form of shares or in cash. Qualification requirements of employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements. The preceding two items shall be resolved by the by a majority vote at a meeting of 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.

Article 21 : In case the Company's annual final accounts show a surplus, the taxes and dues to be paid and the accumulated losses to be covered shall be reserved first. Thereafter, 10% of the remaining surplus shall be allocated as legal reserve. Nevertheless, where such legal reserve amounts to the total paid-in capital, this provision shall not apply. The remaining amount shall then be allocated or reversed as a special reserve in accordance with legal requirements. Any remaining balance, together with undistributed earnings, shall be used by the Board

of Directors to draft a profit distribution proposal, which shall be submitted to the Shareholders' Meeting for approval to distribute dividends and bonuses to shareholders.

If there is no surplus in the Company's annual final accounts, no dividends or bonuses shall be distributed to shareholders.

Considering the Company's operating environment and growth stage, a residual dividend policy is adopted. In response to future capital needs and long-term financial planning, while balancing shareholder interests, an appropriate amount shall be retained based on operational requirements, and the remaining distributable earnings shall be allocated for shareholder dividends and bonuses. Dividends and bonuses may be distributed in cash or stock, with the proportion of cash dividends not being less than 10% of the total dividend distribution.

If dividends and bonuses are distributed in the form of new shares using legal reserve (limited to the portion exceeding 25% of paid-in capital) or capital reserves that meet the requirements of the Company Act, the distribution shall be handled in accordance with Article 240 of the Company Act and approved by the shareholders' meeting. If distributed in cash, the Board of Directors is authorized to approve the distribution with at least two-thirds of the directors in attendance and a majority of the attending directors in agreement, and the distribution shall be reported to the Shareholders' Meeting.

Only shareholders whose names are recorded in the shareholders' roster 5 days prior to the target date of fixed by the issuing company for distribution of dividends and bonus shall be entitled to receive dividends and bonuses.

Chapter 6 Supplementary Provisions

Article 22 : In regard to all matters not provided for in these Articles of Incorporation, the Company Act and other relevant laws and regulations.

Article 23 : These Article of Incorporation are agreed to and signed by all incorporators on January 6, 2016.

The first amendment was made on June 20, 2016.

The second amendment was made on September 13, 2016.

The third amendment was made on May 26, 2017.

The fourth amendment was made on June 15, 2018.

The fifth amendment was made on June 20, 2019.

The sixth amendment was made on June 27, 2022.

The seventh amendment was made on May 9, 2023.

The eighth amendment was made on June 19, 2023.

The ninth amendment was made on May 27, 2025.

Bonraybio Co., Ltd.

Chairman: Cheng-Teng Hsu