Articles of Incorporation
Of
CHC Healthcare Group (The "Company")

Chapter 1 General Provisions

Article 1

The Company is incorporated as a company limited by shares under "Company Act", and its name is "承業生醫投資控股股份有限公司" in the Chinese language, and "CHC Healthcare Group" in the English language.

Article 2

The scope of business of the Company is as follow:

1. H201010 Investment

Article 3

The Company has its head-office in Taipei City and, if necessary, may set up branches in and out of this country upon a resolution of its Board of Directors.

Article 4

When necessary for its operations, the Company may provide endorsements/guarantees in accordance with the procedure made by its Board of Directors.

Article 4-1

The Company may transfer the holding shares of "Chiu Ho Medical System Co., Ltd." and "Tomorrow Medical System Co., Ltd." after getting approval on shareholders' meeting. Or the Company may waived cash capital increase plan to the two companies mentioned above after getting approval on shareholders' meeting.

Chapter 2 Shares

Article 5

The total capital amount of the Company is NT$2.5 billion accounting for 250 million shares, issued in installments, at a par value of NT$10 per share. Board of Directors is authorized to issue the unissued shares depending on actual situation.

A total of NT$50 million among the above total capital amount should be reserved for issuing employee stock option certificates, preferred shares with warrants or corporate bonds with warrants. Board of Directors is authorized to issue in installments.

Exercise price of employee stock option certificates is not limit by relevant laws, only the issuance need a resolution at a shareholders' meeting shall be adopted if voted in favor by two-thirds of the votes at a shareholders' meeting at which shareholders of more than one-half of the total issued and outstanding shares are present and shall be carried out by installments within one year of the date of the resolution of the shareholders' meeting.

Article 5-1

To transfer treasury shares to employees at less than the average actual share repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares before transferring. Qualification requirements of employees with the right to

subscribe the shares include the employees from parent company or affiliate companies meeting certain specific requirements.

Article 6

The share certificate of the Company shall all be name-bearing.

The Company may issue shares without printing share certificates, only shall be in registration under centralized securities depository enterprise, which also applies in issuance of corporate bonds.

Article 7

Registration for transfer of shares shall all be suspended 60 days before the convocation of any general shareholders' meeting, 30 days before the convocation of any special shareholders' meeting, or 5 days before the record day for distribution of dividend, interest and bonus or any other benefit as scheduled by the Company.

Article 8

All shareholder services of the Company shall follow "Regulations Governing the Administration of Shareholder Services of Public Companies" unless specified otherwise by law and securities regulations.

Chapter 3 Shareholders' Meeting

Article 9

Shareholders' meetings of the Company are of two types:

1. General shareholders' meeting, which shall be convened at least once a year and within six months after the end of each fiscal year.
2. Special shareholders' meeting, which shall be convened in accordance with laws when necessary.

Shareholders' meetings mentioned above shall be convened by Board of Directors unless specified otherwise by law and securities regulations.

Shareholders' meetings of the Company can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 10

The chair of the shareholders' meeting shall be appointed in accordance with Article 182-1 and 208-3 of "Company Act".

Article 11

In case a shareholder is unable to attend a shareholders' meeting, he/she may issue proxy printed by the Company setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for the representative to be present on his/her behalf. Except for complying with Article 177 of "Company Act" and Article 25-1 of "Securities and Exchange Act", use of Proxies shall follow "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 12

Shareholders of the Company shall have one voting power in respect of each share in his/her/its possession, except the shares shall have no voting power in the circumstances set forth in Article 157 of "Company Act".

Article 13

Unless otherwise provided in relevant laws, resolution shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 14

If the Company is organized by a single juristic person shareholder shall be free from restrictive requirement set out in the Article. The functional duties and power of the shareholders' meeting of the Company shall be exercised by Board of Directors.

Article 15

The proposal of ceasing the Company's status as a public company shall be approved by a resolution made at shareholders' meeting, and the Company shall also make an application to the competent authority. And this Article 15 shall not be altered during when the Company is listed (whether exchange-listed, OTC-listed, or registered on emerging-stock market).

Chapter 4 Directors, Audit Committee and Managerial Officers

Article 16

The Company shall adopt a candidates nomination system in accordance with Article 192-1 of "Company Act" and have at least five but no more than nine directors to be elected at the shareholders' meeting by the shareholders from among the nominees listed in the roster of director candidates to serve a term of three years. All of the directors are eligible for re-election.

The percentage of aggregate shareholding of all directors shall comply with the regulations prescribed by the supervisory authority of securities. The Company may take out liability insurance for all the directors with respect to liabilities resulting from the performance of duties during their terms of office. The Board of Directors has complete authority to handle relevant insurance matters.

At least three directors or one-third of all directors, whichever is higher, shall be the independent directors. The terms, the qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters of independent directors shall be subject to relevant laws.

Article 16-1

Audit committee of the Company shall be established base on Article 14-4 of "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 committee convener, and at least one of whom shall have accounting or financial expertise. The audit committee or the members of audit committee shall exercise all powers conferred by "Company Act", "Securities and Exchange Act" and any other law to be exercised by supervisors.

Article 17

Chairman of the Board of Directors shall be elected by majority of directors present at a meeting attended by more than two thirds of directors, and may elect a Vice Chairman in the same manner. The Chairman shall be the externally representative of the Company.

Article 18

Board meetings shall be convened by the Chairman unless specified otherwise by "Company Act". Also, unless otherwise provided for "Company Act", resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 19

Board meeting shall be convened at least quarterly. When calling a meeting of the Board of Directors, a notice setting forth therein the subjects to be discussed at the meeting shall be given to each director no later than 7 days prior to the scheduled meeting date. However, in the case of

emergency, the meeting may be convened at any time. The Chairman of the Board of Directors shall preside over all board meetings. In case the Chairman is on leave or absent or unable to exercise his/her power and authority for any cause, the situation shall be handled in accordance with Article 208 of “Company Act”. Each director shall attend the board meeting in person. In case the director is on leave or absent, he/she may appoint another director to attend a meeting 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.

In case a board meeting is processed via visual communication network, when a director taking part in such a visual communication meeting, he/she shall be deemed to have attended the meeting in person.

Article 20

Remunerations for all directors shall be paid whether the Company has profit or loss. The Board of Directors has complete authority to decide the amount of remunerations according to involvements and contributions to the operation of the Company and at the normal rate adopted by other firms of the same industry.

Article 21

A company may have one or more managerial officers. And the appointment, removal and remunerations of the managerial officers shall be subject to Article 29 of “Company Act”.

Chapter 5 Accounting

Article 22

The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. At the end of each fiscal year, the Company shall do the final accounts.

Article 23

At the end of each fiscal year, the Board of Directors shall prepare the following statements and records and submit to a general shareholders’ meeting for ratification:

1. Business report
2. Financial statements
3. Surplus earning distribution or loss off-setting proposals

Article 24

Distribution of the dividends and bonuses shall be effected in proportion to the number of shares held by each shareholder accordingly. The Company shall not distribute dividends or bonuses when there is no surplus earnings.

Article 24-1

When allocating the profit of current year (profit before tax and compensations for employees and remunerations for directors), accumulated losses shall be first covered, and then set aside no less than 0.05% of the balance as compensations for employees and no more than 5% as remunerations for directors.

Of the aforementioned employees’ compensation amount, no less than 20% shall be allocated to junior employees.

Compensations for employees and remunerations for directors mentioned in the preceding two paragraphs shall be conducted after a resolution made by majority of directors present at a meeting attended by more than two thirds of directors and shall also be reported to the

shareholders' meeting.

Compensations for employees shall be paid by either shares or cash. The employees to receive compensations shall include certain qualified employees from parent company or affiliate companies and the rules of distribution shall be made by the Chairman.

Article 25

If the Company has earnings in a fiscal year, the Company shall, after paying all taxes, offsetting all prior losses, set aside a legal reserve at 10% of the earnings unless the accumulated amount of the legal reserve has reached the total paid-in capital of the Company and set aside or reserving a special reserve according to relevant regulations when necessary. Any remaining amount after the abovementioned payments together with unappropriated retained earnings at the beginning of the fiscal year, shall set aside at least 50% as unappropriated retained earnings for shareholders. Board of Directors shall submit the proposal for earnings distribution to shareholders' meeting for approval if the distribution is in the form of issuing new shares.

In accordance with "Company Act", the Company may authorize the Board of Directors to decide the distributable dividends and bonuses or legal reserve and capital surplus regulated in Article 241, paragraph 1 of "Company Act" in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a board meeting 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.

Because the Company is still in its growth stage, dividend policy that the Company intends to adopt is "Balanced Dividend Policy", dividends may be paid in both cash and shares in moderation. The cash dividend distributed annually may not be less than 20% of the total dividends. However, the actual amount of profit distribution shall be determined according to the actual amount profits of the year and capital needs of the Company in the future.

Article 26

Distribution of shareholders' dividends shall be conducted according to the shareholders' roster within 5 days prior to the target date fixed by the Company for distribution of dividends and bonus.

Chapter 6 Supplementary Provisions

Article 27

Any other matters not set forth in the Article shall be dealt with in accordance with "Company Act" and other applicable laws, rules, and regulations.

Article 28

The Article was enacted on Nov. 25, 2009 and amended on Nov. 28, 2009 for the first time, on Jan 15, 2010 for the second time, on Feb. 10, 2010 for the third time, on Jun. 30, 2011 for the fourth time, on Jan. 6, 2012 for the fifth time, on Jun. 14, 2013 for the sixth time, on Jun. 13, 2016 for the seventh time, on Jun. 13, 2017 for the eighth time, on Jun. 12, 2019 for the ninth time, on Jun. 15, 2022 for the tenth time, on Jun.4, 2025 for the eleventh time.

CHC Healthcare Group

By

Pei-Lin, Lee

Chairman