

Tanvex BioPharma, Inc. 泰福生技股份有限公司
(the "Company")
2016年股東常會開會通知書
Notice of 2016 Annual General Meeting

- 一、茲訂於台灣時間西元2016年6月16日上午9時整假台北市大安區敦化南路二段97號11樓(元富證券會議室)舉行本公司2016年股東常會，會議召集事由：(一)討論事項：1.修訂本公司章程。(本案應以特別決議通過) (二)報告事項：1. 2015年度營業報告。2.審計委員會審查2015年度決算表冊報告。(三)承認事項：1. 2015年度營業報告書及合併財務報表案。2. 2015年度虧損撥補案。(四)討論事項：2.追認2015年度董事及經理人保險案並授權董事會全權處理嗣後投保相關事宜。3. 2016年度員工認股權發行案。(五)臨時動議。
- Please be informed that the Company's 2016 Annual General Meeting (the "Meeting") is scheduled to be convened at 11F., No. 97, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City, Taiwan at 9:00 a.m. on June 16, 2016.
- The Agenda of the Meeting :
- Proposals and Discussions:
 - To amend the Second Amended and Restated Memorandum and Articles of Association of Tanvex BioPharma, Inc. (by way of special resolution).
 - Matters to Report:
 - The 2015 Business Report.
 - The Audit Committee's review of the annual audited financial report of the year 2015.
 - Acknowledgement Matters:
 - To accept the 2015 Business Report and Consolidated Financial Statements.
 - To accept the proposal of the 2015 loss make-up.
 - Proposals and Discussions:
 - The ratification of the D&O (Board Directors and Officers) insurance purchased in 2015 and the general authorization for the Board to handle all D&O insurance related matters.
 - The issuance of the Employee Stock Option Plan for Year 2016.
 - Extemporary Motion.
- 二、檢奉出席通知書及委託書各1份，貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席時，請於「委託書」上簽名或蓋章，並親填受託代理人姓名及地址後，於開會五日前送達本公司服務代理人中國信託商業銀行代理部，以憑寄發出席簽到卡予受託代理人。
- Please find enclosed the "Notice of Attendance" and "Proxy Statement". Please sign or apply your seal to the "Notice of Attendance" if you plan to attend the Meeting in person on the Meeting date (Do NOT return this by mail). Members may appoint a proxy to attend the Meeting on his or her behalf by signing or applying their seal to this "Proxy Statement". Please send out such signed or sealed "Proxy Statement" to the Company's stock agency, the Transfer Agency Department of CTBC Bank, five (5) days prior to the Meeting date to allow the stock agency to deliver the "Attendance Card" to your proxy.
- 三、如有股東徵求委託書，本公司將於西元2016年5月16日製作徵求人徵求資料彙總表冊揭露於證基會網站，股東如欲查詢，可直鍵入(<http://free.sfi.org.tw>)至『委託書公告相關資料免費查詢系統』，點選『查詢委託書公告開會資料由此進入』後，輸入查詢條件即可。
- If members solicit proxies to attend the Meeting in their place, the Company will compile a proxy solicitation summary statement and disclose its contents on the Securities & Futures Institute (SFI)'s website on May 16, 2016. Members can access the website through SFI's web address (<http://free.sfi.org.tw>) for relevant information.
- 四、本次委託書統計驗證機構為中國信託商業銀行代理部。
- The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.
- 五、敬請察照辦理為荷。
- Please fill out the documents as described in the information contained herein.
- 此致 貴股東
To Shareholder

英屬開曼群島商泰福生技股份有限公司 董事會 敬啟
Board of Directors of Tanvex BioPharma, Inc.



※個人資料運用告知條款(Notice on the Use of Personal Information)

中信銀基於為您於中華民國境內外處理本事件項之目的，在本事件項之目的存續期間、或依相關法令所定或因執行業務所必須之保存期間或依個別契約就資料之保存所定之保存年限(以孰後屆至者為準)，就直接或間接蒐集您的個人資料，將以書面、音軌及/或電子等形式處理、利用及/或國際傳輸，包括但不限於揭露予公務機關或協助處理本事件項之第三人。您得要求查詢、閱覽、製給複本、補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料，但中信銀可能因此無法提供您所需金融商品或服務及提前終止與您之契約及相關服務，中信銀亦可能依法或基於風險管理等因素而得不依您的請求為之。

In order for CTBC Bank Co., Ltd. (CTBC) to handle the matters herein for you, during the continuance period of the matters hereon, the safekeeping period as stipulated by relevant laws and regulations or required for exercising business, or safekeeping period as demonstrated in each contract, whichever later shall prevail, CTBC will process, use and/or internationally transmit, in the form of writing, audio recording and/or electronic files and others, including but not limited to disclosure to government agencies or a third party assisting the said matters, your personal information which has been directly or indirectly collected by CTBC. You may request for inquiry, review, duplicates, supplement, correction and deletion of your personal information or for cease of collection, process, use and/or international transmission of the same. Nevertheless, CTBC may therefore discontinue its financial products and services and terminate relevant services and contracts with you. In addition, CTBC may decline to follow your aforementioned request pursuant to relevant laws or factors such as risk management policy.

tanvex
BIOPHARMA, INC.

100-08
台北市中正區重慶南路1段83號5樓
英屬開曼群島商泰福生技股份有限公司 服務代理人
中國信託商業銀行代理部
<https://ecorp.ctbcbank.com/cts/index.jsp>
客服語音專線：(02)6636-5566(股票代號：6541)
100-08 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC
Tanvex BioPharma, Inc.
Transfer Agency Department of CTBC Bank Co., Ltd.
<https://ecorp.ctbcbank.com/cts/index.jsp>
TEL No.:+886-2-6636-5566 (Stock code:6541)

2016 Annual General Meeting Notice (限向郵局窗口交寄) 第1聯 (First copy)

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開會通知請速詳閱
親自出席無須寄回



股東 台啟

Shareholder

本次股東常會
恕不發放紀念品
No Souvenir in this Meeting

第3聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席
(Third copy)
Registration Page

105 出席通知書
Notice of Attendance

本股東決定親自出席本公司
西元2016年6月16日舉行之
股東常會，請 察照。

Please be informed that I/We
will attend 2016 Annual General
Meeting on June 16, 2016.

此 致
英屬開曼群島商泰福生技股份有限公司
To: Tanvex BioPharma, Inc.

股東：
戶號
Shareholder No.

股東：
戶名
Name of Shareholder

親自出席簽章處
Shareholder
Signature

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章
This column is reserved for reception desk

中國信託蓋章處
Sealed by CTBC

英屬開曼群島商泰福生技股份有限公司2016年股東常會
2016 Annual General Meeting of Tanvex BioPharma, Inc.

105 出席簽到卡
Attendance Card

時間：西元2016年6月16日上午9時整
Time: 9:00am Taiwan time, June 16, 2016
地點：台北市敦化南路二段97號11樓(元富證券會議室)
Venue: 11F., No. 97, Sec. 2, Dunhua S. Rd., Da'na Dist., Taipei City, Taiwan

股東戶號：
Shareholder No.

持有股數：
Shareholding

F-泰福
728 Tanvex

委託書填表須知 Proxy Statement Instruction

- 一、委託書應依公開發行公司出席股東會使用委託書規則及本公司章程第62至64、70及72條規定辦理。
The use of proxies is authorized in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Articles 62 to 64, 70, and 72 of the Company's Second Amended and Restated Memorandum and Articles of Association.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。
Before the Board accepts a proxy statement issued by a member, the member must provide a printed copy of the proxy statement, or reference the proxy statements and printed materials compiled by the Company in order to gain a practical understanding of the candidate for director and their background information, and of the agenda items in the Meeting.
- 三、股東應使用本公司印發之委託書用紙，委託書與親自出席通知書均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。
Please use the Proxy Statement printed by the Company. In the event that the Company receives both a signed or sealed Proxy Statement AND a Notice of Attendance from a shareholder, the shareholder will be deemed to have attended the Meeting in person unless the Proxy Statement is delivered to the solicited individual or proxy agent.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代替之。
The shareholder shall fill out the name of the solicited individual or proxy agent in the Proxy Statement and sign or affix their seals on the proxies in person; however, in a situation where a trust enterprise or stock affairs agent acts as the solicited individual and a stock affairs agent is mandated to act as the proxy agent, seals affixed on the proxies in substitution shall be permitted.
- 五、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、服務代理機構，請於股東戶號欄內填寫統一編號。
A solicited individual or proxy agent shall sign or seal in the Proxy Statement and fill out the shareholder's number, name, identification number and address. A proxy agent who is not a shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder's Number. If a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、委託書應於開會5日前送達本公司服務代理人中國信託商業銀行代理部；委託書送達公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會2日前，以書面向公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
The Proxy Statement shall be delivered to the Company's stock agent, the Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event any shareholder who has appointed a proxy to attend a Meeting later decides to attend the Meeting in person or exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

委 託 書 Proxy Statement		委託人(股東) (Proxy by shareholder)	編號 728	F-泰福 Tanvex
<p>1. 茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司西元2016年6月16日舉行之股東會。代理人並依下列授權行使股東權利： I hereby appoint _____ (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the 2016 Annual General Meeting of Tanvex BioPharma, Inc. on June 16, 2016 pursuant to the scope of authorization described below:</p> <p><input type="checkbox"/> (1) 代理本股東就會議事項行使股東權利。(全權委託) I grant my proxy full authorization to vote, act on my behalf at the Meeting and act for extemporary motions during the Meeting. (Authorization granted in full scope)</p> <p><input type="checkbox"/> (2) 代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未與選者，視為對各議案表示承認或贊成。 I grant my proxy authorization to vote and act on my behalf at the Meeting pursuant to authorized methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for")</p> <p>a. 修訂本公司章程(本案應以特別決議通過)： Amendment of the Second Amended and Restated Memorandum and Articles of Association of Tanvex BioPharma, Inc. (by way of special resolution) (1) <input type="radio"/>贊成(2) <input type="radio"/>反對(3) <input type="radio"/>棄權 (1) <input type="radio"/>For (2) <input type="radio"/>Against (3) <input type="radio"/>Abstain</p> <p>b. 2015年度營業報告書及合併財務報表案： 2015 Business Report and Consolidated Financial Statements. (1) <input type="radio"/>承認(2) <input type="radio"/>反對(3) <input type="radio"/>棄權 (1) <input type="radio"/>For (2) <input type="radio"/>Against (3) <input type="radio"/>Abstain</p> <p>c. 2015年度虧損撥補案： Proposal of 2015 loss make-up. (1) <input type="radio"/>承認(2) <input type="radio"/>反對(3) <input type="radio"/>棄權 (1) <input type="radio"/>For (2) <input type="radio"/>Against (3) <input type="radio"/>Abstain</p> <p>d. 追認2015年度董事及經理人保險案並授權董事會全權處理嗣後投保相關事宜： The ratification of D&O (Board Directors and Officers) insurance purchased in 2015 and the general authorization for the Board to handle all D&O insurance related matters. (1) <input type="radio"/>贊成(2) <input type="radio"/>反對(3) <input type="radio"/>棄權 (1) <input type="radio"/>For (2) <input type="radio"/>Against (3) <input type="radio"/>Abstain</p> <p>e. 2016年度員工認股權發行案： The issuance of Employee Stock Option Plan for Year 2016. (1) <input type="radio"/>贊成(2) <input type="radio"/>反對(3) <input type="radio"/>棄權 (1) <input type="radio"/>For (2) <input type="radio"/>Against (3) <input type="radio"/>Abstain</p> <p>f. 臨時動議。 Extemporary Motion.</p> <p>2. 本股東未於前項 <input type="checkbox"/> 內勾選授權範圍或同時勾選者，視為全權委託，但服務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(二)之授權內容行使股東權利。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf of the Member pursuant to authorization methods of exercise described as item 1.(2).</p> <p>3. 本股東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting.</p> <p>4. 請將出席證(或出席簽到卡)寄交代理人收執，如因故改期開會，本委託書仍屬有效(限此一會期)。 Please deliver the Attendance Card to the proxy agent. This Proxy will remain effective for any adjournment or postponement of the Meeting. 此 致</p> <p>英屬開曼群島商泰福生技股份有限公司 授權日期 年 月 日 To Tanvex BioPharma, Inc. Date of Authorization:</p>	<p>一、禁止交付現金或其他利益之價購委託書行為。 Offering cash or non-cash consideration in exchange for proxies is prohibited during Proxy solicitation.</p> <p>二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，最高給予檢舉獎金五萬元，檢舉電話：(〇二)二五四七三七三三。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 50,000. Report phone number: +886 2 25473733</p>	<p>股東 號 No.</p> <p>姓名或 名稱 Name</p> <p>持有股 數 Shareholding</p>	<p>簽 名 或 蓋 章 Sign or Seal</p>	<p>簽名或蓋章 Sign or Seal</p>
	徵 求 人 Solicitor			簽名或蓋章 Sign or Seal
	戶 號 No.			
	姓 名 或 名 稱 Name			
	受 託 代 理 人 Proxy Agent			簽名或蓋章 Sign or Seal
	戶 號 No.			
	姓 名 或 名 稱 Name			
	或 身 分 證 字 號 ID No.			
	住 址 Address			

Proxy Page

徵求場所及人員簽章處：
Signature by the place of solicitation and personnel.