

Stock Code: 6541



# 2026 Annual General Shareholders' Meeting

# Meeting Handbook

Thursday, 9:00am, June 4, 2026

CHANG YUNG-FA FOUNDATION International Convention Center,  
8F, No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City 10048, Taiwan (R.O.C.)

**DISCLAIMER:**

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# **I. Meeting Procedures**

**Tanvex BioPharma, Inc.**  
**(The “Company”)**  
**Procedures for 2026 Annual General Shareholders’ Meeting**

1. Call the Meeting to Order
2. Chairman’s Address
3. Reporting Items
4. Recognition Items
5. Discussion Items
6. Election Items
7. Other Items
8. Special Motion
9. Adjournment

## **II. Meeting Agenda**

# Tanvex BioPharma, Inc.

## Meeting Agenda of 2026 Annual General Shareholders' Meeting

**Meeting Type:** Physical shareholders meeting

**Time** : Thursday, 9:00 a.m., June 4<sup>th</sup>, 2026, Taipei Local Time

**Venue** : CHANG YUNG-FA FOUNDATION International Convention Center, 8F, No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City 10048, Taiwan (R.O.C.)

**Present** : All shareholders or their proxy holders

**Chairman** : Mr. Sheng, Pao-Shi

### 1. Chairman's Address

### 2. Reporting Items

- (1) 2025 Business Report
- (2) Audit Committee's Review Report on 2025 Financial Statements
- (3) Audit Committee and Internal Auditor Communication Report
- (4) 2025 Financial Report and the Execution Status of Sound Business Plan

### 3. Recognition Items

- (1) 2025 Business Report and Consolidated Financial Report
- (2) 2025 Deficit Compensation

### 4. Discussion Items

- (1) Proposal for Amendments to Certain Articles of the Company's "Procedures for Acquisition or Disposal of Assets"
- (2) Proposal for the amendments to certain articles of the Company's "Procedures for Making Endorsements and Guarantees"
- (3) Proposal for the Cash Capital Increase Through the Private Placement of Common Shares and/or to Issue Unsecured Convertible Bonds, Whether Domestic or Offshore, by way of Private Placement

### 5. Election Items

- (1) Election of one Independent Director

### 6. Other Items

- (1) Proposal for the Release of Non-competition Restrictions for Directors

### 7. Special Motion

### 8. Adjournment

## 1. Reporting Items

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**Item 1:** 2025 Business Report.

**Explanation:**

1. Please refer to Attachment 1.

**Item 2:** Audit Committee's Review Report on 2025 Financial Statements.

**Explanation:**

1. Please refer to Attachment 2.

**Item 3:** Audit Committee and Internal Auditor Communication Report.

**Explanation:**

1. Please refer to Attachment 3.

**Item 4:** 2025 Financial Report and the Execution Status of Sound Business Plan.

**Explanation:**

1. Please refer to Attachment 4.

## 2. Recognition Items

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**Item 1:** 2025 Business Report and Consolidated Financial Report. (Proposed by the Board of Directors)

**Explanation:**

1. The Company's 2025 business report and consolidated financial statements (including balance sheet, statement of comprehensive income, statement of changes in equity and statement of cash flow) have been approved by the Board of Directors and reviewed and approved by the Audit Committee. The consolidated financial report has been audited by CPAs Yu Shu-Fen and Lian Hua-Ling of PwC Taiwan, with an unqualified opinion issued.
2. For the 2025 business report, independent auditor's report and consolidated financial report above, please refer to Attachment 1 and Attachment 5.
3. Proposed for recognition.

**Resolution:**

**Item 2:** Proposal for FY2025 Deficit Compensation. (Proposed by the Board of Directors)

**Explanation:**

1. After auditing by the CPA, the Company's net loss after tax is NT\$1,500,157,500 in FY2025. After adding accumulated loss of NT\$14,136,489,543 at the beginning of 2025, the aggregated accumulated loss is NT\$15,636,647,043 at the end of the year.
2. The FY2025 deficit compensation proposal:

Item	Amount
Losses to be covered at the beginning of the year	(14,136,489,543)
Plus: 2025 net loss after tax	(1,500,157,500)
<b>Losses to be covered at the end of the year</b>	<b>(15,636,647,043)</b>

3. Since the Company does not have earnings available for distribution in FY2025, the Company will not distribute any dividends to shareholders.
4. Proposed for recognition.

**Resolution:**

### 3. Discussion Items

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**Item 1:** Proposal for Amendments to Certain Articles of the Company's "Procedures for Acquisition or Disposal of Assets". (Proposed by the Board of Directors)

**Explanation:**

1. In response to the Company's operational needs, it is proposed to amend certain articles of the Company's "Procedures for Acquisition or Disposal of Assets". Please refer to Attachment 6 for the proposed amendments.
2. Proposed for discussion.

**Resolution:**

**Item 2:** Proposal for Amendments to Certain Articles of the Company's "Procedures for Making Endorsements and Guarantees". (Proposed by the Board of Directors)

**Explanation:**

1. In response to the Company's operational needs, it is proposed to amend certain articles of the Company's "Procedures for Making Endorsements and Guarantees". Please refer to Attachment 7 for the proposed amendments.
2. Proposed for discussion.

**Resolution:**

**Item 3:** Proposal for the Cash Capital Increase Through the Private Placement of Common Shares and/or to Issue Unsecured Convertible Bonds, Whether Domestic or Offshore, by way of Private Placement. (Proposed by the Board of Directors)

**Explanation:**

1. In order to strengthen the Company's working capital and repay bank borrowings, and taking into consideration factors such as the timeliness, convenience, and issuance costs of fundraising activities, it is proposed to submit to the shareholders' meeting for approval to authorize the Board of Directors, within one (1) year from the date of the shareholders' resolution, to determine, based on market conditions and the Company's funding needs, the appropriate timing and financing instruments. Subject to applicable laws and regulations (including, without limitation, Article 43-6 of the Securities and

Exchange Act and the Relevant Regulations Governing Private Placement of Securities by Public Companies), and in accordance with the principles set forth below for the relevant fundraising methods, the Board is authorized to conduct, at its discretion, one or a combination of the following transactions, either in a single issuance or through multiple issuances (not exceeding three tranches): a cash capital increase through the private placement of common shares, in an aggregate amount not exceeding 35,000 thousand common shares; and/or the issuance, by way of private placement, of unsecured domestic or overseas convertible bonds, convertible into common shares in an aggregate amount not exceeding 35,000 thousand common shares. The details are described as follows.

2. Basis for Determination and Reasonableness of the Private Placement Price:

I. Private Placement of Common Shares

The issue price per common share in the private placement shall be determined at not less than eighty percent (80%) of the reference price. The reference price shall be the higher of the prices calculated based on the following two methods:

- i. The simple arithmetic average of the closing prices of the Company's common shares for one (1), three (3), or five (5) business days (as elected) immediately preceding the pricing date, adjusted for ex-rights and ex-dividend effects resulting from stock dividends and cash dividends, and adjusted to reflect the share price after reverse ex-rights arising from capital reductions.
- ii. The simple arithmetic average of the closing prices of the Company's common shares for the thirty (30) business days immediately preceding the pricing date, adjusted for ex-rights and ex-dividend effects resulting from stock dividends and cash dividends, and adjusted to reflect the share price after reverse ex-rights arising from capital reductions.

II. Private Placement of Unsecured Domestic Convertible Bonds

- i. Denomination: Each bond shall have a par value of New Taiwan Dollars 100,000 or an integral multiple thereof.
- ii. Total Amount of Private Placement: NT\$000. An aggregate amount convertible into common shares not exceeding 35,000 thousand common shares.
- iii. Tenor: The term of the bonds shall not exceed 5 years from the date of issuance.
- iv. Coupon Rate: The coupon rate shall be determined by the Board of Directors with reference to prevailing conditions in the financial markets.

- v. The issue price shall not be less than eighty percent (80%) of the theoretical price. The theoretical price shall be determined by selecting an appropriate pricing model that takes into account the value of the securities calculated based on the rights and terms of issuance, and such model shall comprehensively and simultaneously reflect all rights embodied in the terms of issuance. The conversion price shall be determined at not less than eighty percent (80%) of the higher of the prices calculated based on the following two methods:
    - A. The simple arithmetic average of the closing prices of the Company's common shares for one (1), three (3), or five (5) business days (as elected) immediately preceding the pricing date, adjusted for ex-rights and ex-dividend effects resulting from stock dividends and cash dividends, and adjusted to reflect the share price after reverse ex-rights arising from capital reductions.
    - B. The simple arithmetic average of the closing prices of the Company's common shares for the thirty (30) business days immediately preceding the pricing date, adjusted for ex-rights and ex-dividend effects resulting from stock dividends and cash dividends, and adjusted to reflect the share price after reverse ex-rights arising from capital reductions.
  - vi. Type, Description, Amount, and Contractual Terms of Collateral: None.
  - vii. Bond Trustee: To be determined.
  - viii. Paying and Transfer Agent for Principal and Interest: To be determined.
  - ix. Conversion Reference Date: To be determined.
- III. Private Placement of Unsecured Overseas Convertible Bonds
- i. Denomination: Each bond shall have a par value of U.S. Dollars 100,000 or an integral multiple thereof.
  - ii. Total Amount of Private Placement: An aggregate amount convertible into common shares not exceeding 35,000 thousand common shares.
  - iii. Tenor: The term of the bonds shall not exceed 5 years from the date of issuance.
  - iv. Coupon Rate: 0%.
  - v. The issue price of the privately placed unsecured overseas convertible bonds shall not be less than eighty percent (80%) of the theoretical price. The theoretical price shall be determined by selecting an appropriate pricing model that takes into account the value of the securities calculated based on the rights and terms of issuance, and such model shall comprehensively and simultaneously reflect all rights embodied in the terms of issuance. The conversion price shall be determined at not less than eighty percent (80%) of the higher of the prices calculated based on the following two methods:

- A. The simple arithmetic average of the closing prices of the Company's common shares for one (1), three (3), or five (5) business days (as elected) immediately preceding the pricing date, adjusted for ex-rights and ex-dividend effects resulting from stock dividends and cash dividends, and adjusted to reflect the share price after reverse ex-rights arising from capital reductions.
  - B. The simple arithmetic average of the closing prices of the Company's common shares for the thirty (30) business days immediately preceding the pricing date, adjusted for ex-rights and ex-dividend effects resulting from stock dividends and cash dividends, and adjusted to reflect the share price after reverse ex-rights arising from capital reductions.
  - vi. Type, Description, Amount, and Contractual Terms of Collateral: None.
  - vii. Bond Trustee: To be determined.
  - viii. Paying and Transfer Agent for Principal and Interest: To be determined.
  - ix. Conversion Reference Date: To be determined.
- IV. Except for the pricing ratio for the private placement, other terms and conditions of issuance shall be submitted to the shareholders' meeting for approval to authorize the Board of Directors, within the scope of the approved resolution, to determine the same based on market conditions, the Company's operational and financial status, and the circumstances surrounding the selection of specific offerees. The foregoing pricing methodology, in addition to complying with the relevant requirements of the Regulations Governing Private Placement of Securities by Public Companies, also takes into account that securities issued through private placement are subject to restrictions on both the transferees and the quantity transferred within three (3) years from the date of delivery, and may not be reported to the competent authority for public offering or listing prior to the expiration of such three-year period. Accordingly, the pricing mechanism is deemed reasonable.
3. Method for Selection of Specific Offerees:
- I. The offerees for this private placement shall be limited to specific persons who satisfy the requirements set forth in Article 43-6 of the Securities and Exchange Act and the Ruling issued by the Financial Supervisory Commission on September 12, 2023, under Ref. No. Jin-Guan-Zheng-Fa-Zi No. 1120383220. In introducing investors through this private placement, the Company has taken into consideration their ability to provide management and financial resources necessary for the Company's operations and to assist the Company in enhancing its competitive advantages.

- II. Where any offeree is a related party or an insider, the method and purpose of selection shall be based on considerations including potential subscription willingness, the issuance timetable, and the timeliness of capital fundraising, in order to ensure the successful completion of the private placement within the prescribed timeframe. Please refer to Attachment 8 for the list of such persons.

Matters to Be Disclosed for Corporate Offerees Are as Follows:

Please refer to Attachment 8 for the Top Ten (10) Shareholders of Corporate Offerees.

- III. Where the Offeree Is a Strategic Investor:
  - i. Method and Purpose of Selection of the Offeree: Strategic investors who identify with the Company's business philosophy and are conducive to the Company's future development are selected, as such offerees are expected to assist the Company in enhancing its operating performance, strengthening its industry position, and contributing to the Company's sustainable development.
  - ii. Necessity and Expected Benefits: In response to industry trends, and in order to enhance operating efficiency and improve the Company's financial structure, the Company plans to introduce strategic investors. By leveraging such offerees' capital, technology, expertise, brand recognition, business capabilities, and/or managerial expertise, the Company expects to enhance production efficiency, improve product quality, integrate product offerings, expand its customer base, reduce operating costs and management pressure, and further strengthen the Company's long-term competitiveness.
- IV. As of the date hereof, the Company has not yet identified any specific offerees for the private placement.

#### 4. Reasons for Conducting the Private Placement:

- I. Reasons for Not Adopting a Public Offering: In consideration of the fact that a private placement offers advantages in terms of efficiency and procedural simplicity, and that securities issued through a private placement are subject to transfer restrictions for a period of three (3) years, which better facilitates the establishment and maintenance of a long-term relationship between the Company and the offerees, the Company has determined that a private placement is more appropriate than a public offering. In addition, authorizing the Board of Directors to conduct the private placement based on the Company's actual operational needs will effectively enhance the Company's flexibility and responsiveness in capital raising.
- II. Private Placement Quota: The private placement shall be conducted within the following limits: (i) private placement of common shares in an aggregate amount not exceeding 35,000 thousand common shares

(inclusive); (ii) private placement of unsecured domestic convertible bonds convertible into common shares in an aggregate amount not exceeding 35,000 thousand common shares (inclusive); and/or (iii) private placement of unsecured overseas convertible bonds convertible into common shares in an aggregate amount not exceeding 35,000 thousand common shares (inclusive). Within one (1) year from the date of the shareholders' resolution, the Company may, based on its actual operational needs and at an appropriate time, conduct the foregoing private placements by selecting a single method or a combination of methods, either in one issuance or through multiple issuances (not exceeding three tranches).

III. Use of Proceeds and Expected Benefits of Each Tranche Conducted in Multiple Issuances: The use of proceeds and the expected benefits of each tranche shall be to strengthen working capital and to repay bank borrowings, thereby enabling the Company to respond to changes in industry conditions and to enhance its operational foundation and competitiveness. It is expected that such use of proceeds will improve the Company's financial structure, contribute to stable and sustainable operational growth, and have a positive impact on shareholders' equity. The specific use of proceeds and the expected benefits of each tranche are set forth in the table below:

Expected Number of Tranches	Expected Quota	Use of Proceeds	Expected Benefits
Tranche 1	Not Exceeding 35,000 Thousand Common Shares	To strengthen working capital and repay bank borrowings	In order to respond to changes in the industry and strengthen the Company's operating fundamentals and competitive position, such measures are expected to improve the Company's financial structure, support stable and sustainable business growth, and have a positive impact on shareholders' equity.
Tranche 2		To strengthen working capital and repay bank borrowings	In order to respond to changes in the industry and strengthen the Company's operating fundamentals and competitive position, such measures are expected to improve the Company's financial structure, support stable and sustainable business growth, and have a positive impact on shareholders' equity.
Tranche 3		To strengthen working capital and repay bank borrowings	In order to respond to changes in the industry and strengthen the Company's operating fundamentals and competitive position, such measures are expected to improve the Company's financial structure, support stable and sustainable business growth, and have a positive impact on shareholders' equity.

5. The issuance and conversion terms (tentative) of the privately placed domestic unsecured convertible bonds are set out in Attachment 9.
6. The Company's Independent Directors have no dissenting or qualified opinions.

7. Pursuant to the Regulations Governing Private Placement of Securities by Public Companies, where a material change in control occurs during the period from one (1) year prior to the Board of Directors' resolution approving the private placement of securities to one (1) year after the delivery of such privately placed securities, the Company is required to engage a securities underwriter to issue an assessment opinion on the necessity and reasonableness of conducting the private placement. For the foregoing purpose, a "material change in control" refers to a change involving more than one-third of the directors; provided, however, that this shall not apply where, both before and after such change, a majority of the board seats continue to be controlled by the original principal shareholders of the Company. The private placement contemplated herein involves (i) private placement of common shares in an aggregate amount not exceeding 35,000 thousand common shares (inclusive), (ii) private placement of domestic unsecured convertible bonds convertible into common shares in an aggregate amount not exceeding 35,000 thousand common shares (inclusive), and/or (iii) private placement of unsecured overseas convertible bonds convertible into common shares in an aggregate amount not exceeding 35,000 thousand common shares (inclusive). In addition, the current term of the Company's Board of Directors runs from March 27, 2025 to March 26, 2028, upon the expiration of which a full board re-election will be conducted. Accordingly, the implementation of the private placement is not expected to result in a material change in control of the Company. Nevertheless, for the sake of prudence, the Company has engaged Taishin Securities Co., Ltd. to issue an assessment opinion in this regard. Please refer to Attachment 10 hereto for details.
8. The rights and obligations attaching to the common shares issued through the private placement of common shares and/or the common shares converted from the domestic or overseas unsecured convertible bonds issued through private placement shall be identical to those attaching to the Company's issued and outstanding common shares. Notwithstanding the foregoing, the transfer restrictions applicable to the securities issued through this private placement shall be handled in accordance with Article 43-8 of the Securities and Exchange Act and the relevant laws, regulations, and interpretive rulings of the competent authority. Upon the expiration of three (3) years from the date of delivery of the privately placed securities, the Board of Directors is authorized to determine, based on the circumstances prevailing at that time, whether to apply to the Taiwan Stock Exchange for an approval letter confirming that the securities meet the listing requirements, and thereafter to file with the competent authority for supplemental public offering procedures

and apply for listing and trading of such securities in accordance with applicable regulations.

9. Except for the pricing percentage applicable to the private placement, the principal terms of the proposed private placement of common shares and/or the issuance, by way of private placement, of domestic or overseas unsecured convertible bonds—including, without limitation, the actual issue price, number of shares to be issued, terms and conditions of issuance, total amount of funds to be raised, capital increase record date, project items, schedule for use of proceeds, expected benefits, and any other matters not yet finalized—shall be submitted to the shareholders' meeting for approval to authorize the Board of Directors to determine, adjust, and implement such matters in its discretion, based on the Company's operational needs and prevailing market conditions. Furthermore, in the event that amendments are required pursuant to the instructions of the competent authority, or as deemed necessary as a result of operational assessments or changes in objective circumstances, it is proposed that the shareholders' meeting authorize the Board of Directors to handle all such matters in full discretion.
10. In order to facilitate the implementation of the proposed private placement of common shares and/or the issuance, by way of private placement, of domestic or overseas unsecured convertible bonds, it is proposed that, upon approval of this private placement plan by the shareholders' meeting, the shareholders authorize the Chairman of the Company, and/or a person designated by the Chairman, to handle all matters related to the private placement plan, including, without limitation, representing the Company in negotiating and executing all agreements and documents in connection with the private placement of common shares and/or the private placement issuance of domestic or overseas unsecured convertible bonds.
11. Proposed for discussion.

**Resolution:**

## 4. Election Items

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**Item 1:** Election of one Independent Director. (Proposed by the Board of Directors)

**Explanation:**

1. To meet the Company's operational needs, it is proposed to elect one new Independent Director. The election of the aforementioned Directors, including the Independent Directors, adopts a candidate nomination mechanism.
2. The term of office of the newly elected Independent Director shall commence on June 4<sup>th</sup>, 2026 and conclude on Mar 26<sup>th</sup>, 2028.

Seat	Titel	Name	Gender	Shareholding	Major Education and Professional Experience	Has the Independent Director served three consecutive terms/ reason
1	Candidate of Independent Director	Tseng, Chih-Yang	M	0	<ul style="list-style-type: none"><li>● Master, Pharmacy, Kaohsiung Medical University</li><li>● National Sales Manager, GSK Taiwan</li><li>● Chairman, Eisai Taiwan Inc.</li></ul>	None

**Resolution:**

## 5. Other Items

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**Item 1:** Proposal for the Release of Non-competition Restrictions for Directors.  
(Proposed by the Board of Directors)

**Explanation:**

1. Pursuant to Article 209 of the Company Act of the Republic of China, a Director who does anything for himself/herself or on behalf of another person that is within the scope of the company's business, shall explain the material details of such act to the shareholders' meeting and obtain its approval.
2. With respect to directors who engage, for themselves or on behalf of others, in the operation of companies whose business scope is the same as or similar to that of the Company and who serve as directors thereof, the Company proposes, provided that such activities do not prejudice the Company's interests, to seek approval to release the non-competition restrictions pursuant to Article 97B of the Company's Articles of Incorporation and other applicable provisions. For details of the proposed release from the non-competition restrictions, please refer to Attachment 8.

**Resolution:**

## 6. Special Motion

## 7. Adjournment

## **III. Attachments**

# **Attachment 1: 2025 Business Report**

## 2025年營業報告書

## 2025 Business Report

謹呈上本公司2025年度營業報告書，向各位股東報告泰福生技在過去一年的營運狀況及未來發展策略。

We hereby present the Company's 2025 Business Report to provide shareholders with an overview of Tanvex's operating performance over the past year and our strategic direction going forward.

2025年為泰福生技營運轉型與全球市場布局的重要里程碑。本公司成功推動產品商業化、CDMO業務拓展及跨國營運整合，逐步轉型為兼具生物製劑商業化能力與國際CDMO服務平台之生物製劑公司，為未來成長建立穩固基礎。

2025 marked a pivotal milestone in Tanvex's operational transformation and global market expansion. During the year, the Company successfully advanced product commercialization, expanded its CDMO business, and executed cross-border operational integration. Tanvex is steadily evolving from a research-focused biotech company into a fully integrated biologics enterprise with both commercial capabilities and an international CDMO service platform, establishing a solid foundation for long-term growth.

- TX01成功進入美國市場，建立國際商業化里程碑

### TX01 Successfully Entered the U.S. Market, Achieving a Major Commercial Milestone

本公司自主研發之生物相似藥 TX01 (原廠藥物：Neupogen®) 於2024年取得美國FDA上市許可，為台灣首項由本土生物製劑公司自行取證與生產之生物相似藥，亦為全亞洲首個獲FDA核准之Filgrastim生物相似藥。此項核准不僅彰顯公司研發與製造能力已達國際水準，更為公司邁向全球市場奠定重要基石。

TX01 (Reference Product : Neupogen®), the Company's self-developed biosimilar, received U.S. FDA approval in 2024. This approval represents the first biosimilar developed and manufactured by a Taiwanese biologics company to obtain U.S. licensure and marks the first FDA-approved filgrastim biosimilar from Asia. The approval not only demonstrates the Company's outstanding R&D and manufacturing capabilities, but also establishes a critical foundation for global market expansion.

2025年6月，本公司與全球製藥大廠Cipla旗下子公司簽署美國市場經銷合作協議，正式啟動TX01於美國市場之量產與銷售，成功進入全球最大且最具指標性的生物藥市場。TX01的上市不僅帶來產品銷售收入，更驗證公司自研發、製造到商業化之完整能力，建立可複製之全球市場拓展模式，為自有廠區商業量產奠定成功範例。

In June 2025, the Company signed a U.S. commercialization agreement with a subsidiary of global pharmaceutical leader Cipla, officially launching commercial production and sales of TX01 in the United States. Entry into the world's largest and most influential biologics market represents a significant milestone. Beyond generating product revenue, TX01's launch validates Tanvex's end-to-end capabilities spanning development, manufacturing, and commercialization, creating a replicable model for global market expansion and establishing a successful precedent for commercial production at the Company's own facilities.

此外，TX01亦透過銷售夥伴Sandoz之經銷、已於加拿大上市銷售並持續拓展市場滲透率，透過多國市場商業化經驗的累積，公司已建立完善的法規、供應鏈及市場合作模式，為全球布局提供重要支撐。

TX01 is also marketed in Canada, where market penetration continues to expand by partnering with Sandoz. Through commercialization experience across multiple markets, the Company has built robust regulatory, supply chain, and commercial partnership capabilities, providing strong support for its global expansion strategy.

- 美國聖地牙哥廠擴建完成，強化在地製造競爭優勢

Expansion of San Diego Site Strengthens U.S. Local Manufacturing Advantage

為掌握美國生物製劑在地製造需求快速成長之市場契機，本公司持續加碼投資美國聖地牙哥商業量產廠區，作為全球CDMO服務的重要樞紐。

To capture rapidly growing demand for U.S.-based biologics commercial manufacturing, the Company continues to invest in its San Diego Site, positioning it as a key global CDMO service hub.

2025年擬定之擴建計畫重點包括：

The 2025 expansion plan includes:

- 新增 2座2,000升一次性生物反應器 (single-use bioreactors)

Installation of two 2,000L single-use bioreactors

- 顯著提升商業量產與CDMO接單能力

Significant enhancement of commercial production and CDMO capacity

- 強化符合美國FDA規範之在地製造優勢  
Strengthening of U.S. FDA-compliant local manufacturing capabilities
- 支援TX05 (原廠藥物：Herceptin®)量產供貨與未來CDMO業務需求  
Capacity to support future TX05 (Reference Product：Herceptin®) commercial supply and upcoming CDMO demands

本公司美國聖地牙哥廠區為美國FDA登記合格之製造廠區，具備符合國際法規標準之商業量產能力。此次產能升級不僅能支援TX05美國市場供應，更提升公司承接全球客戶在地化製造需求之能力，尤其在供應鏈重組與政策推動在地生產趨勢下，具備顯著戰略價值。

The San Diego Site is a U.S. FDA registered facility and meets international regulatory standards for commercial manufacturing. This capacity expansion not only supports future U.S. supply needs but also enhances the Company's ability to meet global clients' demand for localized manufacturing. Amid supply chain realignment and policy trends promoting domestic production, this capability represents a strategic competitive advantage.

隨著全球生物製藥產業對供應鏈安全與在地生產要求日益提高，本公司美國製造據點將成為爭取北美市場商機與CDMO專案的重要競爭優勢。

As the global biopharmaceutical industry places increasing emphasis on supply chain security and localized manufacturing, Tanvex's U.S. facility is expected to serve as a key differentiator in capturing North American market opportunities and CDMO projects.

- CDMO與產品商業化雙引擎驅動成長  
Dual Engines of Growth: CDMO Expansion and Biosimilar Commercialization

在TX01成功商業化帶動下，公司同步推動CDMO業務拓展，形成產品銷售與製造服務雙引擎成長模式。透過台灣研發量能與美國量產製造優勢的跨區協作，公司提供從細胞株開發、製程優化至商業量產的一站式服務，持續吸引國際客戶合作。

Following the successful commercialization of TX01, the Company continues to expand its CDMO business, establishing a dual-engine growth model driven by biosimilar sales and global CDMO services. Leveraging Taiwan's strong development capabilities together with U.S. commercial manufacturing capacity, Tanvex provides integrated services spanning cell line development, process optimization, and commercial production, attracting collaborations with global customers.

2025年CDMO業務在與保瑞生技整合後動能顯著提升，客戶專案持續推進，營運規模逐步擴大，未來將隨產能利用率提升而持續增強獲利貢獻。

Following strategic integration with Bora Biologics in January 2025, CDMO business momentum accelerated significantly. Customer projects continue to advance, operational scale is expanding, and profitability contribution is expected to improve progressively as capacity utilization increases.

### 1. 2025年營業計畫實施成果：

#### Implementation Results of the 2025 Business Plan

本公司自有生物相似藥TX01已取得加拿大及美國藥證，並於2025年透過合作夥伴Cipla正式於美國市場上市銷售；TX05刻正推進美國FDA審查程序。另一方面，自2023年起布局之CDMO業務，於2025年1月完成與保瑞集團旗下保瑞生技策略整合後，營運動能顯著提升。

TX01 has obtained regulatory approvals in both Canada and the United States and was commercially launched in the U.S. market in 2025 through the Company's commercialization partner, Cipla. Meanwhile, TX05 continues to progress through the U.S. FDA review process. The CDMO business, initiated in 2023, gained significant momentum following strategic integration with Bora Biologics in January 2025.

隨著TX01成功在美上市、以及整合後CDMO業務持續拓展，本公司2025年度營收較前一年度大幅成長逾1056%，若扣除因與保瑞生技策略整合所產生的一次性費用與減損，則稅後損失亦持續收斂，營運效率顯著提升。

Driven by TX01's successful U.S. launch and continued CDMO business expansion post-integration, the Company's 2025 revenue increased by more than 1056% year-over-year. Excluding one-time expenses and impairment charges associated with the strategic integration, the Company's after-tax loss further narrowed, reflecting improved operational efficiency and a strengthening earnings profile.

單位：新台幣仟元；每股虧損新台幣元

Unit: NT\$000; Losses per share/NT\$

項目 Items	2025 年度 FY2025	2024 年度 FY2024	差異數 Difference	差異百分比 Difference %
營業收入 Revenue	400,971	34,678	366,293	1056.27%
營業成本 Operating cost	(841,679)	(26,386)	(815,293)	3089.87%

項目 Items	2025 年度 FY2025	2024 年度 FY2024	差異數 Difference	差異百分比 Difference %
營業費用 Operating expenses	(947,476)	(1,365,033)	417,557	-30.59%
營業外收支 Non-operating income and expenses	(115,020)	(24,462)	(90,558)	370.20%
所得稅費用 Income tax expenses	3,047	(347)	3,394	-978.10%
本期淨損 Net losses for the period	(1,500,157)	(1,381,550)	(118,607)	8.59%
每股虧損 (NT\$) Losses per share (NT\$)	(6.13)	(8.90)	2.77	-31.12%

## 2. 預算執行情形：

### Budget Execution

本公司2025年度僅設定內部預算目標並未對外公開財務預測數。

For 2025, the Company established internal budget targets for operational management purposes and did not publicly disclose financial forecasts.

## 3. 財務收支及獲利能力分析：

### Financial Position and Profitability Analysis

本公司2025年度合併財務收支上最主要的支出項目為持續推進自有生物相似藥TX01及TX05之上市量產，及全球CDMO業務之整合與拓展，所投入之資金皆為累積未來產品上市及獲利成長之能量。

In 2025, the Company's primary expenditures were directed toward advancing commercial production and launch readiness for its proprietary biosimilars TX01 and TX05, as well as integrating and expanding its global CDMO operations. These investments are intended to build the operational scale and capabilities necessary to support future product launches and long-term profitability growth.

## 4. 研究發展狀況：

### Research and Development Status

泰福秉持對股東與員工承諾，本公司積極推動旗下有自有生物相似藥之上市銷售及全球CDMO業務拓展，相關發展進度如下：

In fulfillment of its commitments to shareholders and employees, the Company continued to advance commercialization of its proprietary biosimilars and expansion of its global CDMO business. Key developments are summarized below.

- 生物相似藥業務：

Biosimilar Business

- 本公司目前自有研發之生物相似藥品項包含 TX01 及 TX05(原廠藥物：Herceptin®)。其中，TX01 於 2022 年 7 月獲加拿大衛生部(Health Canada) 批准「藥品經營許可證」(Drug Establishment License)，於 2023 年 5 月與國際藥品銷售大廠 Sandoz 集團簽訂經銷合約且收取簽約金，自 2024 年起在加拿大市場上市銷售；TX01 另於 2024 年 7 月接獲美國 FDA 核准上市許可，於 2025 年 6 月與全球製藥大廠 Cipla 旗下子公司簽署經銷合約，正式聯手將泰福首款生物相似藥在美國量產與上市銷售，同時也是第一個由台灣生物製劑廠家自行取證、自行生產的生物相似藥。

The Company's proprietary biosimilar portfolio includes TX01 and TX05. TX01 received a Drug Establishment License from Health Canada in July 2022. In May 2023, the Company entered into a commercialization agreement with the Sandoz Group and received an upfront payment. TX01 has been marketed in Canada since 2024. In July 2024, TX01 received U.S. FDA approval, and in June 2025 the Company signed a U.S. commercialization agreement with a subsidiary of Cipla, enabling commercial production and launch in the United States. TX01 represents the first biosimilar independently developed, approved, and manufactured by a Taiwanese biologics company.

- TX05 則於 2023 年 3 月與美國 FDA 完成 Type 1 meeting 溝通後，在 2024 年第 1 季補充並向 FDA 藥證申請；同年 8 月美國 FDA 接受 TX05 藥證申覆資料申請，本公司於 2025 年 1 月接獲美國 FDA 通知 CRL，已於 2025 年 12 月向 FDA 遞交 BLA 申請。

TX05 completed a Type 1 meeting with the U.S. FDA in March 2023. The Company submitted additional data and filed its Biologics License Application (BLA) in the first quarter of 2024. In August 2024, the FDA accepted the resubmission. A Complete Response Letter (CRL) was received in January 2025, and the Company resubmitted the BLA in December 2025 following completion of the required responses.

- 全球 CDMO 業務：

Global CDMO Business

- 因應 CDMO 市場之需求及蓬勃發展，本公司藉由自身開發、生產及製造藥物之經驗與技術能力，加速布局與拓展 CDMO 業務，在台灣竹北廠區與美國聖地牙哥廠區兩地專業分工與通力合作的服務模式下，運用台灣長期建立的研發量能、人才優勢，結合美國子公司 cGMP 生產在地化及通過美國 FDA 嚴格查廠經驗等利基，建置 CDMO 服務平台，以一站式服務模式成為台灣、甚至全球生技 CDMO 的最佳策略夥伴。

In response to strong growth in CDMO demand, the Company is accelerating expansion of its CDMO services by leveraging its expertise in biologics development and manufacturing. Through coordinated operations between its Zhubei, Taiwan site and San Diego, U.S. site, the Company combines Taiwan's established development capabilities and talent base with U.S. cGMP manufacturing and FDA inspection experience. This integrated platform enables a one-stop CDMO service model and positions the Company as a strategic partner for biotech and pharmaceutical clients in Taiwan and globally.

## 5. 2026 年營業計畫概要及未來發展策略

### 2026 Business Plan and Strategic Outlook

鑒於近期產業脈動與政策發展、例如美國的 BIOSECURE 法案等，為以最有效率的方式整合強勢資源，率先站穩搶攻因應相關政策而大幅增加的在地生產代工需求等龐大的潛在商機，本公司於 2025 年 1 月 20 日正式完成與保瑞生技之策略結盟，保瑞生技已正式併入泰福生技集團，而保瑞藥業股份有限公司則透過此一策略交易成為泰福生技單一最大的法人股東。透過雙方資源整合與跨國團隊協作，本公司在大分子 CDMO 領域之技術能量與產能布局已顯著提升、建立更具國際競爭力之服務平台。

In light of evolving industry dynamics and policy developments such as the U.S. BIOSECURE Act initiatives, the Company completed its strategic combination with Bora Biologics on January 20, 2025, to efficiently integrate resources and capture expanding demand for localized biologics manufacturing. Bora Biologics has been incorporated into the Tanvex group, and Bora Pharmaceuticals became the Company's single largest institutional shareholder through this strategic transaction. Through resource integration and cross-border collaboration, the Company has significantly enhanced its technical capabilities and capacity footprint in large-molecule CDMO services, establishing a more globally competitive platform.

展望 2026 年度，本公司將全力推進 TX05 藥證取得、持續深化與保瑞生技之營運整合效益，搶攻全球 CDMO 市場，其中位於美國聖地牙哥廠商業量產廠區擴建計畫已正式完工並投入營運，本次擴建新增的 2 座 2,000 升之一次性生物反應器將大幅提升產能及接單能力，進一步因應全球客戶對於在地化生產與供應鏈需求之競爭優勢。本公司將持續優化資本結構、致力於充實營運資金與改善財務結構，以提升長期獲利能力，落實永續經營目標及維護股東權益。

Looking ahead to 2026, the Company will focus on advancing TX05 regulatory approval, deepening operational synergies with Bora Biologics, and expanding its presence in the global CDMO market. The commercial manufacturing expansion at the San Diego facility has been completed and is now operational. The addition of two 2,000-liter single-use bioreactors significantly increases production capacity and project intake capability, strengthening the Company's competitive advantage in meeting global demand for localized manufacturing and resilient supply chains.

The Company will continue optimizing its capital structure, strengthening working capital, and improving financial resilience to enhance long-term profitability, support sustainable operations, and protect shareholder value.

## 6. 預期銷售數量及其依據

### Projected Sales Volume and Basis

本公司預期未來年度之銷售數量，將隨生物相似藥產品商業化進程與 CDMO 專案量產時程逐步提升。TX01 於美國市場上市後，出貨量將依據市場滲透率提升趨勢、合作夥伴銷售推廣進度及既有市場需求預估成長。另 CDMO 業務之銷售數量，係依據已簽約專案之開發里程碑、技術移轉與量產排程，以及潛在客戶案源能見度進行預估。整體銷售預測並綜合考量產能配置、供應鏈穩定度及市場需求變化等因素，作為營運規劃與產能調度之重要依據。

Projected sales volumes in the coming year are expected to increase in line with the commercialization progress of biosimilar products and the production timelines of CDMO projects. Following the U.S. launch of TX01, shipment volumes are expected to grow based on market penetration trends, commercialization partner promotional efforts, and underlying market demand. CDMO sales volumes are estimated based on signed project milestones, technology transfer schedules, commercial production timelines, and the visibility of the prospective new project pipeline. Overall sales projections also consider capacity allocation, supply chain stability, and market demand dynamics, serving as key inputs for operational planning and capacity scheduling.

## 7. 重要之產銷政策

### Major Production and Sales Policies

本公司採行「產品商業化與 CDMO 服務並行發展」之產銷策略，以提升產能利用率並優化獲利結構。針對已上市之生物相似藥 TX01，透過國際合作夥伴拓展各區域銷售通路，依市場特性推動差異化商業策略，以提升市場滲透率與產品競爭力。The Company has adopted a dual-track strategy combining biosimilar commercialization and CDMO services to enhance capacity utilization and optimize profitability. For TX01, the Company leverages international commercialization partners to expand regional distribution channels and implements market-specific commercial strategies to improve penetration and competitiveness.

在生產供應方面，公司運用台灣與美國雙基地製造布局，建立具彈性調度之供應體系，同時積極拓展全球服務，延伸服務觸角，打造 CDMO 完整服務鏈的關鍵拼圖。美國聖地牙哥廠區作為商業量產與在地供應核心據點，有助滿足北美市場在地製造需求並強化供應鏈韌性；台灣竹北廠區則支援製程開發與技術服務，提升整體營運效率。

From a manufacturing and supply perspective, the Company operates a dual-site production network in Taiwan and the United States, enabling flexible supply allocation and global service expansion. The San Diego Site serves as the core hub for commercial production and localized supply, supporting North American market demand and strengthening supply chain resilience, while the Zhubei Site supports process development and technical services to enhance overall operational efficiency.

## 8. 外部環境、法規環境及總體經營環境之影響

### Impact of External Environment, Regulatory Landscape, and Macroeconomic Conditions

近年全球生技醫藥產業面臨供應鏈重組、地緣政治風險升高及監管法規持續強化等多重變化，同時也帶動生物製劑在地化生產與委外製造需求快速成長。尤其美國推動供應鏈安全與在地製造相關政策，促使國際藥廠更加重視製造來源透明度與供應鏈韌性，為具備跨國製造能力與合規體系之生物製藥公司創造新的市場契機。面對此一趨勢，泰福生技透過建立台灣與美國雙基地製造布局，強化在地供應能力與交付彈性，以降低地緣政治與運輸風險，同時提升對全球客戶之服務穩定度。

In recent years, the global biopharmaceutical industry has faced supply chain restructuring, heightened geopolitical risks, and increasingly stringent regulatory requirements. At the same time, these dynamics have accelerated demand for localized biologics manufacturing and outsourced production services. U.S. policy initiatives promoting supply chain

security and domestic manufacturing have led global pharmaceutical companies to place greater emphasis on manufacturing transparency and supply chain resilience, creating new opportunities for biopharmaceutical companies with cross-border manufacturing capabilities and strong compliance systems. In response, Tanvex has established a dual-site manufacturing footprint in Taiwan and the United States to strengthen localized supply capabilities and delivery flexibility, reducing geopolitical and logistics risks while enhancing service reliability for global clients.

在法規環境方面，各國藥政機關持續提升對生物製劑品質系統、資料完整性及製程一致性之要求，產品審查與製造合規門檻日益嚴謹。本公司長期依循美國 FDA 及 PIC/S GMP 國際規範建構品質管理體系，並藉由美國聖地牙哥廠區通過 FDA 查核之實務經驗，持續精進品質系統與法規遵循能力，以確保產品品質、安全性及製造流程符合國際標準，提升客戶與監管機構之信賴度。

From a regulatory perspective, health authorities worldwide continue to elevate requirements for biologics quality systems, data integrity, and process consistency, raising approval standards and manufacturing compliance thresholds. The Company has long aligned its quality management systems with U.S. FDA and PIC/S GMP standards. Leveraging the successful FDA inspection of its San Diego Site, the Company continues to enhance regulatory compliance and quality systems to ensure product safety, quality, and manufacturing reliability consistent with international standards, thereby strengthening trust among regulators and customers.

在總體經營環境方面，全球經濟成長趨緩、利率變動與匯率波動等不確定因素，對企業營運成本與資本配置形成挑戰。泰福生技持續強化財務結構與現金流管理，透過優化資本支出配置、提升營運效率及提高產能利用率，以降低外部環境波動對營運之影響，並維持穩健的財務體質。

Macroeconomic uncertainties, including moderating global growth, interest rate fluctuations, and foreign exchange volatility, present ongoing challenges for operating costs and capital allocation. The Company continues to strengthen its financial structure and cash flow management through disciplined capital allocation, operational efficiency improvements, and increased capacity utilization to mitigate external volatility while maintaining financial resilience.

此外，隨著全球對永續發展與企業責任之重視日益提升，本公司亦積極將 ESG 理念融入營運策略與供應鏈管理。在環境面向，持續導入節能設備與高效率一次性生物反應系統，以降低能源消耗與製程廢棄物產生，並透過製程優化提升資源使用效率；在社會面向，本公司重視藥品品質與供應穩定性，確保患者可及性，並建立安全健康之工作環境與專業人才培育機制；在公司治理面向，則透過強化內控制度、

法規遵循與資訊透明度，確保企業營運符合國際治理標準。

In response to growing global emphasis on sustainability and corporate responsibility, the Company is actively integrating ESG principles into its operational strategy and supply chain management. Environmentally, the Company has implemented energy-efficient equipment and single-use bioreactor technologies to reduce energy consumption and manufacturing waste, while improving resource efficiency through process optimization. Socially, the Company prioritizes product quality and supply reliability to support patient access, while fostering a safe workplace and investing in talent development. From a governance perspective, the Company reinforces internal controls, regulatory compliance, and transparency to align with international corporate governance standards.

透過將永續供應鏈管理納入營運核心，公司在供應商評估與合作夥伴選擇過程中，亦逐步導入品質、合規與永續責任之評估機制，以提升整體供應鏈透明度與韌性。在全球產業環境快速變動之下，泰福生技藉由強化製造布局、深化法規合規能力及推動永續營運，不僅有效降低外部環境風險，亦掌握供應鏈在地化與永續發展趨勢所帶來之長期成長契機，持續提升公司國際競爭力與企業永續價值。

By embedding sustainable supply chain management into its core operations, the Company is incorporating quality, compliance, and sustainability criteria into supplier evaluation and partner selection processes, enhancing supply chain transparency and resilience. Amid rapidly evolving industry conditions, Tanvex's strengthened manufacturing footprint, regulatory compliance capabilities, and commitment to sustainable operations position the Company to mitigate external risks while capturing growth opportunities driven by supply chain localization and sustainability trends, thereby enhancing long-term competitiveness and corporate value.

董事長：盛保熙



Chairman: Bobby Sheng

執行長：Stephen Lam

CEO: Stephen Lam

A handwritten signature in black ink, corresponding to Stephen Lam.

會計主管：James Williamson

Accounting Officer: James Williamson

A handwritten signature in black ink, corresponding to James Williamson.

**Attachment 2: Audit Committee's  
Review Report on 2025 Financial  
Statements**

## **Tanvex BioPharma, Inc.**

### **Audit Committee's Review Report**

March 4, 2026

The Board of Directors has prepared the Company's 2025 Business Report, Consolidated Financial Report and Proposal for loss make-up. The CPA firm of PricewaterhouseCoopers Taiwan was retained to audit Tanvex BioPharma, Inc.'s Consolidated Financial Report and has issued an audit report relating to the Consolidated Financial Report. The Business Reports, Consolidated Financial Report, and Proposal for Loss Make-up have been reviewed and determined to be correct and accurate by the Audit Committee of Tanvex BioPharma, Inc. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this Report.

Tanvex BioPharma, Inc.

Chairman of the Audit Committee

Tay-Chang Wang

# **Attachment 3: Audit Committee and Internal Auditor Communication Report**

## Audit Committee and Internal Auditor Communication Report

Audit Committee Meeting Date	Discussion Item
2025/03/14	<ul style="list-style-type: none"> <li>● Audit report for Q4 2024.</li> <li>● 2024 Statement on Internal Control.</li> </ul>
2025/05/07	<ul style="list-style-type: none"> <li>● Internal audit results in Q1 2025.</li> </ul>
2025/08/12	<ul style="list-style-type: none"> <li>● Internal audit results in Q2 2025.</li> </ul>
2025/11/12	<ul style="list-style-type: none"> <li>● Internal audit results in Q3 2025.</li> </ul>
2025/12/11	<ul style="list-style-type: none"> <li>● The 2026 Annual Audit Plan.</li> </ul>

# **Attachment 4: 2025 Financial Report and the Execution Status of Sound Business Plan**

# Tanvex BioPharma, Inc.

## FY2025 Sound Business Plan and Implementation Status

The cash capital increase for the year 2025 has been approved by the Financial Supervisory Commission. In accordance with the letter No. 1140341748 issued by the Securities and Futures Bureau on June 24<sup>th</sup>, 2025, the implementation status of the company's sound operational plan for the FY2025 is as follows:

NTD/K

Item	Period	FY2025			Explanation	
		SBP*	Act.	Favorable (+) / Unfav. (-)		Diff. %
Revenue		624,873	400,971	(223,902)	-35.8%	Less CDMO service revenue mainly due to the delays in project signing, partially offset by more TX01 US licensing royalty and shipment
COGS		(429,538)	(841,679)	(412,141)	-95.9%	Reclassification of SD Site OPEX from R&D and Operations to COGS (+US\$12M) to reflect the transition to CDMO. COGS exceeded revenue due to underutilized CDMO capacity and less capitalization of in-house labor and overhead
Gross Profits		195,335	(440,708)	(636,043)	-325.6%	Reclassification of SD Site OPEX to COGS, lower-than-expected 3 <sup>rd</sup> party contract service fee for S&M with Biosim out-licensing strategy, partially offset by more amortization of intangible asset from Bora Bio merger (customer relationship) and no absorption from OPEX to COGS/Inv as no TX05 production
Operating Expense		(1,282,219)	(947,476)	334,743	26.1%	
Operating Income (Loss)		(1,086,884)	(1,388,184)	(301,300)	-27.7%	
Non-op Items		(59,482)	(115,020)	(55,538)	-93.4%	One-time impairment and disposal loss of NT\$108M related to the Xizhi office to accelerate integration, and foreign exchange loss of NT\$54M, partially offset by a US government subsidy of US\$1.7M
Pre-tax Income (Loss)		(1,146,366)	(1,503,204)	(356,838)	-31.3%	
Net Income (Loss)		(1,178,939)	(1,500,157)	(321,218)	-27.2%	Mainly due to less revenue, higher COGS caused by underutilized CDMO capacity, and the one-time items

**tanvex**

\* SBP = Sound Business Plan approved by 2025/04/07 BOD

**Attachment 5: 2025 Independent  
Auditor's Report and Consolidated  
Financial Report**

## INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To Tanvex Biopharma, Inc.

### ***Opinion***

We have audited the accompanying consolidated balance sheets of Tanvex Biopharma, Inc. and its subsidiaries (the “Group”) as at December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

### ***Basis for opinion***

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Independent auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## ***Key audit matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2025 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

The key audit matters for the Group's 2025 consolidated financial statements are stated as follows:

### **Impairment assessment of property, plant and equipment and right-of-use assets**

#### Description

As of December 31, 2025, the Group's property, plant and equipment and right-of-use assets amounted to NT\$2,760,887 thousand, accounting for 35% of the consolidated total assets. Refer to Note 5(2) for the accounting estimates and assumptions of the property, plant and equipment and right-of-use assets, Note 4(16) for the related accounting policy on impairment of non-financial assets, Note 6(6) for the details of property, plant and equipment and Note 6(7) for the details of right-of-use assets.

The Group is currently engaged in conducting research and development of biosimilar products and contract development and manufacturing of biological medicine, so the property, plant and equipment and right-of-use assets are mainly used for the purposes of research, development and producing biosimilar products and contract development and manufacturing of biological medicine. The usage is highly relevant to the outcome of biosimilar drugs' development and the situation of undertaking contract development and manufacturing service projects. In addition, the balance of property, plant and equipment and right-of-use assets at December 31, 2025 was significant. Thus, we considered the impairment assessment of property, plant and equipment and right-of-use assets as a key audit matter.

#### How our audit addressed the matter

Our procedures performed in respect of the above key audit matter included:

1. Evaluating the explanation provided by management regarding the characteristics of R&D and manufacturing products and market trends.
2. Evaluating the process by which management estimates future cash flows of the Company, and comparing the estimated cash flows with the operational plan for consistency.

3. Evaluating the reasonableness of the significant assessments conducted by the management in estimating the projected cash flows.
4. Ascertaining whether the fair value of the cash flows generated by major equipment and assets exceeds the book value.

### **Accuracy of recognition of revenue from contract development organization (CDO) services**

#### Description

Refer to Note 4(23) for the accounting policy on revenue from CDO services, Note 5(2) for the critical accounting estimates and assumptions in relation to revenue recognition of CDO services and Note 6(19) for the details of revenue from CDO services.

The Group derives revenue mainly from the CDO services for biopharmaceuticals. Revenue from related transactions is recognized based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on the actual costs incurred relative to the total expected costs. Given that the calculation basis, record and maintenance of the stage of completion all involve manual work and is subject to management's determination as to whether the actual costs incurred are appropriate, these could give rise to estimation uncertainty. Thus, we considered the accuracy of recognition of revenue from CDO services for biopharmaceuticals as a key audit matter.

#### How our audit addressed the matter

Our procedures performed in respect of the above key audit matter included:

1. Discussing the policy for recognizing CDO service revenue and the reasonableness of its basis with the management, ensuring that it is appropriately accounted for, reviewed, and approved.
2. Reviewing the data and evaluating the reasonableness of the methods and parameters used to measure the completion of performance obligations.
3. Reviewing the calculation of the percentage of service completion, assessing the appropriateness of revenue recognition, and ensuring that its accounting treatment complies with relevant regulations.

## ***Impairment assessment of goodwill arising from business combinations***

### Description

Refer to Note 4(16) for the accounting policy on impairment loss on non-financial assets, Note 5(2) for the uncertainty of goodwill impairment assessment, and Note 6(9) for details of goodwill impairment assessment.

The balance of goodwill arising from business combinations is NT\$2,910,192 thousand, constituting 37% of the consolidated total assets as of December 31, 2025. As of the balance sheet date, the Group considers internal and external information in determining whether the goodwill arising from business combinations is impaired, and the related assets' recoverable amounts will be used for assessment to ensure the possibility of impairment. The Group uses the discounted value of the estimated future cash flows of cash-generating units to measure the recoverable amount. Since the impairment indication assessment performed by management and the consideration of various data have a significant impact on the recoverable amount, we considered impairment assessment of goodwill arising from business combinations as a key audit matter.

### How our audit addressed the matter

Our procedures performed in respect of the above key audit matter included:

1. Assessing the process in which management evaluates the estimated future cash flows of each cash generating unit, and reconciling the input data used in the valuation model to the approved operational plan by management.
2. Evaluating the reasonableness of the estimated growth rate, gross rate, discount rate and other significant assumptions used in the valuation model
3. Comparing the recoverable value and book value of the cash-generating unit.

## ***Responsibilities of management and those charged with governance for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by

Securities Issuers and International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

### ***Independent auditors' responsibilities for the audit of the consolidated financial statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

2. Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Yu, Shu-Fen

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Liang, Hua-Ling

For and on behalf of PricewaterhouseCoopers, Taiwan

March 4, 2026

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice.

As the consolidated financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**TANVEX BIOPHARMA, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2025		December 31, 2024		
		AMOUNT	%	AMOUNT	%	
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 878,709	11	\$ 376,959	14
1140	Contract assets - current	6(19)	21,430	-	-	-
1150	Notes receivable, net	6(3)	15,686	-	-	-
1170	Accounts receivable, net	6(3)	30,091	1	70	-
1180	Accounts receivable - related parties	7	109	-	-	-
1200	Other receivables	6(8)	48,562	1	869	-
1210	Other receivables - related parties	7	7,356	-	-	-
1220	Current tax assets		868	-	-	-
130X	Inventory	6(4)	416,478	5	217,836	8
1410	Prepayments	6(5)	76,835	1	79,890	3
1479	Other current assets, others		1,058	-	-	-
11XX	<b>Total current assets</b>		<u>1,497,182</u>	<u>19</u>	<u>675,624</u>	<u>25</u>
<b>Non-current assets</b>						
1535	Financial assets at amortised cost - non-current	6(2) and 8	206,638	2	215,332	8
1600	Property, plant and equipment	6(6) and 7	1,505,187	19	440,387	16
1755	Right-of-use assets	6(7)	1,255,700	16	1,386,757	51
1780	Intangible assets	6(9)	3,395,512	43	7,068	-
1840	Deferred tax assets	6(26)	6,337	-	-	-
1920	Guarantee deposits paid		7,437	-	7,021	-
1990	Other non-current assets	6(8)	87,141	1	2,948	-
15XX	<b>Total non-current assets</b>		<u>6,463,952</u>	<u>81</u>	<u>2,059,513</u>	<u>75</u>
1XXX	<b>Total assets</b>		<u>\$ 7,961,134</u>	<u>100</u>	<u>\$ 2,735,137</u>	<u>100</u>

(Continued)

**TANVEX BIOPHARMA, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2025		December 31, 2024		
		AMOUNT	%	AMOUNT	%	
<b>Current liabilities</b>						
2100	Short-term borrowings	6(12)	\$ 30,000	1	\$ -	-
2130	Contract liabilities - current	6(19)	79,298	1	11,113	-
2170	Accounts payable		102,985	1	-	-
2200	Other payables	6(11)	360,474	5	177,019	7
2220	Other payables - related parties	7	17,558	-	-	-
2230	Current tax liabilities		26,894	-	-	-
2280	Lease liabilities - current	6(7)(30)	181,632	2	160,008	6
2399	Other current liabilities		819	-	-	-
21XX	<b>Total current liabilities</b>		<u>799,660</u>	<u>10</u>	<u>348,140</u>	<u>13</u>
<b>Non-current liabilities</b>						
2527	Contract liabilities - non-current	6(19)	99,004	1	5,467	-
2580	Lease liabilities - non-current	6(7)(30)	1,366,766	17	1,488,224	54
2600	Other non-current liabilities		1,722	-	-	-
25XX	<b>Total non-current liabilities</b>		<u>1,467,492</u>	<u>18</u>	<u>1,493,691</u>	<u>54</u>
2XXX	<b>Total liabilities</b>		<u>2,267,152</u>	<u>28</u>	<u>1,841,831</u>	<u>67</u>
<b>Equity</b>						
Share capital						
6(15)						
3110	Common shares		2,648,634	33	1,640,714	60
Capital surplus						
6(16)						
3200	Capital surplus		18,905,627	238	13,567,021	496
Retained earnings						
6(17)						
3350	Deficit yet to be compensated		( 15,636,647 ) ( 196 )		( 14,136,490 ) ( 517 )	
Other equity interest						
6(18)						
3400	Other equity interest		( 223,632 ) ( 3 )		( 177,939 ) ( 6 )	
3XXX	<b>Total equity</b>		<u>5,693,982</u>	<u>72</u>	<u>893,306</u>	<u>33</u>
Significant contingent liabilities and unrecognized contract commitments						
9						
3X2X	<b>Total liabilities and equity</b>		<u>\$ 7,961,134</u>	<u>100</u>	<u>\$ 2,735,137</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

**TANVEX BIOPHARMA, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024**

(Expressed in thousands of New Taiwan dollars, except for loss per share amount)

Items	Notes	For the years ended December 31				
		2025		2024		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(19) and 7	\$ 400,971	100	\$ 34,678	100
5000	Operating costs	6(4)	( 841,679)	( 210)	( 26,386)	( 76)
5900	Net operating margin		<u>440,708</u>	<u>( 110)</u>	<u>8,292</u>	<u>24</u>
	Operating expenses	6(6)(7)(9)(13) (14)(24)(25)				
6100	Selling expenses		( 114,813)	( 29)	( 44,675)	( 129)
6200	General and administrative expenses		( 315,372)	( 79)	( 261,842)	( 755)
6300	Research and development expenses		( 510,823)	( 127)	( 1,058,516)	( 3052)
6450	Expected credit impairment loss		( 6,468)	( 1)	-	-
6000	Total operating expenses		<u>( 947,476)</u>	<u>( 236)</u>	<u>( 1,365,033)</u>	<u>( 3936)</u>
6900	Operating loss		<u>( 1,388,184)</u>	<u>( 346)</u>	<u>( 1,356,741)</u>	<u>( 3912)</u>
	Non-operating income and expenses					
7100	Interest income	6(2)(7)(8)(20)	39,882	10	30,184	87
7010	Other income	6(21)	54,676	14	418	1
7020	Other gains and losses	6(10)(22)	( 162,350)	( 41)	( 1,722)	( 5)
7050	Finance costs	6(7)(23) and 7	( 47,228)	( 12)	( 53,342)	( 154)
7000	Total non-operating income and expenses		<u>( 115,020)</u>	<u>( 29)</u>	<u>( 24,462)</u>	<u>( 71)</u>
7900	<b>Loss before income tax</b>		<u>( 1,503,204)</u>	<u>( 375)</u>	<u>( 1,381,203)</u>	<u>( 3983)</u>
7950	Income tax benefit (expense)	6(26)	<u>3,047</u>	<u>1</u>	<u>( 347)</u>	<u>( 1)</u>
8200	<b>Loss for the year</b>		<u><u>( \$ 1,500,157)</u></u>	<u><u>( 374)</u></u>	<u><u>( \$ 1,381,550)</u></u>	<u><u>( 3984)</u></u>
	<b>Other comprehensive income</b>					
	<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
8361	Financial statements translation differences of foreign operations	6(18)	<u>( \$ 45,693)</u>	<u>( 12)</u>	<u>\$ 16,234</u>	<u>47</u>
8300	<b>Other comprehensive (loss) income for the year</b>		<u><u>( \$ 45,693)</u></u>	<u><u>( 12)</u></u>	<u><u>\$ 16,234</u></u>	<u><u>47</u></u>
8500	<b>Total comprehensive loss for the year</b>		<u><u>( \$ 1,545,850)</u></u>	<u><u>( 386)</u></u>	<u><u>( \$ 1,365,316)</u></u>	<u><u>( 3937)</u></u>
	Loss attributable to:					
8610	Shareholders of the parent		<u>( \$ 1,500,157)</u>	<u>( 374)</u>	<u>( \$ 1,381,550)</u>	<u>( 3984)</u>
	Comprehensive loss attributable to:					
8710	Shareholders of the parent		<u>( \$ 1,545,850)</u>	<u>( 386)</u>	<u>( \$ 1,365,316)</u>	<u>( 3937)</u>
	Loss per share (in dollars)	6(27)				
9750	Basic loss per share		<u>( \$ 6.13)</u>		<u>( \$ 8.90)</u>	
9850	Diluted loss per share		<u>( \$ 6.13)</u>		<u>( \$ 8.90)</u>	

The accompanying notes are an integral part of these consolidated financial statements.

**TANVEX BIOPHARMA, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to Shareholders of the parent							Total
	Notes	Common shares	Share premium	Employee stock options	Others	Deficit yet to be compensated	Other Equity Interest	
				Capital Surplus			Financial statements translation differences of foreign operations	
<u>For the year ended December 31, 2024</u>								
Balance at January 1, 2024		\$ 1,339,629	\$ 11,287,395	\$ 655,565	\$ 487,634	(\$12,754,940)	(\$ 194,173)	\$ 821,110
Loss for the year	6(18)	-	-	-	-	( 1,381,550)	-	( 1,381,550)
Other comprehensive income for the year		-	-	-	-	-	16,234	16,234
Total comprehensive income (loss) for the year		-	-	-	-	( 1,381,550)	16,234	( 1,365,316)
Issuance of shares for cash	6(15)	300,000	1,135,500	-	-	-	-	1,435,500
Compensation cost of employee stock options	6(14)(25)	-	-	( 2,156)	-	-	-	( 2,156)
Exercise of employee stock options	6(14)(15)	1,085	3,800	( 717)	-	-	-	4,168
Forfeiture of employee stock options		-	-	( 104,001)	104,001	-	-	-
Balance at December 31, 2024		\$ 1,640,714	\$ 12,426,695	\$ 548,691	\$ 591,635	(\$14,136,490)	(\$ 177,939)	\$ 893,306
<u>For the year ended December 31, 2025</u>								
Balance at January 1, 2025		\$ 1,640,714	\$ 12,426,695	\$ 548,691	\$ 591,635	(\$14,136,490)	(\$ 177,939)	\$ 893,306
Loss for the year	6(18)	-	-	-	-	( 1,500,157)	-	( 1,500,157)
Other comprehensive loss for the year		-	-	-	-	-	( 45,693)	( 45,693)
Total comprehensive loss for the year		-	-	-	-	( 1,500,157)	( 45,693)	( 1,545,850)
Issuance of shares for cash	6(15)	260,000	984,406	-	-	-	-	1,244,406
Compensation cost of issuance of shares for cash		-	5,476	( 5,476)	-	-	-	-
Shares issued for pursuant to acquisitions	6(15)(28)	740,840	4,332,414	-	-	-	-	5,073,254
Compensation cost of employee stock options	6(14)(25)	-	-	9,068	-	-	-	9,068
Exercise of employee stock options	6(14)(25)	7,080	12,718	-	-	-	-	19,798
Forfeiture of employee stock options		-	-	( 102,738)	120,738	-	-	-
Balance at December 31, 2025		\$ 2,648,634	\$ 17,761,709	\$ 449,545	\$ 694,373	(\$15,636,647)	(\$ 223,632)	\$ 5,693,982

The accompanying notes are an integral part of these consolidated financial statements.

**TANVEX BIOPHARMA, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2025	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before income tax		(\$ 1,503,204)	(\$ 1,381,203)
Adjustments items			
Adjustments to reconcile profit (loss)			
Depreciation	6(6)(7)(24)	320,631	287,560
Amortization	6(9)(24)	46,101	1,480
Expected credit impairment loss		6,468	-
Compensation cost of employees' stock options	6(14)(25)	9,068	( 2,156 )
Interest income	6(20)	( 39,882 )	( 30,184 )
Interest expense	6(23)	47,228	53,342
Loss (gain) on disposal of property, plant and equipment	6(22)	46,912	( 80 )
Transferred from property, plant, and equipment to expenses	6(6)(29)	350	8,424
Impairment loss on non-financial assets	6(6)(10)(22)	49,194	-
Transferred from prepaid equipment to expenses	6(29)	-	9,940
Loss arising from lease modifications	6(7)(22)	578	186
Changes in assets and liabilities relating to operating activities			
Changes in assets relating to operating activities			
Contract assets		203,837	-
Notes receivable		( 15,686 )	-
Accounts receivable (including related parties)		7,415	9,326
Other receivables (including related parties)		( 33,597 )	768
Inventory		( 157,921 )	( 109,551 )
Prepayments		23,528	24,927
Other current assets		2,464	-
Changes in liabilities relating to operating activities			
Contract liabilities - current		( 161,897 )	( 556 )
Accounts payable		99,592	-
Other payables		( 34,135 )	1,754
Other payables - related parties		294	-
Other current liabilities		( 7,940 )	( 396 )
Contract liabilities - non-current		93,537	-
Cash outflow generated from operations		( 997,065 )	( 1,126,419 )
Receipt of interest		39,679	30,184
Income tax paid		( 827 )	( 1,022 )
Payment of interest		( 47,228 )	( 53,342 )
Net cash flows used in operating activities		( 1,005,441 )	( 1,150,599 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of financial assets at amortized cost		( 300 )	( 215,332 )
Proceeds from disposal of financial assets at amortized cost		5,300	215,332
Acquisition of property, plant and equipment	6(29)	( 668,256 )	( 105,910 )
Proceeds from disposal of property, plant and equipment	6(29)	12,905	136
Acquisition of intangible assets	6(9)	( 1,944 )	( 4,858 )
Decrease in refundable deposits		1,389	1,907
Increase in other non-current assets		( 51,553 )	( 529 )
Cash received for business combination	6(28)	1,004,262	-
Net cash flows provided by (used in) investing activities		301,803	( 109,254 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase in current borrowings		30,000	377,646
Decrease in current borrowings	6(30)	-	( 377,646 )
Redemption of lease liabilities	6(30)	( 156,673 )	( 184,584 )
Decrease in guarantee deposits received	6(7)(30)	1,722	-
Exercise of employee share options	6(30)	19,798	4,168
Issuance of shares for cash		1,244,406	1,435,500
Issuance costs of new shares for the merger	6(15)	( 1,500 )	-
Net cash flows provided by financing activities	6(15)(28)	1,137,753	1,255,084
Effect of exchange rate changes on cash and cash equivalents		67,635	976
Net increase (decrease) in cash and cash equivalents		501,750	( 3,793 )
Cash and cash equivalents at beginning of year		376,959	380,752
Cash and cash equivalents at end of year		\$ 878,709	\$ 376,959

The accompanying notes are an integral part of these consolidated financial statements.

**Attachment 6: The Comparison Table of  
Amendments to “Procedures for  
Acquisition or Disposal of Assets”**

**The Comparison Table of Amendments to  
PROCEDURES FOR ACQUISITION OR DISPOSAL OF ASSETS**

No.	Amended Provisions	Current Provisions	Remark
Article 3	<p>Definition Terms used in these Regulations are defined as follows:</p> <ol style="list-style-type: none"> <li>1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, whose value is derived from a specified interest rates, financial instrument price, commodity price, foreign exchange rates, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.</li> <li>2. Assets acquired or disposed of in connection with mergers, spin-offs, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, spin-offs, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or shares acquired from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3, paragraph 6 of the Company Act.</li> <li>3. Related party and subsidiary: As defined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</li> <li>4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.</li> <li>5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of</li> </ol>	<p>Definition The following terms are defined in these Procedures:</p> <ol style="list-style-type: none"> <li>1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, whose value is derived from a specified interest rates, financial instrument price, commodity price, foreign exchange rates, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.</li> <li>2. Assets acquired or disposed of in connection with mergers, spin-offs, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, spin-offs, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or shares acquired from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3, paragraph 6 of the Company Act.</li> <li>3. Related party and subsidiary: As defined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</li> <li>4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.</li> <li>5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of</li> </ol>	<p>Wording changes to follow the latest regulations.</p>

No.	Amended Provisions	Current Provisions	Remark
	<p>approval by the competent authority shall apply.</p> <p>6. Mainland China area investment: Refers to investments in Mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in Mainland China area.</p> <p><b><u>7. Latest Financial Statements: The financial statements of this Company audited or examined by certified public accountant which has been published in accordance with applicable regulation before the subject acquisition or disposal of assets.</u></b></p> <p><b><u>8. The term "10% of the company's total asset: Based on the total asset stated in the most recent standalone financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u></b></p> <p>9. In professional investment business: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the financial regulatory authorities of the jurisdiction where they are located.</p> <p><b><u>10. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.</u></b></p> <p><b><u>11. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "Foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</u></b></p>	<p>approval by the competent authority shall apply.</p> <p>6. Mainland China area investment: Refers to investments in Mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in Mainland China area.</p> <p>7. In professional investment business: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the financial regulatory authorities of the jurisdiction where they are located.</p> <p>8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.</p> <p>9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "Foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</p>	

No.	Amended Provisions	Current Provisions	Remark
Article 4	<p><b><u>Qualifications for Professional Appraisers</u></b> Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the <b><u>Securities and Exchange Act</u></b>, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</li> </ol> <p>(the following is omitted)</p>	<p><del>Exclusion of related party</del> Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</li> </ol> <p>(the following is omitted)</p>	Wording changes
Article 5	<p>Limits for Investment in Non-Business Use Real Property, right-of-use assets thereof and Securities</p> <p><b><u>The limitation of acquisition of real estate and right-of-use assets thereof or securities by the Company and its Subsidiaries as following:</u></b></p> <ol style="list-style-type: none"> <li>1. The total amount of real property not for business use and right-of-use assets thereof shall not exceed 100% of the Company's paid-in capital.</li> <li>2. The total amount of investment in securities shall not exceed 300% of the Company's paid-in capital in the most recent financial statements.</li> <li>3. The amount of investment in any single security shall not exceed 100% of the Company's paid-in capital in the most recent financial statements.</li> <li>4. <b><u>This limitation does not apply to the Company's investments in subsidiaries wholly owned, directly or indirectly, by the Company.</u></b></li> </ol>	<p>Limits for Investment in Non-Business Use Real Property, right-of-use assets thereof and Securities</p> <ol style="list-style-type: none"> <li>1. The total amount of real property not for business use and right-of-use assets thereof shall not exceed 100% of the Company's paid-in capital.</li> <li>2. The total amount of investment in securities shall not exceed 300% of the Company's paid-in capital in the most recent financial statements.</li> <li>3. The amount of investment in any single security shall not exceed 100% of the Company's paid-in capital in the most recent financial statements.</li> </ol> <p><del>The limit for acquisition of real property and right-of-use assets thereof or securities by the Company's subsidiary for non operating purpose: same as the limit applicable to the Company.</del></p>	To match the operational needs
Article 6	<p>Decision and authorization levels</p> <ol style="list-style-type: none"> <li>1. ~ 2.: (omitted)</li> <li>3. Derivatives trading: The Company engaging in derivatives trading shall authorize the relevant personnel to handle in accordance with <b><u>Subparagraph 7, Paragraph 1</u></b>, Article 12 of the</li> </ol>	<p>Decision and authorization levels</p> <ol style="list-style-type: none"> <li>1. ~ 2.: (omitted)</li> <li>3. Derivatives trading: The Company engaging in derivatives trading shall authorize the relevant personnel to handle in accordance with <del>Paragraph 7</del>, Article 12 of the Procedures, and subsequently</li> </ol>	Wording changes

No.	Amended Provisions	Current Provisions	Remark
	Procedures, and subsequently submit to the next board of directors meeting. (the following is omitted)	submit to the next board of directors meeting. (the following is omitted)	
Article 7	<p>Appraisal and procedures for acquisition or disposal of assets</p> <p>1. Acquisition or disposition of Securities:</p> <p>(1) Procedures: Finance and Accounting Department shall analyze the reasons for acquisition or disposition of securities, transaction target, reference price, etc. for benefits analysis and potential risk evaluation in accordance with the Company's internal control systems and <b><u>the decision-making and authorization hierarchy set forth in Article 6.</u></b></p> <p>(2) ~ (4): (omitted)</p> <p>2. Acquisition or disposition of real property or equipment:</p> <p>(1) Procedures: Finance and Accounting Department shall analyze the feasibility of acquisition or disposition of real property or equipment, indicate the reasons for such acquisition or disposition, the target, transactional party, transfer price, payment and collection terms and reference price, etc., in accordance with the Company's internal regulations, to responsible levels and submit to the Company's internal control systems and <b><u>the decision-making and authorization hierarchy set forth in Article 6.</u></b></p> <p>II. ~ III.: (omitted)</p> <p>3. Membership or intangible assets:</p> <p>(1) Transaction procedures: Responsible department shall refer to an expert valuation report or the fair market value to determine the terms and price and produce an analysis report indicating the reasons for such acquisition or disposition, the target, counterparty, purchase price, payment terms and reference price, etc., then conduct the transaction in accordance with the Company's internal control system and <b><u>the decision-making and authorization hierarchy set forth in Article 6.</u></b></p> <p>(the following is omitted)</p>	<p>Appraisal and procedures for acquisition or disposal of assets</p> <p>1. Acquisition or disposition of Securities:</p> <p>(1) Procedures: Finance and Accounting Department shall analyze the reasons for acquisition or disposition of securities, transaction target, reference price, etc. for benefits analysis and potential risk evaluation in accordance with the Company's internal control systems and <del>procedures for authority delegated in decision-making.</del></p> <p>(2) ~ (4): (omitted)</p> <p>2. Acquisition or disposition of real property or equipment:</p> <p>(1) Procedures: Finance and Accounting Department shall analyze the feasibility of acquisition or disposition of real property or equipment, indicate the reasons for such acquisition or disposition, the target, transactional party, transfer price, payment and collection terms and reference price, etc., in accordance with the Company's internal regulations, to responsible levels and submit to the Company's internal control systems and <del>procedures for authority delegated in decision-making.</del></p> <p>II. ~ III.: (omitted)</p> <p>3. Membership or intangible assets:</p> <p>(1) Transaction procedures: Responsible department shall refer to an expert valuation report or the fair market value to determine the terms and price and produce an analysis report indicating the reasons for such acquisition or disposition, the target, counterparty, purchase price, payment terms and reference price, etc., then conduct the transaction in accordance with the Company's internal control system and <del>procedures for delegation of authority in decision-making.</del></p> <p>(the following is omitted)</p>	Wording changes
Article 8	Basis for judgment of transactions with a related party When the Company engages in any acquisition or disposal of assets with a related party, <b>in addition to complying with the</b>	Basis for judgment of transactions with a related party When the Company engages in any acquisition or disposal of assets with a related party, <del>to</del> judge whether a trading counterparty	Wording changes to follow the latest regulations.

No.	Amended Provisions	Current Provisions	Remark
	<p><b><u>required approval procedures and assessing the reasonableness of the transaction terms in accordance with applicable regulations, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report issued by a professional appraiser or an opinion from a CPA in accordance with these Procedures.</u></b></p> <p>To judge whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p><b><u>The calculation of the transaction amount under the preceding Article and this Article shall be conducted in accordance with Article 14, Paragraph 2. The term "within one year" refers to the one-year period preceding the date of occurrence of the current transaction. Any portion for which a professional appraisal report or CPA opinion has already been obtained in accordance with these Procedures need not be counted again.</u></b></p>	<p>is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p>	
Article 9	<p>Resolution procedure of transactions with a related party</p> <p>When the Company acquires real property from or disposes real property or right-of-use assets thereof to a related party, or acquiring from or disposing to a related party the assets other than real property or right-of-use assets thereof, in which the actual transaction amount reaches 20 percent of the Company's paid-in capital, or 10 percent of the Company's total assets, or NT\$300 million, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription to or repurchase of domestic money market funds, the following information should be first approved by more than half of the Audit Committee members and submitted to Board of Directors for resolution before executing the deal contracts and making payments:</p> <p>1. ~ 5.: (omitted)</p> <p>6. The professional appraiser's appraisal report or the certified public accountant's opinion obtained in accordance with Article <b>8</b>.</p> <p>7.: (omitted)</p> <p><b><u>Where the Company or a subsidiary that is not a domestic public company engages in a transaction described in this Article and the transaction amount reaches 10% or more of the Company's total assets, the Company shall submit the information set</u></b></p>	<p>Resolution procedure of transactions with a related party</p> <p>When the Company acquires real property from or disposes real property or right-of-use assets thereof to a related party, or acquiring from or disposing to a related party the assets other than real property or right-of-use assets thereof, in which the actual transaction amount reaches 20 percent of the Company's paid-in capital, or 10 percent of the Company's total assets, or NT\$300 million, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription to or repurchase of domestic money market funds, the following information should be first approved by more than half of the Audit Committee members and submitted to Board of Directors for resolution before executing the deal contracts and making payments:</p> <p>1. ~ 5.: (omitted)</p> <p>6. The professional appraiser's appraisal report or the certified public accountant's opinion obtained in accordance with Article <del>10</del>.</p> <p>7.: (omitted)</p> <p><del>Calculation of the aforementioned transaction amount should be conducted pursuant to paragraph 2 of Article 14. "Within the preceding year" refers to the year preceding the date of occurrence of the current transaction. Items duly submitted for approval</del></p>	Wording changes

No.	Amended Provisions	Current Provisions	Remark
	<p><b><u>forth in this Article to the shareholders' meeting for approval before entering into the contract or making payment; provided, however, that this shall not apply to transactions between the Company and its parent or subsidiaries, or between its subsidiaries.</u></b></p> <p><b><u>The calculation of the transaction amount referred to in the preceding this Article shall be made in accordance with Article 14, Paragraph 2. The term "within one year" refers to the one-year period preceding the date of occurrence of the current transaction; any portion already submitted to and approved by the shareholders' meeting and Board of Directors in accordance with these Procedures need not be included again.</u></b></p> <p><b><u>When submitting such matters to the Board of Directors for discussion, the Company shall fully consider the opinions of each independent director. Any objection or qualified opinion expressed by an independent director shall be recorded in the minutes of the Board meeting.</u></b></p>	<p><del>by resolution passed by the Audit Committee and the Board of Directors need not be counted into the transaction amount.</del></p> <p><del>When the transactions submitted to the Board of Directors for discussion in accordance with the preceding paragraph, the board of directors shall take into full consideration of each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</del></p>	
Article 10	<p>Evaluation of reasonableness of transaction conditions with a related party</p> <p>If one of the following four circumstance exists, the acquisition of real property or right-of-use assets thereof from a related party shall be conducted in accordance with Article 9: the related party acquired the real property or right-of-use assets thereof through inheritance or as a gift; or more than 5 years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction; or the real property is acquired through signing of a joint development contract with the related party or the contracts for engaging related parties to build on land owned or leased by the Company or acquisition of right-of-use assets of real property held for business use from a subsidiary <b><u>or between subsidiaries directly or indirectly 100% owned in terms of issued shares or total capital.</u></b> For other circumstances, when acquiring acquires real estate from a related party, the Company shall comply the followings to evaluate the reasonableness of the transaction costs and also engage certified public accounts to check the evaluation and render a specific opinion: (the following is omitted)</p>	<p>Evaluation of reasonableness of transaction conditions with a related party</p> <p>If one of the following four circumstance exists, the acquisition of real property or right-of-use assets thereof from a related party shall be conducted in accordance with Article 9: the related party acquired the real property or right-of-use assets thereof through inheritance or as a gift; or more than 5 years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction; or the real property is acquired through signing of a joint development contract with the related party or the contracts for engaging related parties to build on land owned or leased by the Company or acquisition of right-of-use assets of real property held for business use from a subsidiary. For other circumstances, when acquiring acquires real estate from a related party, the Company shall comply the followings to evaluate the reasonableness of the transaction costs and also engage certified public accounts to check the evaluation and render a specific opinion: (the following is omitted)</p>	Wording changes
Article 11	Steps to take when results of appraisals conducted are uniformly lower than the	Steps to take when results of appraisals conducted are uniformly lower than the	Wording changes

No.	Amended Provisions	Current Provisions	Remark
	<p>transaction price in transactions with related party</p> <p>1. When the results of an appraisal conducted in accordance with Article 10 are uniformly lower than the transaction price, the matter shall be handled in compliance with <b>Paragraph 2</b>. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a certified public accountant have been obtained, this restriction shall not apply:</p> <p>(1) ~ (2): (omitted)</p> <p>Completed transactions for neighboring or closely valued parcels of land in the preceding <b>two Subparagraph</b> in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or right-of-use assets thereof.</p> <p>2. Where acquiring real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Article 10 are uniformly lower than the transaction price and none of the circumstances stipulated in <b>the preceding Paragraph</b>, the following steps shall be taken:</p> <p>(1): (omitted)</p> <p>(2) The Audit Committee shall comply with Article 218 of the Company Act.</p> <p>(3): (omitted)</p> <p>When the Company acquires real property or right-of-use assets thereof from a related party, it shall also comply with the <b>Paragraph 2</b> of this Article if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	<p>transaction price in transactions with related party</p> <p>1. When the results of an appraisal conducted in accordance with Article 10 are uniformly lower than the transaction price, the matter shall be handled in compliance with <del>the following provisions</del>. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a certified public accountant have been obtained, this restriction shall not apply:</p> <p>(1) ~ (2): (omitted)</p> <p>Completed transactions for neighboring or closely valued parcels of land in the preceding <del>paragraph</del> in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or right-of-use assets thereof.</p> <p>2. Where acquiring real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Article 10 are uniformly lower than the transaction price and none of the circumstances stipulated in <del>paragraph 1 of this Article exists</del>, the following steps shall be taken:</p> <p>(1): (omitted)</p> <p>(2) The Audit Committee shall comply with Article 218 of the Company Act. <del>Where an Audit Committee has been established in accordance with the provisions of the Act, the preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the Audit Committee.</del></p> <p>(3): (omitted)</p> <p>When the Company acquires real property or right-of-use assets thereof from a related party, it shall also comply with the <del>subparagraph 2</del> of this Article if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	
Article 12	Engaging in derivatives trading 1. Applicable scope:	Engaging in derivatives trading 1. Applicable scope:	Wording changes to

No.	Amended Provisions	Current Provisions	Remark
	<p>(1) Types of derivatives trading shall refer to products defined in Subparagraph 1, Paragraph 1 of Article 3. Trading of earnest money of bonds shall also apply.</p> <p>(2) Depending on the natures of trading, <b>non-hedging</b> trading is for the purpose of hedging operational risk, and financing trading is for the purpose of creating extra risks for the sake of making profits.</p> <p><b>2. Business and hedging strategies</b></p> <p><b><u>(1) The types of derivatives in which the Company may engage are limited to foreign currency forward contracts, foreign currency options, and New Taiwan Dollar interest rate swaps. Any other derivatives transactions (such as futures or interest rate hedging transactions) shall require prior approval by resolution of the Board of Directors.</u></b></p> <p><b><u>(2) The Company's engagement in derivatives transactions shall be for risk-hedging purposes. The instruments selected shall primarily serve to hedge risks arising from the Company's business operations. The currencies held must correspond to the Company's actual foreign currency requirements from import and export transactions. As a principle, the Company shall offset its overall internal positions (i.e., foreign exchange receipts and payments) internally in order to reduce overall foreign exchange exposure and save on foreign exchange operating costs. In addition, counterparties shall be financial institutions offering more favorable terms based on operational needs to avoid credit risk. Prior to engaging in foreign exchange operations, the Company must clearly define whether the transaction is for hedging purposes or for investment gain, which shall serve as the basis for accounting recognition.</u></b></p> <p><b>3.</b> Segregation of duties: (1) ~ (2): (omitted)</p> <p><b>4.</b> Performance evaluation: (1) ~ (2): (omitted)</p>	<p>(1) Types of derivatives trading shall refer to products defined in Subparagraph 1, Paragraph 1 of Article 3. Trading of earnest money of bonds shall also apply.</p> <p>(2) Depending on the natures of trading, <del>hedge</del> trading is for the purpose of hedging operational risk, and financing trading is for the purpose of creating extra risks for the sake of making profits.</p> <p>2. Segregation of duties: (1) ~ (2): (omitted)</p> <p>3. Performance evaluation: (1) ~ (2): (omitted)</p> <p>4. Total amount of derivatives contracts that may be traded and the maximum loss limit on total trading: (1) Limitation of total amount of derivatives contracts (i) Hedge trading: <del>the total contract amount shall not exceed total amount of debt of that year.</del> (ii) Non-hedge trading: <del>based on the prediction of the market trends, finance and accounting departments may adopt strategy as necessary, and submit to Chairman of the Board of Directors for approval before it can be conducted.</del></p> <p>(2) The maximum loss limit: (i) Hedge trading: <del>The purpose of this trading is to hedge risks and fix costs of foreign exchange. The loss amount in the Company's overall signed derivatives contracts shall not exceed 50 percent of the total contracts amount; the loss amount in the Company's individual contracts shall not exceed 50 percent of that specific contract amount.</del> (ii) Non-hedge trading: <del>The Company shall set up stop loss points upon establishment of positions to avoid extra loss. The stop loss points shall not exceed 10 percent of the total contracts amount. The Company's annual loss amount or loss amount in the individual contract shall not exceed 1% of the Company's paid-in capital.</del></p> <p>5. Risk management measures</p>	<p>follow the latest regulations.</p>

No.	Amended Provisions	Current Provisions	Remark
	<p><b>5.</b> Total amount of derivatives contracts that may be traded and the maximum loss limit on total trading:</p> <p>(1) Limitation of total amount of derivatives contracts:</p> <p>(i) Hedge trading: <b><u>The transaction amount shall not exceed actual business requirements, with 100% of the monthly net foreign exchange exposure as the upper hedging limit. Any excess shall require approval by the Board of Directors.</u></b></p> <p>(ii) Non-hedge trading: <b><u>The Company's aggregate outstanding amount of non-hedging contracts shall not exceed 10% of its paid-in capital.</u></b></p> <p>(2) The maximum loss limit:</p> <p>(i) Hedge trading: <b><u>The maximum loss per contract shall not exceed 20% of the contract amount, applicable to both individual and aggregate contracts.</u></b></p> <p>(ii) Non-hedge trading: <b><u>The maximum loss per contract shall not exceed 5% of the contract amount, applicable to both individual and aggregate contracts.</u></b></p> <p><b>6.</b> Risk management measures</p> <p>(1) Credit risk management: trading counterparty should be mainly the banks with which the Company has business interaction.</p> <p>(2) Market <b>price</b> risk management: <b><u>Transactions shall be conducted primarily in the over-the-counter foreign exchange market provided by banks. The Company currently does not consider engaging in futures markets.</u></b></p> <p><b>(3) Liquidity risk: To ensure market liquidity, the Company shall select products with higher liquidity offered by transaction banks (i.e., positions that can be offset in the market at any time). Transaction banks must possess sufficient market information and the capability to execute transactions in any market at any time.</b></p> <p><b>(4)</b> Cash flow risk management: to ensure stability of the company's</p>	<p>(1) Credit risk management: trading counterparty should be mainly the banks with which the Company has business interaction.</p> <p>(2) Market risk management: <del>limited to stock exchange market and OTC transaction.</del></p> <p>(3) Cash flow risk management: to ensure stability of the company's working capital turnover, the Company's funding source for derivatives trading should be limited to equity fund. In determining trading amount, fund needed (based on the upcoming three-month cash flow forecast) should also be taken into consideration.</p> <p>(4) Operating risk management</p> <p>(i) ~ (ii): (omitted)</p> <p>(iii) Personnel engaging in evaluation, supervision and control of trading risks and personnel in the preceding <del>subparagraph</del> shall not serve concurrently in the same operations. Such personnel shall report to the board of directors or the senior management personnel not in charge of trading or decision-making of positions.</p> <p>(iv): (omitted)</p> <p>(5) Product risk management Internal trading personnel shall have comprehensive and accurate professional knowledge about financial products, and request banks to fully disclose risks in order to avoid risks of misuse of financial products.</p> <p>(6) Legal risk management To avoid legal risks, all documents intended to be entered into with financial institutions shall not be executed until being reviewed by foreign exchange and legal department, or professional personnel such as legal counsel.</p> <p><del>6. Operational procedures</del></p> <p>(1) <del>Confirmation of trading position</del></p> <p>(2) <del>Analysis and judgment of relevant trends</del></p> <p>(3) <del>Determination of methods for risk hedging:</del></p> <p>(i) <del>Target of trading</del></p> <p>(ii) <del>Position of trading</del></p>	

No.	Amended Provisions	Current Provisions	Remark																																										
	<p>working capital turnover, the Company's funding source for derivatives trading should be limited to equity fund. In determining trading amount, fund needed (based on the upcoming three-month cash flow forecast) should also be taken into consideration.</p> <p><b>(5) Operating risk management:</b>  i. ~ ii: (omitted)  iii. Personnel engaging in evaluation, supervision and control of trading risks and personnel in the preceding <b>Item</b> shall not serve concurrently in the same operations. Such personnel shall report to the board of directors or the senior management personnel not in charge of trading or decision-making of positions.  iv.: (omitted)</p> <p><b>(6) Product risk management</b>  Internal trading personnel shall have comprehensive and accurate professional knowledge about financial products, and request banks to fully disclose risks in order to avoid risks of misuse of financial products.</p> <p><b>(7) Legal risk management</b>  To avoid legal risks, all documents intended to be entered into with financial institutions shall not be executed until being reviewed by foreign exchange and legal department, or professional personnel such as legal counsel.</p> <p>7. Authorized ceiling  (1) Hedge trading</p> <table border="1" data-bbox="368 1507 762 1603"> <thead> <tr> <th>Amount</th> <th>Chairman</th> <th>Board</th> </tr> </thead> <tbody> <tr> <td>NT\$30 million or less</td> <td>※</td> <td></td> </tr> <tr> <td>Over NT\$30 million</td> <td>※</td> <td>※</td> </tr> </tbody> </table> <p>(2) Non-hedge trading</p> <table border="1" data-bbox="368 1637 762 1733"> <thead> <tr> <th>Amount</th> <th>Chairman</th> <th>Board</th> </tr> </thead> <tbody> <tr> <td>NT\$5 million or less</td> <td>※</td> <td></td> </tr> <tr> <td>Over NT\$5 million</td> <td>※</td> <td>※</td> </tr> </tbody> </table> <p><b>8. Board oversight principles</b>  (1) ~ (2): (omitted)  <b>(3)</b> When irregular circumstances are found, the responsible personnel designated by the Board of Director shall adopt appropriate measures and immediately report to the Board of Directors; an independent director</p>	Amount	Chairman	Board	NT\$30 million or less	※		Over NT\$30 million	※	※	Amount	Chairman	Board	NT\$5 million or less	※		Over NT\$5 million	※	※	<p><del>(iii) Target price and range</del>  <del>(iv) Strategies and types of trading</del>  (4) Obtaining approval for trading  (5) Execution of trading  <del>(i) Counterparty of trading: limited to domestic or overseas financial institutions.</del>  <del>(ii) Confirmation of trading: after trading personnel has completed the transaction, a transaction bill shall be filled in and confirmed by the confirmation personnel as to whether the trading terms are in consistent with those on the transaction bill. The bill then shall be submitted for approval by the responsible supervisor.</del>  (6). Settlement: after the trading has been confirmed and no mistake identified, settlement shall be made in the agreed price by settlement personnel appointed by the payment unit on the settlement date with whom purchase price brought and related documents prepared.</p> <p>7. Authorized ceiling  (1) Hedge trading</p> <table border="1" data-bbox="882 1115 1275 1290"> <thead> <tr> <th>Amount</th> <th>General Manager/ CEO</th> <th>Chairman of the Board</th> <th>Board of Directors</th> </tr> </thead> <tbody> <tr> <td>\$30 million or less</td> <td>※</td> <td>※</td> <td></td> </tr> <tr> <td>More than \$30 million</td> <td>※</td> <td>※</td> <td>※</td> </tr> </tbody> </table> <p>(2) Non-hedge trading</p> <table border="1" data-bbox="882 1323 1275 1478"> <thead> <tr> <th>Amount</th> <th>General Manager/ CEO</th> <th>Chairman of the Board</th> <th>Board of Directors</th> </tr> </thead> <tbody> <tr> <td>\$5 million or less</td> <td>※</td> <td>※</td> <td></td> </tr> <tr> <td>More than \$5 million</td> <td>※</td> <td>※</td> <td>※</td> </tr> </tbody> </table> <p><del>8. Internal control</del>  (1) Trading personnel may not serve concurrently in other operations such as confirmation and settlement.  (2) Trading personnel should provide those trading certificates or contracts for registration personnel for records.  (3) Registration personnel should login or check accounts with trading counterparty regularly.  (4) Registration personnel shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated</p>	Amount	General Manager/ CEO	Chairman of the Board	Board of Directors	\$30 million or less	※	※		More than \$30 million	※	※	※	Amount	General Manager/ CEO	Chairman of the Board	Board of Directors	\$5 million or less	※	※		More than \$5 million	※	※	※	
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No.	Amended Provisions	Current Provisions	Remark
	<p>shall be present at the meeting and express an opinion.</p> <p><b>(4)</b> The Company shall report to the most recent Board of Directors meeting after it authorizes the relevant personnel to handle derivatives trading in accordance with relevant provisions in the Procedures.</p> <p><b>(5) <u>When engaging in derivatives transactions, the Company shall establish and maintain a register, recording in detail the types and amounts of derivatives transactions, the dates of Board approval, and other matters requiring prudent evaluation for future reference.</u></b></p> <p><b>9.</b> Internal audit system</p> <p>(1) Internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, the Audit Committee shall be notified in writing.</p> <p>(2) Internal audit personnel shall report in the prescribed format and via the Internet-based information system to the <b><u>Financial Supervisory Commission</u></b> for future reference the aforementioned audit report and improvements on irregular circumstances in accordance with the "Regulations Governing Establishment of Internal Control Systems by Public Companies."</p>	<p><del>shall be recorded in detail in the log book.</del></p> <p><b>9.</b> <del>Periodic evaluation</del></p> <p>(1) ~ (2): (omitted)</p> <p><del>(3) Positions of derivative trading shall be evaluated at least once a week; however, hedge trading for business purpose may be evaluated every two weeks.</del></p> <p>(4) When irregular circumstances are found, the responsible personnel designated by the Board of Director shall adopt appropriate measures and immediately report to the Board of Directors; <del>where the Company has independent directors,</del> an independent director shall be present at the meeting and express an opinion.</p> <p><del>(5)</del> The Company shall report to the most recent Board of Directors meeting after it authorizes the relevant personnel to handle derivatives trading in accordance with relevant provisions in the Procedures.</p> <p><b>10.</b> Internal audit system</p> <p>(1) Internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, the Audit Committee shall be notified in writing.</p> <p>(2) Internal audit personnel shall report in the prescribed format and via the Internet-based information system to the <del>Securities and Futures Bureau</del> for future reference the aforementioned audit report and improvements on irregular circumstances in accordance with the "Regulations Governing Establishment of Internal Control Systems by Public Companies."</p>	
Article 13	<p>Mergers and consolidations, spin-offs, acquisitions, and transfer of shares</p> <p>1. ~ 4.: (omitted)</p> <p><b>5. <u>When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall prepare a full written record of the following information and retain it for five years for reference:</u></b></p>	<p>Mergers and consolidations, spin-offs, acquisitions, and transfer of shares</p> <p>1. ~ 4.: (omitted)</p> <p><del>5. When participating in a merger, spin off, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written</del></p>	Wording changes

No.	Amended Provisions	Current Provisions	Remark
	<p>(1) ~ (3): (omitted)</p> <p><u>The Company shall, within two days from the date of adoption of the resolution by the Board of Directors, report to the Financial Supervisory Commission for recordation, in the prescribed format and via the Internet-based information reporting system, the basic information of the the personnel referred to in Paragraph 5 of this Article and the dates of material events. Where a company involved in a merger, division, acquisition, or share transfer is not listed or its shares are not traded on a securities exchange, the Company shall enter into an agreement with it and proceed in accordance with the provisions of Paragraph 3 of this Article.</u></p> <p>(the following is omitted)</p>	<p><del>record of the following information and retain it for 5 years for reference:</del></p> <p>(1) ~ (3): (omitted)</p> <p><del>When participating in a merger, spin-off, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days commencing immediately from the date of passage of a resolution by the board of directors, report in the prescribed format and via the Internet-based information system the basic identification data of the above mentioned personnel and dates of material events to the FSC for recordation.</del></p> <p><del>Where any of the companies participating in a merger, spin-off, acquisition, or assumption of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the preceding provisions.</del></p> <p>(the following is omitted)</p>	
Article 14	<p>Procedures for disclosure of information</p> <p>1. Under any of the following circumstances, a company acquiring or disposing of assets shall publicly announce and report the relevant information on the <u>Financial Supervisory Commission</u> designated website in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event:</p> <p>(1) ~ (3): (omitted)</p> <p>(4) Acquiring or disposing business-use equipment or right-of-use assets thereof with a counterparty other than a related party, and the transaction amount reaches any of the following amount:</p> <p>(i) For a public company with paid-in capital below NT\$10 billion, the transaction amount is more than NT\$500 million.</p> <p>(ii) For a public company with paid-in capital over NT\$10 billion <u>or more but less than NT\$50 billion</u>, the transaction amount is more than NT\$1 billion.</p> <p><u>(iii) For a public company with paid-in capital over NT\$50 billion or more and the transaction amount reaching 5% or more of the Company's paid-in capital.</u></p>	<p>Procedures for disclosure of information</p> <p>1. Under any of the following circumstances, a company acquiring or disposing of assets shall publicly announce and report the relevant information on the <del>FSC</del> designated website in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event:</p> <p>(1) ~ (3): (omitted)</p> <p>(4) Acquiring or disposing business-use equipment or right-of-use assets thereof with a counterparty other than a related party, and the transaction amount reaches any of the following amount:</p> <p>(i) For a public company with paid-in capital below NT\$10 billion, the transaction amount is more than NT\$500 million.</p> <p>(ii) For a public company with paid-in capital over NT\$10 billion, the transaction amount is more than NT\$1 billion.</p> <p><del>(iii) Where a public company in the business of construction conducting acquisition or disposal of real property for construction use with a counterparty other than a related party, the transaction amount is more than NT\$500 million.</del></p>	Wording changes to follow the latest regulations and align the operational needs.

No.	Amended Provisions	Current Provisions	Remark
	<p>(5) ~ (7): (omitted)</p> <p>2.: (omitted)</p> <p>3. "Within the preceding year" as used in <b>Paragraph</b> 2 refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Procedures need not be counted toward the transaction amount. (the following is omitted)</p>	<p>(iv)Where a land is acquired under an <del>arrangement</del> for <del>commissioned construction on self-owned land, commissioned construction on rental land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale,</del> the amount the Company expects to invest in the transaction in an amount of more than NT\$500 million.</p> <p>(5) ~ (7): (omitted)</p> <p>2.: (omitted)</p> <p>3. "Within the preceding year" as used in <del>preceding</del> paragraph 2 refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Procedures need not be counted toward the transaction amount. (the following is omitted)</p>	
Article 17	<p>Implementation and amendment</p> <p><b><u>1. The Procedure shall be agreed by no less than half of all audit committee members and approved by the Board of Directors, and enter into force after the approval of resolution by the Shareholders Meeting.</u></b></p> <p><b><u>2. When the Procedure is submitted to the Board of Directors for discussion in accordance with the Provision herein, each Independent Director's opinion shall be fully taken into consideration. If any Independent Director has any dissenting opinions or makes any reservation, they shall be recorded in the minutes of the meeting of the Board of Directors. When the Company formulate or amend this Procedure, it shall be agreed by no less than half of all audit committee members, and approval of resolution by the Board of Director and Shareholder Meeting. If approval by no less than half of the audit committee member is not obtained in accordance with the foregoing provisions, the approval of two-thirds of all the Directors shall be obtained instead. In this case, the resolution made by the audit committee members shall be stated in the minutes of the meeting of the Board of Directors.</u></b></p> <p><b><u>3. The calculation of the number of the abovementioned audit committee</u></b></p>	<p>Implementation and amendment</p> <p><del>1. The Procedures and any amendment hereto shall be effective upon approval by the resolution of the Board of Directors and the Audit Committee, subject to the ordinary resolution in the general meeting.</del></p> <p><del>2. When the Company's Procedures for Acquisition or Disposal of Assets are submitted to the board of directors for discussion pursuant to relevant regulations, the board of directors shall take into full consideration of each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</del></p> <p><del>3. When the Company establishes the Audit Committee pursuant to relevant regulations, adoption and amendment of the Procedures for Acquisition or Disposal of Assets shall be approved by more than half of all Audit Committee members and submitted to the board of directors for resolution. If approval of more than half of all audit committee members is not obtained, the adoption or amendment of the Procedures may be approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</del></p>	Wording changes

No.	Amended Provisions	Current Provisions	Remark
	<u>members and Directors is based on those who at the time take office.</u>	The terms "all audit committee members" and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions. 4. For matters not prescribed in the Procedures, related regulations and other internal rules of the Company shall govern.	
Article 18	<u>The procedure was formulated on May 15, 2015. The first amendment was made on September 22, 2016; the second amendment was made on Jun 15, 2017; the third amendment is made on June 19, 2019; the fourth amendment was made on Jun 17, 2022; the fifth amendment was made on June 4, 2026.</u>		Newly-added to record the amendment history

**Attachment 7: The Comparison Table of  
Amendments to “Procedures for Making  
Endorsements and Guarantees”**

**The Comparison Table of Amendments to  
Procedures for Endorsement and Guarantee**

No.	Amended Provisions	Current Provisions	Remark
Article 1	<p><b>Purpose of and legal basis</b> To optimize the procedures for making endorsements and guarantees, effectively mitigate operational risks and protect the rights and interests of shareholders, the "Procedures for Making Endorsements and Guarantees" (the "Procedures") are thus set up by the Company pursuant to the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies promulgated by Financial Supervisory <u>Commission</u>, Article 16 of the Company Act as well as Article 36-1 of the Securities and Exchange Act.</p>	<p><b>Purpose of and legal basis</b> To optimize the procedures for making endorsements and guarantees, effectively mitigate operational risks and protect the rights and interests of shareholders, the "Procedures for Making Endorsements and Guarantees" (the "Procedures") are thus set up by the Company pursuant to the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies promulgated by Financial Supervisory <del>Committee, Executive Yuan</del>, Article 16 of the Company Act as well as Article 36-1 of the Securities and Exchange Act.</p>	Wording changes to comply with regulations.
Article 1 3	<p><b>Companies for which the endorsements/guarantees are made</b> 1. A company with which the Company has business dealings. 2. A Company in which the Company directly and indirectly holds more than 50 % of the voting shares. 3. A Company that directly and indirectly holds more than 50 % of the voting shares in the Company. An endorsement/guarantee may made between companies in which the company holds, directly or indirectly, 90% or more of the voting shares provided that the amount shall not exceed 10% of the Company's net worth,. However, this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares. Where all capital contributing shareholders make endorsements/guarantees for the jointly invested company in proportion to their shareholding percentages, the Company may make such endorsements/guarantees without the restriction of the preceding two paragraphs. Capital contribution referred to in the preceding paragraph shall mean capital contribution directly made by the Company, or through a company in which the Company holds 100% of the voting shares.</p>	<p><b>Companies for which the endorsements/guarantees are made</b> 1. A company with which the Company has business dealings. 2. A Company in which the Company directly and indirectly holds more than 50 % of the voting shares. 3. A Company that directly and indirectly holds more than 50 % of the voting shares in the Company. An endorsement/guarantee may made between companies in which the company holds, directly or indirectly, 90% or more of the voting shares provided that the amount shall not exceed 10% of the Company's net worth,. However, this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares. Where all capital contributing shareholders make endorsements/guarantees for the jointly invested company in proportion to their shareholding percentages, the Company may make such endorsements/guarantees without the restriction of the preceding two paragraphs. Capital contribution referred to in the preceding paragraph shall mean capital contribution directly made by the Company, or through a company in which the Company holds 100% of the voting shares.</p>	Wording changes to comply with regulations.

No.	Amended Provisions	Current Provisions	Remark
	<p><b>"Subsidiary" and "parent company" as referred to in the Procedures shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</b></p> <p><b>Where the Ccompany's financial reports are prepared according to the International Financial Reporting Standards, "net worth" in the Procedures means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</b></p>		
Article 4	<p><b>Evaluation of making endorsements/guarantees for others with which the Company does business</b></p> <p>Subparagraph 2, Paragraph 2 of Article 5 shall apply where the Company makes endorsements/guarantees for other companies with which it has business dealings.</p>	<p><b>Evaluation of making endorsements/guarantees for others with which the Company does business</b></p> <p>Subparagraph 2, Paragraph 2 of Article-2 shall apply where the Company makes endorsements/guarantees for other companies with which it has business dealings.</p>	Wording changes to comply with regulations.
Article 5	<p><b>The caps on the total amount of endorsements/guarantees and respective amount permitted to a single enterprise for which endorsements/guarantees are made</b></p> <p>1.The cap on the total amount of endorsements/guarantees:</p> <p>(1)The total amount of endorsements/guarantees made by the Company shall not exceed <b>45%</b> of the Company's net worth.</p> <p>(2)The aggregate amount of endorsements/guarantees made by the Company and its subsidiaries shall not exceed <b>45</b> % of the Company's net worth. However, if the aggregate balance of endorsements/guarantees <b>that is set as the ceiling for</b> the Company and its subsidiaries <b>as a whole reach</b> 50 % or more of the Company's net worth as stated in its latest financial statement, an explanation of the necessity and reasonable thereof shall be given at the shareholders' meeting.</p> <p>2.The cap on the respective amount permitted to a single enterprise for which endorsements/guarantees are made:</p>	<p><b>The caps on the total amount of endorsements/guarantees and respective amount permitted to a single enterprise for which endorsements/guarantees are made</b></p> <p>1.The cap on the total amount of endorsements/guarantees:</p> <p>(1)The total amount of endorsements/guarantees made by the Company shall not exceed <b>20%</b> of the Company's net worth. <del>However, the restriction of this subparagraph shall not apply to the endorsements/guarantees made between the Company and the company in which it holds, directly or indirectly, 100% of the voting shares.</del></p> <p>(2)The aggregate amount of endorsements/guarantees made by the Company and its subsidiaries shall not exceed <b>40</b> % of the Company's net worth. However, if the aggregate balance of endorsements/guarantees <del>made by</del> the Company and its subsidiaries <del>reaches</del> 50 % or more of the Company's net worth as stated in its latest financial statement, an explanation of the necessity and</p>	Wording changes to comply with regulations and increase the limit in response to operational needs.

No.	Amended Provisions	Current Provisions	Remark
	<p>(1)The amount of endorsements/guarantees made by the Company for a single entity shall not exceed <b>45</b> % of the Company's net worth as stated in its latest financial statement.</p> <p>(2)The respective amount of endorsement/guarantees made by the Company for other companies with which it does business with shall not exceed the <b>total</b> amount of trading between the two companies <b>during the twelve months preceding the endorsement or guarantee</b>. "Amount of trading between the two companies" shall mean the amount of purchases or sales between the two companies, whichever is higher.</p> <p>(3)The cap on endorsements/guarantees made by the Company and its subsidiaries <b>as a whole</b> for a single entity shall not exceed <b>45</b> % of the Company's net worth.</p>	<p>reasonable thereof shall be given at the shareholders' meeting.</p> <p>2.The cap on the respective amount permitted to a single enterprise for which endorsements/guarantees are made:</p> <p>(1)The amount of endorsements/guarantees made by the Company for a single entity shall not exceed <del>10</del> % of the Company's net worth as stated in its latest financial statement.</p> <p>(2)The respective amount of endorsement/guarantees made by the Company for other companies with which it does business with shall not exceed the amount of trading between the two companies <del>or 10 % of the Company's net worth, whichever is lower</del>. "Amount of trading between the two companies" shall mean the amount of purchases or sales between the two companies, whichever is higher.</p> <p>(3) The cap on endorsements/guarantees made by the Company and its subsidiaries as a whole for a single entity shall not exceed <del>20</del> % of the Company's net worth.</p>	
<p><b>Article 6</b></p>	<p><b>Decision-making authority and delegation thereof</b></p> <p>1.The Company's finance unit shall prudently evaluate whether the Company's operations of the endorsements/guarantees are in compliance with the provisions set out in the Procedures. The relevant results of the evaluation shall be submitted to and resolved by the Board of Directors meeting or otherwise approved by the chairman who are authorized by the Board of Directors to grant endorsements/guarantees within 20 % of the Company's net worth and subsequently submit the same to the upcoming Board of Directors meeting. <b><u>However, material endorsements or guarantees shall, in accordance with relevant regulations, be subject to approval by the Audit Committee and subsequently submitted to the Board</u></b></p>	<p><b>Decision-making authority and delegation thereof</b></p> <p>1.The Company's finance unit shall prudently evaluate whether the Company's operations of the endorsements/guarantees are in compliance with the provisions set out in the Procedures. The relevant results of the evaluation shall be submitted to and resolved by the Board of Directors meeting, or otherwise approved by the chairman who are authorized by the Board of Directors to grant endorsements/guarantees within 20 % of the Company's net worth and subsequently submit the same to the upcoming Board of Directors meeting. When the endorsements/guarantees made by the Company for others are submitted to the Board of Directors meeting for discussion, each independent director's opinion shall be</p>	<p>Wording changes to comply with regulations.</p>

No.	Amended Provisions	Current Provisions	Remark
	<p><b>of Directors for resolution.</b> When the endorsements/guarantees made by the Company for others are submitted to the Board of Directors meeting for discussion, each independent director's opinion shall be taken into full consideration. Independent directors' opposing or qualified opinions (if any) <b>should</b> be included in the minutes of the Board of Directors meeting.</p> <p>2. Any endorsements/guarantees shall not be made by the Company's subsidiaries in which it holds, directly or indirectly, 90% or more of the voting shares until a resolution of the Company's Board of Directors meeting is adopted. However, this restriction shall not apply to the endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.</p>	<p>taken into full consideration. Independent directors' opposing or qualified opinions (if any) <del>shall</del> be included in the minutes of the Board of Directors meeting.</p> <p>2. Any endorsements/guarantees shall not be made by the Company's subsidiaries in which it holds, directly or indirectly, 90% or more of the voting shares until a resolution of the Company's Board of Directors meeting is adopted. However, this restriction shall not apply to the endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.</p>	
<p><b>Article</b> <b>7</b></p>	<p><b>Procedures for making endorsements/guarantees</b></p> <p>1. Application: An entity for which the endorsements/guarantees to be made intending to request endorsements/guarantees from the Company shall file a written application to the Company's finance unit specifying the amount applied for, expiry date and the nature of the endorsement/guarantee with necessary basic information and financial information attached hereto.</p> <p>2. Evaluation and review: The finance unit shall carry out an evaluation and review of the company requesting endorsements/guarantees upon its receipt of the written application. The evaluation report shall include the following:</p> <p>(1) The necessity of and reasonableness of endorsements/guarantees.</p> <p>(2) Credit status and risk assessment of the entity for which the endorsements/guarantees to be made.</p> <p>(3) The impact on the Company's business operations, financial condition and shareholders' equity.</p> <p>(4) Whether collateral must be obtained and appraisal of the value thereof.</p>	<p><b>Procedures for making endorsements/guarantees</b></p> <p>1. Application: An entity for which the endorsements/guarantees to be made intending to request endorsements/guarantees from the Company shall file a written application to the Company's finance unit specifying the amount applied for, expiry date and the nature of the endorsement/guarantee with necessary basic information and financial information attached hereto.</p> <p>2. Evaluation and review: The finance unit shall carry out an evaluation and review of the company requesting endorsements/guarantees upon its receipt of the written application. The evaluation report shall include the following:</p> <p>(1) The necessity of and reasonableness of endorsements/guarantees.</p> <p>(2) Credit status and risk assessment of the entity for which the endorsements/guarantees to be made.</p> <p>(3) The impact on the Company's business operations, financial condition and shareholders' equity.</p> <p>(4) Whether collateral must be obtained and appraisal of the value thereof.</p>	<p>Wording changes to comply with regulations.</p>

No.	Amended Provisions	Current Provisions	Remark
	<p>3. Approval of endorsements/guarantees</p> <p>(1) If the results of the finance unit's evaluation and review meet the Company's requirements for making endorsements/guarantees for others, <b><u>and after obtaining approval from the General Manager and the Chairman, the matter shall—except where the Chairman is authorized to make a decision pursuant to Article 6, Paragraph 1—be submitted to the Board of Directors for resolution.</u></b></p> <p>(2) If the results of the finance unit's evaluation and review fail to meet the Company's requirements for making endorsements/guarantees for others, the finance unit shall give an explanation of the reason for the refusal. Upon the approval from the competent executive, the finance unit shall respond to the entity for which the endorsements/guarantees to be made with the results as soon as possible.</p> <p>4. Notification to the entity for which the endorsements/guarantees to be made: The finance unit shall notify the entity for which the endorsements/guarantees to be made of relevant conditions in writing or by phone such as the collateral, and request the entity for which the endorsements/guarantees to be made to sign the contract before the deadline.</p> <p>5. Signing and identity verification</p> <p>(1) Relevant contracts shall be executed after being reviewed and confirmed by the competent personnel and the legal unit.</p> <p>(2) The terms of the contracts shall correspond with the conditions approved. The contracts shall not be executed until the finance unit has created a lien or mortgage on the collateral.</p> <p>(3) It shall be expressly stipulated in the contracts that the entity for which the endorsements/guarantees to be made shall unconditionally make up the collateral and create a lien or mortgage thereof in the event that the collateral is insufficient to secure the Company's claim due to a decrease in its value.</p>	<p>3. Approval of endorsements/guarantees</p> <p>(1) If the results of the finance unit's evaluation and review meet the Company's requirements for making endorsements/guarantees for others, <del>it shall submit a request for approval specifying the amount applied for and relevant conditions with the credit report and opinions attached hereto. After such request is approved pursuant to the delegation of authority, it shall be passed by the resolution of the Board of Directors meeting and then be carried out accordingly.</del></p> <p>(2) If the results of the finance unit's evaluation and review fail to meet the Company's requirements for making endorsements/guarantees for others, the finance unit shall give an explanation of the reason for the refusal. Upon the approval from the competent executive, the finance unit shall respond to the entity for which the endorsements/guarantees to be made with the results as soon as possible.</p> <p>4. Notification to the entity for which the endorsements/guarantees to be made: The finance unit shall notify the entity for which the endorsements/guarantees to be made of relevant conditions in writing or by phone such as the collateral, and request the entity for which the endorsements/guarantees to be made to sign the contract before the deadline.</p> <p>5. Signing and identity verification</p> <p>(1) Relevant contracts shall be executed after being reviewed and confirmed by the competent personnel and the legal unit.</p> <p>(2) The terms of the contracts shall correspond with the conditions approved. The contracts shall not be executed until the finance unit has created a lien or mortgage on the collateral.</p> <p>(3) It shall be expressly stipulated in the contracts that the entity for which the endorsements/guarantees to be made shall unconditionally make up the collateral and create a lien or mortgage</p>	

No.	Amended Provisions	Current Provisions	Remark
	<p>6. Creation of rights on collateral: If the entity for which the endorsements/guarantees to be made is required to put up collaterals under a statement of the case, it shall put them up collaterals, create and set up a most preferred lien and mortgage for the Company to secure its claim. The Company shall notify and request the entity for which the endorsements/guarantees to be made to make up the collateral in the event that it is insufficient to secure the Company's claim due to a decrease in its value.</p> <p>7. Insurance</p> <p>(1) The entity shall take out fire insurance for collaterals except for lands and securities; it shall also purchase all-risk insurance for cars. The insured amount shall not be less than the mortgaged value of the collateral and the Company shall be designated as the beneficiary in the policy.</p> <p>(2) During the term of endorsements/guarantees, the entity for which the endorsements/guarantees to be made shall take out insurance for collaterals it provides. The Company's finance unit shall request the entity for which the endorsements/guarantees to be made to maintain <u>renewal</u> the insurance before the policy expires.</p> <p>8. Recording on memorandum book: <b><u>The Finance unit shall maintain detailed records of endorsements/guarantees on memorandum book, including the guaranteed party, amount, the date of approval by the Board of Directors or the date of decision by the Chairman, the date the endorsement or guarantee is provided, matters that must be prudently evaluated in accordance with applicable regulations, details of the collateral and its appraised value, as well as the conditions and date for the release of endorsement or guarantee obligations.</u></b></p> <p><b><u>9. The finance unit shall assess or recognize any contingent losses arising from</u></b></p>	<p>thereof in the event that the collateral is insufficient to secure the Company's claim due to a decrease in its value.</p> <p>6. Creation of rights on collateral: If the entity for which the endorsements/guarantees to be made is required to put up collaterals under a statement of the case, it shall put them up collaterals, create and set up a most preferred lien and mortgage for the Company to secure its claim. The Company shall notify and request the entity for which the endorsements/guarantees to be made to make up the collateral in the event that it is insufficient to secure the Company's claim due to a decrease in its value.</p> <p>7. Insurance</p> <p>(1) The entity shall take out fire insurance for collaterals except for lands and securities; it shall also purchase all-risk insurance for cars. The insured amount shall not be less than the mortgaged value of the collateral and the Company shall be designated as the beneficiary in the policy.</p> <p>(2) During the term of endorsements/guarantees, the entity for which the endorsements/guarantees to be made shall take out insurance for collaterals it provides. The Company's finance unit shall request the entity for which the endorsements/guarantees to be made to maintain <del>renew</del> the insurance before the policy expires.</p> <p>8. Recording on memorandum book: <del>The entity for which the endorsement/guarantee is made, the amount, the dates at which the resolution of the Board of Directors meeting is adopted, the chairman gives it approval as well as the endorsement/guarantee is made, the matters should be taken in to consideration pursuant to the related regulations, the collateral and its appraised value, and the conditions under as well as the date at which the obligation of endorsement/guarantee is discharged, et cetera shall be well documented by the finance unit.</del></p>	

No.	Amended Provisions	Current Provisions	Remark
	<p><u>endorsements/guarantees and properly disclose relevant endorsement/guarantee information in the financial statements. The finance unit shall also provide the supporting information to the certified public accountant for the performance of necessary audit procedures.</u></p> <p><b>10. Endorsement/Guarantee</b></p> <p><u>Cancellation: When documents or instruments related to an endorsement/guarantee are to be released due to debt settlement, extension, or replacement, the guaranteed party shall return the original endorsement/guarantee documents to the Company's finance unit. After being stamped "Cancelled," the documents shall be retained for record-keeping purposes. The finance unit shall promptly record the cancellation of the endorsement/guarantee in the endorsement/guarantee memorandum book in order to reduce the outstanding endorsement/guarantee amount.</u></p>		
<p><b>Article 9</b></p>	<p><b>Announcing and reporting procedures</b></p> <p>1. The Company shall announce and report the Company and its subsidiaries' balance of endorsements/guarantees in the previous month by the 10th day of each month.</p> <p>2. If the Company's balance of endorsements/guarantees reaches one of the following standards, such event shall be announced and reported within two days from the date of occurrence. <b><u>"Date of occurrence" in the Procedures mean the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the endorsement/guarantee, whichever date is earlier.</u></b></p> <p>(1) The aggregate balance of endorsements/guarantees made by the Company and its subsidiaries reaches</p>	<p><b>Announcing and reporting procedures</b></p> <p>1. The Company shall announce and report the Company and its subsidiaries' balance of endorsements/guarantees in the previous month by the 10th day of each month.</p> <p>2. If the Company's balance of endorsements/guarantees reaches one of the following standards, such event shall be announced and reported within two days from the date of occurrence:</p> <p>(1) The aggregate balance of endorsements/guarantees made by the Company and its subsidiaries reaches 50 % or more of the Company's net worth as stated in its latest financial statement.</p> <p>(2) The balance of endorsements/guarantees made by the Company and its subsidiaries for a single enterprise reaches 20 % or more</p>	<p>Wording changes to comply with regulations.</p>

No.	Amended Provisions	Current Provisions	Remark
	<p>50 % or more of the Company's net worth as stated in its latest financial statement.</p> <p>(2)The balance of endorsements/guarantees made by the Company and its subsidiaries for a single enterprise reaches 20 % or more of the Company's net worth as stated in its latest financial statement.</p> <p>(3)The balance of endorsements/guarantees made by the Company and its subsidiaries for a single enterprise reaches NTD 10 million or more and the aggregate amount of all endorsements/guarantees for, the carrying amount of investment under the equity method, and balance of loans to such enterprise reaches 30 % or more of the Company's net worth as stated in its latest financial statement.</p> <p>(4)The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NTD 30 million or more and reaches 5 % or more of the Company's net worth as stated in its latest financial statement.</p>	<p>of the Company's net worth as stated in its latest financial statement.</p> <p>(3)The balance of endorsements/guarantees made by the Company and its subsidiaries for a single enterprise reaches NTD 10 million or more and the aggregate amount of all endorsements/guarantees for, the carrying amount of investment under the equity method <del>is</del>, and balance of loans to such enterprise reaches 30 % or more of the Company's net worth as stated in its latest financial statement.</p> <p>(4)The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NTD 30 million or more and reaches 5 % or more of the Company's net worth as stated in its latest financial statement.</p>	
Article 10	<p><b><u>Matters requiring attention when making endorsements/guarantees</u></b></p> <p><b><u>1. Where the Company or its subsidiary provides an endorsement/guarantee for a subsidiary whose net worth is less than one-half of its paid-in capital, the necessity and reasonableness of such endorsement/guarantee, as well as the risk assessment of the guaranteed party, shall be thoroughly reviewed. In addition, close and ongoing attention shall be paid to the financial condition, business operations, and relevant credit status of the guaranteed party. In the event of any material changes, the Chairman shall be promptly notified, and appropriate actions shall be taken in accordance with the Chairman's instructions.</u></b></p> <p>2. In the event that the subsidiary issuing shares without par value or with a par</p>	<p><b>Directions for making endorsements/guarantees</b></p> <p><del>1. For circumstances in which an entity for which the company makes any endorsement/guarantee is a subsidiary whose net worth is lower than half of its paid-in capital, the finance unit shall assess the risks on a quarterly basis and report to the Board of Directors the potential risks incurred by the endorsement/guarantee.</del></p> <p>2. In the event that the subsidiary issuing shares without par value or with a par value other than NTD 10, its paid-in capital shall be <del>the sum of</del> and the <del>additional paid-in capital</del> -share premium.</p> <p>3. Where the entity for which the endorsement/guarantee is made no longer meets the requirements set out in the Procedures or the amount of endorsements/guarantees exceeds the</p>	Wording changes to comply with regulations.

No.	Amended Provisions	Current Provisions	Remark
	<p>value other than NTD 10, <b><u>the calculation of</u></b> its paid-in capital shall be <b><u>based on</u></b> the capital <b><u>stock plus capital surplus</u></b> -share premium.</p> <p>3. Where the entity for which the endorsement/guarantee is made no longer meets the requirements set out in the Procedures or the amount of endorsements/guarantees exceeds the limit resulting from change of circumstances, the Company shall formulate a rectification plan and submit it to the Audit Committee. It shall also complete the rectification according to the timeframe set out in the plan.</p> <p>4. Where the Company needs to exceed the limits set out in the Procedures to satisfy its business requirements and where the conditions set out in the Procedures are complied with, it shall obtain approval from the Board of Directors and half or more of the directors shall act as joint guarantors on any loss that may be incurred to the Company by the excess endorsements/guarantees. It shall also amend the Procedures accordingly and submit the amended one to the shareholders' meeting for ratification. If the shareholders' meeting does not consent to it, the Company shall formulate a plan to discharge the excess amount within a given time limit. Each independent director's opinion shall be taken into full consideration during the discussion of the Board of Directors. Independent directors' opinions specifically expressing assent or dissent as well as the reasons for dissent shall be included in the minutes of the Board of Directors meeting.</p> <p>5. The Company's <b><u>internal</u></b> auditors shall audit the Procedures as well as the implementation thereof on a quarterly basis at least, and document them in writing. They shall immediately notify in writing the Audit Committee of any material violation found.</p>	<p>limit resulting from change of circumstances, the Company shall formulate a rectification plan and submit it to the Audit Committee. It shall also complete the rectification according to the timeframe set out in the plan.</p> <p>4. Where the Company needs to exceed the limits set out in the Procedures to satisfy its business requirements and where the conditions set out in the Procedures are complied with, it shall obtain approval from the Board of Directors and half or more of the directors shall act as joint guarantors on any loss that may be incurred to the Company by the excess endorsements/guarantees. It shall also amend the Procedures accordingly and submit the amended one to the shareholders' meeting for ratification. If the shareholders' meeting does not consent to it, the Company shall formulate a plan to discharge the excess amount within a given time limit. Each independent director's opinion shall be taken into full consideration during the discussion of the Board of Directors. Independent directors' opinions specifically expressing assent or dissent as well as the reasons for dissent shall be included in the minutes of the Board of Directors meeting.</p> <p>5. The Company's <del>in-house</del> auditors shall audit the Procedures as well as the implementation thereof on a quarterly basis at least, and document them in writing. They shall immediately notify in writing the Audit Committee of any material violation found.</p>	
<p><b>Article 12</b></p>	<p><b><u>Penalties</u></b>  <u>If any managerial personnel or responsible staff of the Company violate the Procedures, they shall</u></p>	<p><b><u>Penalties</u></b>  <del>The Company's managers and competent personnel violating the Procedures shall be</del></p>	<p>Wording changes to comply with regulations.</p>

No.	Amended Provisions	Current Provisions	Remark
	<p><u>be subject to evaluation and disciplinary action in accordance with the Company's reward and disciplinary regulations and relevant human resources policies, with penalties imposed commensurate with the severity of the violation.</u></p>	<p><del>reported for performance review pursuant to the Company's human resource management rules and Employee Handbook and shall be sanctioned based on the severity.</del></p>	
<p><b>Article 13</b></p>	<p><b>Implementation and amendment</b></p> <p>1. The Procedures and any amendment thereof shall be submitted to the Board of Directors meeting for a resolution after being approved by more than one-half of the Audit Committee members, and then be effective for implementation upon approval by the shareholders' meeting; If it is not approved by more than half of all Audit Committee members, it may be approved by two-thirds or more of all of the Directors of the Board instead, and the resolution adopted by the Audit Committee shall be included in the minutes of the Board of Directors meeting. <u>The terms "all audit committee members" in preceding paragraph and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p> <p>2. For matters not prescribed in the Procedures, related regulations and other bylaws of the Company shall govern.</p> <p>3. <u>The Procedures were formulated on May 15, 2015. The first amendment was made on June 19, 2019; the second amendment was made on on June 4, 2026.</u></p>	<p><b>Implementation and amendment</b></p> <p>1. The Procedures and any amendment thereof shall be submitted to the Board of Directors meeting for a resolution after being approved by more than one-half of the Audit Committee members, and then be effective for implementation upon approval by the shareholders' meeting; If it is not approved by more than half of all Audit Committee members, it may be approved by two-thirds or more of all of the Directors of the Board instead, and the resolution adopted by the Audit Committee shall be included in the minutes of the Board of Directors meeting. <del>Besides, independent directors' opposing or qualified opinions (if any) shall be included in the minutes of the Board of Directors meeting.</del></p> <p>2. For matters not prescribed in the Procedures, related regulations and other bylaws of the Company shall govern.</p>	<p>Wording changes to comply with regulations.</p> <p>Newly added to record the amendment history</p>

**Attachment 8: List of related parties or insiders and top 10 shareholders for private placement**

**應募人為關係人或內部人名單**  
**List of related parties or insiders for private placement**

應募人姓名 Name of Offerees	應募人與公司之關係 Relation with the Company
保瑞藥業股份有限公司 Bora Pharmaceuticals Co., Ltd.	關係人 Related Party (本公司大股東及董事長) (Shareholder and Chairman of the Company)
保瑞管理顧問股份有限公司 Bora Management Consulting Co., Ltd.	關係人 Related Party (負責人為本公司董事長；本公司之法人董事保瑞藥業股份有限公司之 100%全資之子公司) (Representative serves as the Chairperson of the Company ; 100%-owned subsidiary of Bora Pharmaceuticals Co., Ltd., which is a corporate director of the Company)
鵬霖投資有限公司 Peng Lin Investment Ltd.	關係人 Related Party (本公司股東及法人董事) (Shareholder and corporate director of the Company)
匯弘投資股份有限公司 Hui Hong Investment Co., Ltd.	關係人 Related Party (本公司股東) (Shareholder of the Company)
宜泰投資股份有限公司 Yi Tai Investment Co., Ltd.	關係人 Related Party (本公司股東) (Shareholder of the Company)
潤泰全球股份有限公司 Ruentex Industries Limited	關係人 Related Party (本公司股東) (Shareholder of the Company)
盛成投資股份有限公司 Sheng Cheng Investment Co., Ltd.	關係人 Related Party (本公司股東) (Shareholder of the Company)
盈家投資股份有限公司 Ying Chia Investment Co., Ltd.	關係人 Related Party (本公司股東) (Shareholder of the Company)
長春投資股份有限公司 Chang Chun Investment Co., Ltd.	關係人 Related Party (本公司股東) (Shareholder of the Company)
趙宇天 Allen Chao	關係人 Related Party (本公司股東及法人董事代表人) (Shareholder and representative of the corporate director of the Company)
Allen Chao and Lee Hwa Chao Family Trust	關係人 Related Party (本公司股東及法人董事) (Shareholder and corporate director of the Company)

**法人應募人前十大股東**  
**Top Ten Shareholders of Corporate Offerees**

一、保瑞藥業股份有限公司 Bora Pharmaceuticals Co., Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
保雷國際有限公司 Bao Lei Co., Ltd.	17.53%	關係人 Related Party (負責人為本公司董事長之代表人) (Representative serves as the Chairperson of the Company)
瑞寶興投資有限公司 Rui Bao Xin Investment Co., Ltd.	10.64%	關係人 Related Party (負責人為本公司董事長之代表人) (Representative serves as the Chairperson of the Company)
盛保熙 Sheng, Pao-Shi	5.00%	關係人 Related Party (本公司董事長之代表人) (Representative of the Chairperson of the Company)
大亞創業投資股份有限公司 Ta Ya Venture Capital Co., Ltd.	3.50%	關係人 Related Party (法人董事為本公司股東) (the corporate director is a shareholder of the Company)
英屬維京群島商史達克國際有限公司 Schotten Limited	3.33%	無 None
姜志融 Jiang, Zhi-Rong	1.82%	無 None
保恩國際股份有限公司 Bao en International Co., Ltd.	1.41%	關係人 Related Party (負責人為本公司董事長之代表人) (Representative serves as the Chairperson of the Company)
百川國際投資股份有限公司 Hundred River International Investment Corp.	1.11%	無 None
嘉熙國際股份有限公司 Jia Xi International Co., Ltd.	1.04%	關係人 Related Party (負責人為本公司董事長之代表人) (Representative serves as the Chairperson of the Company)
匯豐(台灣)商業銀行股份有限公司受託 保管廣域新興市場股票基金投資專戶 HSBC Bank (Taiwan) Limited - Custodian for the Investment Account of the Global Emerging Markets Equity Fund	0.66%	無 None

二、保瑞管理顧問股份有限公司 Bora Management Consulting Co., Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
保瑞藥業股份有限公司 Bora Pharmaceuticals Co., Ltd.	100%	關係人 Related Party (本公司大股東及董事長) (Shareholder and Chairman of the Company)

三、鵬霖投資有限公司 Peng Lin Investment Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
尹崇堯 Yin, Chong-Yao	99.98%	無 None
盈家投資股份有限公司 Ying Chia Investment Co., Ltd.	0.01%	關係人 Related Party (本公司股東) (Shareholder of the Company)
長春投資股份有限公司 Sheng Cheng Investment Co., Ltd.	0.01%	關係人 Related Party (本公司股東) (Shareholder of the Company)

四、匯弘投資股份有限公司 Hui Hong Investment Co., Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
潤華染織廠股份有限公司 Ruen Hua Dyeing & Weaving Co., Ltd.	63.53%	無 None
潤泰興股份有限公司 Ruen Tai Hsing Co., Ltd.	19.93%	無 None
宜泰投資股份有限公司 Yi Tai Investment Co., Ltd.	16.54%	關係人 Related Party (本公司股東) (Shareholder of the Company)

五、宜泰投資股份有限公司 Yi Tai Investment Co., Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
任盈實業股份有限公司 Jen Ying Industrial Co., Ltd.	85.10%	無 None
潤泰興股份有限公司 Ruen Tai Hsing Co., Ltd.	14.90%	無 None

六、潤泰全球股份有限公司 Ruentex Industries Limited		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
潤泰創新國際股份有限公司 Ruentex Development Co., Ltd.	14.28%	關係人 Related Party (本公司一位獨立董事亦擔任該公司之 獨立董事) (The same individual serves as an independent director of both the Company and that company.)
潤弘精密工程事業股份有限公司 Ruentex Engineering & Construction Co., Ltd.	4.55%	無 None
宜泰投資股份有限公司 Yi Tai Investment Co., Ltd.	4.22%	關係人 Related Party (本公司股東) (Shareholder of the Company)
匯弘投資股份有限公司 Hui Hong Investment Co., Ltd.	4.02%	關係人 Related Party (本公司股東) (Shareholder of the Company)
盈家投資股份有限公司 Ying Chia Investment Co., Ltd.	3.78%	關係人 Related Party (本公司股東) (Shareholder of the Company)
長春投資股份有限公司 Chang Chun Investment Co., Ltd.	3.43%	關係人 Related Party (本公司股東) (Shareholder of the Company)
景鴻投資股份有限公司 Ching Hung Investment Co., Ltd.	3.31%	無 None
盛成投資股份有限公司 Sheng Cheng Investment Co., Ltd.	3.18%	關係人 Related Party (本公司股東) (Shareholder of the Company)
潤華染織廠股份有限公司 Ruen Hua Dyeing & Weaving Co., Ltd.	1.88%	無 None
陳麗卿 Chen, Li-Ching	1.86%	無 None

七、盛成投資股份有限公司 Sheng Cheng Investment Co., Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
潤華染織廠股份有限公司 Ruen Hua Dyeing & Weaving Co., Ltd.	48.98%	無 None
任盈實業股份有限公司 Jen Ying Industrial Co., Ltd.	23.81%	無 None
盈家投資股份有限公司 Ying Chia Investment Co., Ltd.	17.31%	關係人 Related Party (本公司股東) (Shareholder of the Company)
匯弘投資股份有限公司 Hui Hong Investment Co., Ltd.	9.90%	關係人 Related Party (本公司股東) (Shareholder of the Company)

八、盈家投資股份有限公司 Ying Chia Investment Co., Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
長春投資股份有限公司 Chang Chun Investment Co., Ltd.	75.86%	關係人 Related Party (本公司股東) (Shareholder of the Company)
潤華染織廠股份有限公司 Ruen Hua Dyeing & Weaving Co., Ltd.	24.14%	無 None

九、長春投資股份有限公司 Chang Chun Investment Co., Ltd.		
股東姓名 Name of Offerees	持股比例 Shareholding %	與公司之關係 Relation with the Company
匯弘投資股份有限公司 Hui Hong Investment Co., Ltd.	48.00%	關係人 Related Party (本公司股東) (Shareholder of the Company)
潤華染織廠股份有限公司 Ruen Hua Dyeing & Weaving Co., Ltd.	33.00%	無 None
潤泰興股份有限公司 Ruen Tai Hsing Co., Ltd.	19.00%	無 None

**Attachment 9: The issuance and conversion terms (tentative) of the privately placed domestic unsecured convertible bonds**

# 泰福生技股份有限公司私募無擔保轉換公司債發行及轉換辦法(暫定)

## Tanvex BioPharma, Inc.

### Terms and Conditions for the Issuance of the First Private Placement Unsecured Convertible Bond (Tentative)

#### 一、債券名稱：

泰福生技股份有限公司第一次私募無擔保轉換公司債（以下簡稱「本債券」）。（暫定）

Name of the Bonds:

The First Private Placement Unsecured Convertible Bond (hereinafter the “Private Placement Convertible Bonds” or the “Bonds”) of Tanvex BioPharma, Inc (the “Company”).

#### 二、發行目的：

本次私募無擔保轉換公司債募集資金用途係為充實營運資金、償還銀行借款。

Use of Proceeds

The proceeds raised from the issuance of the Bonds will be used for strengthening the Company’s working capital and the repayment of bank borrowings.

#### 三、發行日期：

於 2026 年股東常會決議通過後一年內一次或分次(不超過三次)發行。

Issue Date:

The issuance shall be completed in one or multiple tranches (not exceeding three times) within one year after approval by the 2026 Annual General Shareholders’ Meeting.

#### 四、發行期間：

自發行日起算不超過五年。

Bond Duration:

The term shall not exceed five years from the date of issuance.

#### 五、發行總額、每張面額及發行價格：

本公司債為私募記名式轉換公司債，發行總額以新台幣 000 元為上限、發行面額為新台幣 100,000 元或其整倍數，依面額之 100% 發行，發行價格應不低於理論價格之八成為 000 元，實際發行金額將由發行公司依定價日之市場需求狀況決定之。

Issue Price, Total Issue Amount, and Denomination:

The Company’s bonds are privately placed registered convertible bonds. The Bonds will be issued 100% at par in denomination of NT\$100,000 or an integer multiple thereof, and the issue price shall not be less than 80% of the theoretical price. The actual issue amount shall be determined by the Company based on the market demand on the pricing date.

#### 六、債券票面利率：

票面年利率為 00%。

Coupon Rate:

The annual coupon rate is 00%.

#### 七、還本付息日期及方式：

除本私募轉換公司債之持有人(以下簡稱「債券持有人」)依本辦法第十條轉換為本公司普通股、或依本辦法第十九條提前贖回、或依本辦法第二十條行使賣回權、或本公司由證券商營業處所買回註銷者外，本公司於本私募轉換公司債到期時依債券面額以現金一次償還。

Repayment of Principal and Interest:

Unless previously converted pursuant to Article 10 hereof, redeemed pursuant to Article 19 hereof, repurchased pursuant to Article 20 hereof, or cancelled, the Company shall repay the principal of the Bonds in a lump sum in cash at face value upon maturity.

八、擔保情形：

本私募轉換公司債為無擔保債券，惟如本私募轉換公司債發行後，本公司另發行其他有擔保附認股權或轉換公司債時，本私募轉換公司債亦將比照該有擔保附認股權或轉換公司債，設定同等級之債權或同順位之擔保物權。

Security:

The Bonds are unsecured. However, if the Company issues any secured corporate bonds or secured convertible bonds with warrant rights after the issuance of the Bonds, the Bonds shall be entitled to pari passu rights or equal-ranking security interests as such secured instruments.

九、轉換標的：

債券持有人得於轉換期間內(定義如後)，按轉換價格，申請將本債券轉換為發行公司新發行之普通股股票。本私募轉換公司債得轉換之普通股總股數以不超過 35,000,000 股為限。

Underlying Securities for Conversion:

Each Bondholder shall have the right to convert the Bonds into the newly-issued common shares of the Company during the Conversion Period (as defined below), at the then conversion price. The total number of common shares that may be converted from this privately placed convertible bond shall not exceed 35,000,000 shares.

十、轉換期間：

債券持有人得於本私募轉換公司債發行日後滿三個月之翌日(00年00月00日)起，至到期日(00年00月00日)止，除(一)普通股依法暫停過戶期間、(二)本公司無償配股停止過戶日、現金股息停止過戶日或現金增資認股停止過戶日前十五個營業日起，至權利分派基準日止之期間、(三)辦理減資之減資基準日起至減資換發股票開始交易前一日止，及其他依法暫停過戶期間外，得隨時依程序向本公司之股務代理機構請求依本辦法規定將所持有之本私募轉換公司債轉換為本公司普通股股票，並依本辦法第十四條、第十五條、第十七條、第十九條規定辦理。前項(一)普通股依法停止過戶期間不得轉換之限制，不包括股東常會及股東臨時會之停止過戶期間。第一項變更面額之停止轉換起始日係指向經濟部申請變更登記之前一個營業日。本公司並應於該起始日前四個營業日公告停止轉換期間。

Conversion Period:

Bondholders may request conversion from the day following three (3) months after the Issue Date (i.e., mm/dd, yyyy) until the Maturity Date (i.e., mm/dd, yyyy), except during the following blackout periods: (1) Statutory book-closure periods for common shares; (2) The 15 business days prior to the record date for ex-rights or ex-dividend events (cash capital increase, stock dividends, or cash dividends) until the relevant record date; (3) From the record date for a capital reduction to the day immediately preceding the commencement date of trading of the new shares issued after such capital reduction, and any other statutory book-closure periods, the bondholders may, at any time and in accordance with the prescribed procedures, request the Company's shareholder services agent to convert the Private Placement Convertible Bonds they hold into the Company's common shares pursuant to these Terms and Conditions, and such conversion shall be handled in accordance with Articles 14, 15, 17, and 19 hereof. The restriction in item (1) does not apply to book-closure

periods for shareholders' meetings. The starting date of suspension of conversion due to a change of par value shall be the business day immediately preceding the date of filing for amendment registration with the Ministry of Economic Affairs. The Company shall announce the suspension period at least four (4) business days prior to the commencement of such suspension.

十一、請求轉換程序：

債券持有人至本公司股務代理機構填具『轉換公司債帳簿劃撥轉換/贖回/賣回申請書』，於送達時即生轉換之效力，且不得申請撤銷，並於送達後五個營業日內完成轉換手續，直接將本公司普通股股票撥入集保公司之登錄帳戶內(非集保戶)。

Conversion Procedures:

Bondholders shall complete and submit the "Application for Book-Entry Transfer for Conversion/Redemption/Sell-Back of Convertible Bonds" to the Company's stock transfer agent. Conversion becomes effective upon the agent's receipt of the application and may not be revoked. The conversion shall be completed within five (5) business days after receipt, and the converted common shares shall be transferred into the centralized depository account (non-physical account) of the holder.

十二、轉換價格及其調整：

Conversion Price and Adjustments

(一) 轉換價格之訂定方式

Determination of Conversion Price

本私募轉換公司債轉換價格之訂定，係以00年00月00日為轉換價格訂定基準日，取基準日(不含)前一、三、五個營業日擇一計算之本公司普通股收盤價之簡單算術平均數扣除無償配股除權及配息，並加回減資反除權後之股價，或定價日前30個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價，以前述二基準計算價格較高者為參考價，本次私募轉換價定價之參考價為00.00元，並以不低於參考價格之八成為本私募轉換公司債之轉換價格(計算至新臺幣角為止，分以下四捨五入)。依上述方式，轉換價格為每股新臺幣00.00元。

The conversion price shall be determined based on mm/dd, yyyy as the pricing reference date.

The reference price shall be the higher of:

1. The simple arithmetic average of the closing prices of the Company's common shares for any 1, 3, or 5 business days prior to the pricing date, adjusted for ex-rights and ex-dividend events and capital reduction; or
2. The simple arithmetic average of the closing prices of the common shares for the 30 business days prior to the pricing date, adjusted in the same manner.

The final reference price is NT\$00.00, and the conversion price shall be set at no less than 80% of such reference price (Calculated to the nearest NT dime; Rounded to the nearest unit, with downward adjustment applied and no upward adjustment made). The conversion price is NT\$00.00 per share.

(二) 轉換價格之調整

Adjustment of Conversion Price

1. 本私募轉換公司債發行後，除本公司所發行(或私募)具有普通股轉換權或認股權之各種有價證券換發普通股股份或因員工酬勞發行新股者外，遇有本公司已發行(或私募)之普通股股份增加時(包含但不限於以募集發行或私募方式辦理之現金增資、盈餘轉

增資、資本公積轉增資、公司合併或受讓他公司股份發行新股、股票分割及現金增資參與發行海外存託憑證等)，本公司應依下列公式調整本私募轉換公司債之轉換價格(計算至新臺幣角為止，分以下四捨五入，向下調整，向上則不予調整)，於新股發行除權基準日(註 1)調整之，並於公開資訊觀測站揭露該調整後之轉換價格；但有實際繳款作業者於股款繳足日調整之。如於現金增資發行新股之除權基準日後變更新股發行價格，則依更新後之新股發行價格重新按下列公式調整之。如經設算調整後之轉換價格低於原除權基準日前已公告調整之轉換價格者，則應於公開資訊觀測站揭露調整後之轉換價格。

After the issuance of the Private Placement Convertible Bonds, except for cases where the Company issues (or privately places) securities carrying conversion or subscription rights into common shares, or issues new shares for employee compensation, if the number of outstanding common shares of the Company increases (including, but not limited to, capital increases in cash by public offering or private placement, capitalization of earnings, capitalization of capital reserves, issuance of new shares as a result of mergers or acquisition of another company's shares, stock splits, and participation in cash capital increases for the issuance of overseas depositary receipts), the Company shall adjust the conversion price of the Private Placement Convertible Bonds in accordance with the following formula (Calculated to the nearest NT dime; Rounded to the nearest unit, with downward adjustment applied and no upward adjustment made). Unless payment of subscription funds is required, the adjustment shall take effect on the record date for the ex-rights event of the newly issued shares (Note 1), and the adjusted conversion price shall be disclosed on the Market Observation Post System ("MOPS"). If the subscription funds are required, the adjustment shall take effect on the payment completion date. If, after the ex-rights record date for a cash capital increase, the subscription price of the newly issued shares is subsequently changed, the conversion price shall be recalculated based on the revised subscription price using the formula set forth below. If the recalculated conversion price is lower than the conversion price previously adjusted and announced prior to the ex-rights record date, the Company shall disclose the newly adjusted conversion price on MOPS.

$$\begin{array}{l}
 \text{調整後} \\
 \text{轉換價格}
 \end{array}
 =
 \begin{array}{l}
 \text{調整前} \\
 \text{轉換價格}
 \end{array}
 \times
 \left(
 \frac{\begin{array}{l} \text{已發行股數} \\ \text{(註2)} \end{array} + \frac{\begin{array}{l} \text{每股繳款額(註3)} \times \text{新股發行或私募股數} \end{array}}{\begin{array}{l} \text{每股時價(註4)} \end{array}}}{\begin{array}{l} \text{已發行股數(註 2)} + \text{新股發行或私募股數} \end{array}}
 \right)$$
  

$$\begin{array}{l}
 \text{Adjusted} \\
 \text{Conversion} \\
 \text{Price}
 \end{array}
 =
 \begin{array}{l}
 \text{Pre-} \\
 \text{Adjustment} \\
 \text{Conversion} \\
 \text{Price}
 \end{array}
 \times
 \left(
 \frac{\begin{array}{l} \text{Outstanding} \\ \text{Shares (Note 2)} \end{array} + \frac{\begin{array}{l} \text{Subscription Price per Share (Note 3)} \times \text{Number of Newly} \\ \text{Issued or Privately Placed Shares} \end{array}}{\begin{array}{l} \text{Prevailing Market Price per Share (Note 4)} \end{array}}}{\begin{array}{l} \text{Outstanding Shares (Note 2)} + \text{Number of Newly Issued or Privately Placed Shares} \end{array}}
 \right)$$

註 1：如為股票分割則為分割基準日；如為合併或受讓增資則於合併或受讓基準日調整；如係採詢價圈購辦理之現金增資或現金增資參與發行海外存託憑證，因無除權

基準日，則於股款繳足日調整；如係採私募方式辦理之現金增資，則於私募有價證券交付日調整。如於現金增資發行新股之除權基準日後變更新股發行價格，則依更新後之新股發行價格重新調整，如經設算調整後之轉換價格低於原除權基準日前已公告調整之轉換價格，則依法重新公告調整之。

Note 1: In the case of a stock split, the adjustment shall be made on the record date of the stock split. In the case of a merger or issuance of new shares for share acquisition, the adjustment shall be made on the merger record date or the share acquisition record date. If a cash capital increase is conducted through book building (Dutch auction) or if the cash capital increase involves participation in the issuance of overseas depositary receipts and there is no ex-rights record date, the adjustment shall be made on the payment completion date. If a cash capital increase is conducted by private placement, the adjustment shall be made on the delivery date of the privately placed securities. If the subscription price of the newly issued shares for a cash capital increase is subsequently changed after the ex-rights record date, the conversion price shall be recalculated based on the revised subscription price. If the recalculated conversion price is lower than the previously adjusted and announced conversion price prior to the ex-rights record date, the Company shall publicly disclose the newly adjusted conversion price in accordance with applicable laws.

註 2：已發行股數係指普通股已發行股份總數(包括募集發行與私募股份)減除本公司買回惟尚未註銷或轉讓之庫藏股股數。

Note 2: "Outstanding Shares" refers to the total number of issued common shares (including publicly offered shares and privately placed shares), minus the number of treasury shares repurchased by the Company but not yet cancelled or transferred.

註 3：每股繳款額如係無償配股或股票分割，則其繳款額為零。若係屬合併增資發行新股者，則其每股繳款額為合併基準日前依消滅公司最近期經會計師簽證或核閱之財務報表計算之每股淨值乘以換股比例。如係受讓他公司股份發行新股，則每股繳款額為受讓之他公司最近期經會計師簽證或核閱之財務報表計算之每股淨值乘以換股比例。

Note 3: If the newly issued shares arise from a stock dividend or stock split, the subscription price per share shall be deemed zero. For new shares issued due to a merger, the subscription price per share shall be the net asset value per share of the dissolved company, as calculated from its most recent CPA-audited or reviewed financial statements prior to the merger record date, multiplied by the share exchange ratio. For new shares issued due to the acquisition of another company's shares, the subscription price per share shall be the net asset value per share of the acquired company, as calculated from its most recent CPA-audited or reviewed financial statements, multiplied by the share exchange ratio.

註 4：每股時價之訂定，應以除權基準日、訂價基準日、股票分割基準日、合併或受讓基準日或私募有價證券交付日之前一、三、五個營業日擇一計算之普通股收盤價之簡單算術平均數為準。

Note 4: The "Prevailing Market Price per Share" shall be determined based on the simple arithmetic average of the closing prices of the Company's common shares for any one of the one (1), three (3), or five (5) business days preceding the relevant record date (including the ex-rights record date, pricing reference date, stock split record date, merger or share acquisition record date, or the delivery date of privately placed securities).

2. 本私募轉換公司債發行後，如遇本公司發放普通股現金股利時，應於除息基準日調降轉換價格(計算至新臺幣角為止，分以下四捨五入，向下調整，向上則不予調整)，並依法於除息基準日公告調整後之轉換價格。本項轉換價格調降之規定，不適用於除息基準日(不含)前已提出請求轉換者。其調整公式如下

After the issuance of the Private Placement Convertible Bonds, if the Company distributes cash dividends on its common shares, the conversion price shall be adjusted downward on the ex-dividend record date (Calculated to the nearest NT dime; Rounded to the nearest unit, with downward adjustment applied and no upward adjustment made). The Company shall announce the adjusted conversion price on the ex-dividend record date in accordance with applicable laws. This downward adjustment to the conversion price shall not apply to bondholders who have submitted conversion requests prior to (but excluding) the ex-dividend record date. The adjustment formula is as follows:

調降後轉換價格 = 調降前轉換價格 × (1 - 發放普通股現金股利占每股時價(註)之比率)  
Adjusted Conversion Price = Pre-Adjustment Conversion Price × (1 - Cash Dividend per Share ÷ Prevailing Market Price per Share (Note))

註：每股時價以現金股息停止過戶除息公告日之前一、三、五個營業日擇一計算之本公司普通股收盤價之簡單算術平均數為準。

Note: The "Prevailing Market Price per Share" shall be the simple arithmetic average of the closing prices of the Company's common shares for any one of the one (1), three (3), or five (5) business days preceding the book-closure and ex-dividend announcement date of the cash dividend distribution. Adjustment for Cash Dividends

3. 本私募轉換公司債發行後，遇有本公司以低於每股時價(註 1)之轉換或認股價格再募集發行(或私募)具有普通股轉換權或認股權之各種有價證券時，本公司應依下列公式調整本私募轉換公司債之轉換價格(計算至新台幣角為止，分以下四捨五入，向下調整，向上則不予調整)，並依法公告，於前述有價證券或認股權發行之日調整之：

After the issuance of the Private Placement Convertible Bonds, if the Company subsequently issues (whether by public offering or private placement) any securities carrying conversion or subscription rights into common shares at a conversion or subscription price lower than the prevailing market price per share (Note 1), the Company shall adjust the conversion price of the Private Placement Convertible Bonds in accordance with the formula set forth below (Calculated to the nearest NT dime; Rounded to the nearest unit, with downward adjustment applied and no upward adjustment made).

$$\text{調整後轉換價格} = \frac{\text{調整前轉換價格} \times \left[ \text{已發行股數(註2)} + \frac{\text{新發行具有普通股轉換權或認股權之有價證券或認股權其可轉換或認購之股數} \times \frac{\text{新發行具有普通股轉換權或認股權之有價證券或認股權其可轉換或認購之股數}}{\text{每股時價(註1)}} \right]}{\text{已發行股數(註2)} + \frac{\text{新發行具有普通股轉換權或認股權之有價證券或認股權其可轉換或認購之股數}}{\text{每股時價(註1)}}}$$

Outstanding Shares (Note 2) + (Conversion or Subscription Price of the Newly Issued Securities × Number of Shares Convertible or Subscribable under such Newly Issued Securities)  
Prevailing Market Price per Share × (Outstanding Shares (Note 2) + Number of Shares Convertible or Subscribable under such Newly Issued Securities)

註 1：每股時價為再發行具有普通股轉換權或認股權之各種有價證券之訂價基準日(再私募者，為私募有價證券交付日)之前一、三、五個營業日擇一計算之本公司普通股收盤價之簡單算術平均數為準。

Note 1: The “Prevailing Market Price per Share” shall be the simple arithmetic average of the closing prices of the Company’s common shares for any one of the one (1), three (3), or five (5) business days preceding the pricing reference date of the newly issued securities carrying conversion or subscription rights (or, in the case of a private placement, the delivery date of such privately placed securities).

註 2：已發行股數係指普通股已募集發行與私募股份，減除本公司買回惟尚未註銷或轉讓之庫藏股股數。再發行具有普通股轉換權或認股權之各種有價證券如係以庫藏股支應，則調整公式中之已發行股數應減除新發行有價證券可轉換或認購之股數。

Note 2: “Outstanding Shares” refers to the total number of issued common shares (including publicly offered and privately placed shares), minus the number of treasury shares repurchased by the Company but not yet cancelled or transferred. If the newly issued securities carrying conversion or subscription rights are satisfied by treasury shares, the “Outstanding Shares” used in the adjustment formula shall be reduced by the number of shares convertible or subscribable under such newly issued securities.

4. 本私募轉換公司債發行後，如遇本公司非因庫藏股註銷之減資致普通股股份減少時，應依下列公式計算調整後轉換價格(計算至新台幣角為止，分以下四捨五入)，於減資基準日調整之，並於公開資訊觀測站揭露調整後之轉換價格。

After the issuance of the Private Placement Convertible Bonds, if the number of the Company’s outstanding common shares decreases due to a capital reduction that is not caused by the cancellation of treasury shares, the conversion price shall be adjusted in accordance with the formula set forth below (Calculated to the nearest NT dime; Rounded to the nearest unit, with downward adjustment applied and no upward adjustment made). The adjustment shall take effect on the record date of the capital reduction, and the Company shall disclose the adjusted conversion price on the Market Observation Post System (“MOPS”).

a. 減資彌補虧損時:

調整後轉換價格 = 調整前轉換價格 × [ 減資前已發行普通股股數(註) / 減資後已發行普通股股數 ]

b. 現金減資時:

調整後之轉換價格 = (調整前轉換價格 - 每股退還現金金額) × (減資前已發行普通股股數(註) / 減資後已發行普通股股數)

(a) In the case of a capital reduction for offsetting accumulated losses

(b) In the case of a cash capital reduction:

$$\text{Adjusted Conversion Price} = \text{Pre-Adjustment Conversion Price} \times \left( \frac{\text{Number of Outstanding Common Shares Before Capital Reduction (Note)}}{\text{Number of Outstanding Common Shares After Capital Reduction}} \right)$$

$$\text{Adjusted Conversion Price} = (\text{Pre-Adjustment Conversion Price} - \text{Amount of Cash Returned per Share}) \times \left( \frac{\text{Number of Outstanding Common Shares Before Capital Reduction (Note)}}{\text{Number of Outstanding Common Shares After Capital Reduction}} \right)$$

註：已發行股數應包括發行及私募之股數，並減除本公司買回惟尚未註銷或轉讓之庫藏股股數。

Note: The number of outstanding shares shall include all publicly offered and privately placed common shares, and shall be reduced by the number of treasury shares repurchased by the Company but not yet cancelled or transferred.

十三、 本私募轉換公司債之上櫃及終止上櫃：

本私募轉換公司債於公司債交付日起滿三年後，本公司將依相關法令規定，得向金管會辦理公開發行，並向櫃檯買賣中心申請上櫃買賣，至全數轉換為普通股股份或全數由本公司買回或償還時終止上櫃。

TPEX Listing and Termination of Listing:

The Private Placement Convertible Bonds will not be listed on the TPEX

十四、 轉換後新股之上市：

本私募轉換公司債經轉換為本公司普通股者，所轉換之普通股及嗣後所配發之普通股，自本私募轉換公司債交付日起滿三年後，應先取具臺灣證券交易所股份有限公司(以下簡稱「台灣證券交易所」)核發符合上市標準之同意函，並向主管機關申報補辦公開發行後，洽證交所申請上市交易，以上事項由本公司洽證交所同意後公告之。

Listing of Shares Issued Upon Conversion:

Common shares issued upon conversion may be listed on the Taiwan Stock Exchange after three (3) years from the delivery date of the Bonds, upon obtaining a letter of approval from the Taiwan Stock Exchange verifying compliance with listing requirements and completing post-offering public issuance procedures.

十五、 股本變更登記作業：

本公司應於每季結束後十五日內，將前一季因本私募轉換公司債轉換所交付之股票數額予以公告，每季並應向公司登記之主管機關申請資本額變更登記至少一次。

Capital Amendment Registration:

The Company shall publicly announce, within fifteen (15) days after the end of each quarter, the number of shares delivered due to conversions during the preceding quarter, and shall apply for capital amendment registration with the competent authority at least once per quarter.

十六、 換股時不足壹股股份金額之處理：

轉換本公司普通股時，若有不足壹股之股份金額，本公司將以現金償付(計算至新台幣元為止，角以下四捨五入)。

Handling of Fractional Shares"

Fractional shares arising from conversion shall be paid in cash (rounded to the nearest NT dollar).

十七、 轉換年度現金股利及股票股利之歸屬：

Allocation of Cash and Stock Dividends in the Year of Conversion

(一) 現金股利

Cash Dividends

1. 本私募轉換公司債持有人於當年度一月一日起至當年度本公司向證交所洽辦現金股息停止過戶日前十五個營業日(不含)以前請求轉換者，得參與當年度股東會決議發放之前一年度現金股利。

Bondholders of the Private Placement Convertible Bonds who submit a conversion request from January 1 of the current year up to (but excluding) the fifteenth (15th) business day prior to the book-closure date for cash dividends filed by the Company with the Taiwan Stock Exchange shall be entitled to participate in the cash dividends for the preceding fiscal year as approved at the shareholders' meeting of the current year.

2. 當年度本公司向證交所洽辦現金股息停止過戶日前十五個營業日(含)起至現金股息除息基準日(含)止，停止本私募轉換公司債轉換。

Conversion of the Private Placement Convertible Bonds shall be suspended from (and including) the fifteenth (15th) business day prior to the book-closure date for cash dividends filed by the Company with the Taiwan Stock Exchange through (and including) the ex-dividend record date.

3. 本私募轉換公司債持有人於當年度現金股息除息基準日翌日起至當年度十二月三十一日(含)以前請求轉換者，不得享有當年度股東會決議發放之前一年度現金股利，但得參與次年度股東會決議發放之當年度現金股利。

Bondholders who submit a conversion request from the day following the ex-dividend record date of the current year up to (and including) December 31 of the current year shall not be entitled to the cash dividends for the preceding fiscal year as approved at the shareholders' meeting of the current year, but shall be entitled to participate in the cash dividends for the current fiscal year as approved at the shareholders' meeting of the following year.

## (二) 股票股利

### Stock Dividends

1. 本私募轉換公司債持有人於當年度一月一日起至當年度本公司向證交所洽辦無償配股停止過戶日前十五個營業日(不含)以前請求轉換者，得參與當年度股東會決議發放之前一年度股票股利。

Bondholders of the Private Placement Convertible Bonds who submit a conversion request from January 1 of the current year up to (but excluding) the fifteenth (15th) business day prior to the book-closure date for stock dividends filed by the Company with the Taiwan Stock Exchange shall be entitled to participate in the stock dividends for the preceding fiscal year as approved at the shareholders' meeting of the current year.

2. 當年度本公司向證交所洽辦無償配股停止過戶日前十五個營業日(含)起至無償配股除權基準日(含)止，停止本轉換公司債轉換。

Conversion of the Private Placement Convertible Bonds shall be suspended from (and including) the fifteenth (15th) business day prior to the book-closure date for stock dividends filed by the Company with the Taiwan Stock Exchange through (and including) the ex-rights record date.

3. 本私募轉換公司債持有人於當年度無償配股除權基準日翌日起至當年度十二月三十一日(含)以前請求轉換者，不得享有當年度股東會決議發放之前一年度股票股利，但得參與次年度股東會決議發放之當年度股票股利。

Bondholders who submit a conversion request from the day following the ex-rights record date for stock dividends of the current year up to (and including) December 31 of the current year shall not be entitled to the stock dividends for the preceding fiscal year as approved at the shareholders' meeting of the current year, but shall be entitled to participate in the stock dividends for the current fiscal year as approved at the shareholders' meeting of the following year.

## 十八、 轉換後之權利義務

債券持有人於請求轉換生效後所取得普通股股票之權利義務與本公司原已發行之普通股股份相同，惟所轉換之普通股尚須符合本辦法第十四條之規定。

## Rights and Obligations of Converted Shares

Shares obtained through conversion shall confer the same rights and obligations as the Company's existing common shares, subject to Article 14 regarding listing eligibility.

### 十九、 本公司之贖回權

自本私募轉換公司債發行滿 3 個月翌日(00年00月00日)起至到期日前四十日(00年00月00日)止，若本公司股票收盤價連續 30 個營業日超過當時轉換價格達 30%(含)以上時，則本公司有權按面額以現金贖回債券。

#### Redemption Right of the Company

From the day following the third month after the issuance of the Private Placement Convertible Bonds (mm/dd, yyyy) to the date 40 days prior to the maturity date (mm/dd, yyyy), if the closing price of the Company's common shares exceeds the then applicable conversion price by 30% (inclusive) for 30 consecutive business days, the Company shall have the right to redeem the bonds in cash at par value.

(一) 本私募轉換公司債自發行日起滿三年之翌日起至發行期間屆滿前四十日止，若本公司普通股之收盤價連續三十個營業日超過當時轉換價格達百分之三十(含)以上時，本公司得於其後三十個營業日內，以掛號寄發一份三十日期滿之「債券收回通知書」(前述期間自本公司發信之日起算，並以該期間屆滿日為債券收回基準日，且前述期間不得為本辦法第九條之停止轉換期間)予債券持有人，並於債券收回基準日後五個營業日內，按債券面額以現金收回全部流通在外之本私募轉換公司債。

From the day following the third anniversary of the issuance date of the Private Placement Convertible Bonds to the date 40 days prior to the maturity date, if the closing price of the Company's common shares exceeds the then applicable conversion price by 30% (inclusive) for thirty 30 consecutive business days, the Company may, within 30 business days thereafter, send a "Bond Redemption Notice" by registered mail with a thirty-day notice period to the bondholders.(The aforementioned period shall commence from the date the notice is sent by the Company, and the expiration date of such period shall be the bond redemption base date. The aforementioned period shall not fall within the conversion suspension period stipulated in Article 9 of these Rules.) Within 5 business days after the bond redemption base date, the Company shall redeem all outstanding Private Placement Convertible Bonds in cash at par value.

(二) 本私募轉換公司債自發行日起滿三年之翌日起至發行期間屆滿前四十日止，若本私募轉換公司債流通在外餘額低於原發行總額之百分之十時，本公司得於其後任何時間，以掛號寄發一份三十日期滿之「債券收回通知書」(前述期間自本公司發信之日起算，並以該期間屆滿日為債券收回基準日，且前述期間不得為本辦法第九條之停止轉換期間)予債券持有人，並於債券收回基準日後五個營業日內，按債券面額以現金收回全部流通在外之本私募轉換公司債。

From the day following the third anniversary of the issuance date of the Private Placement Convertible Bonds to the date 40 days prior to the maturity date, if the outstanding balance of the Private Placement Convertible Bonds is less than 10% of the total original issuance amount, the Company may, at any time thereafter, send a "Bond Redemption Notice" by registered mail with a thirty-day notice period to the bondholders. (The aforementioned period shall commence from the date the notice is sent by the Company, and the expiration date of such period shall be the bond redemption base date. The aforementioned period shall not fall within

the conversion suspension period stipulated in Article 9 of these Rules.) Within 5 business days after the bond redemption base date, the Company shall redeem all outstanding Private Placement Convertible Bonds in cash at par value.

- (三) 若債券持有人於「債券收回通知書」所載債券收回基準日前，未以書面回覆本公司股務代理機構(於送達時即生效力，採郵寄者以郵戳日為憑)者，本公司將於債券收回基準日後五個營業日內，按債券面額以現金收回全部流通在外之本私募轉換公司債。

If the bondholder fails to provide a written response to the Company's stock affairs agent prior to the bond redemption base date specified in the "Bond Redemption Notice" (which shall become effective upon receipt; in the case of delivery by mail, the postmark date shall prevail), the Company shall, within five (5) business days after the bond redemption base date, redeem all outstanding Private Placement Convertible Bonds in cash at par value.

## 二十、債券持有人之賣回權：

### Put Option of Bondholders

- (一) 本私募轉換公司債以發行滿二年之日(00年00月00日)為債權人提前賣回本債券之賣回基準日。本公司應於賣回基準日之前四十日(00年00月00日)前，以掛號寄發一份「賣回權行使通知書」予私募轉換公司債持有人，債券持有人得於賣回基準日之前/公告後三十日內以書面通知本公司股務代理機構(以送達時即生效力，採郵寄者以郵戳為憑，且不得申請撤銷)要求本公司以債券面額，將其所持有之本私募轉換公司債以現金贖回。本公司受理賣回請求，應於賣回基準日後五個營業日內，以現金贖回本私募轉換公司債。前述日期如遇臺灣證券集中交易市場停止營業之日，將順延至次一營業日。

Put Option on the Second Anniversary of Issuance: The second anniversary of the issuance date of the Private Placement Convertible Bonds (mm/dd, yyyy) shall serve as the reference date for the bondholders to exercise their right to require early redemption of the Bonds (the "Put Date"). The Company shall, no later than forty (40) days before the Put Date (i.e., by mm/dd, yyyy), send a "Notice of Put Option Exercise" to each bondholder by registered mail. Bondholders may, within thirty (30) days after the public announcement of such notice or at any time prior to the Put Date, submit a written notice to the Company's shareholder services agent (effective upon delivery; if submitted by mail, the postmark shall prevail; revocation shall not be permitted) to require the Company to redeem in cash, at par value, the Private Placement Convertible Bonds held by such bondholder. Upon receiving a valid put request, the Company shall redeem the Private Placement Convertible Bonds in cash within five (5) business days after the Put Date. If any of the above dates falls on a non-business day when the Taipei Exchange is closed for trading, the date shall be postponed to the next business day.

- (二) 因本公司股份終止上市提前賣回

若本公司普通股經臺灣證券交易所核准終止上市，債券持有人得要求本公司按債券面額贖回其所持有之本私募轉換公司債。

### Early Redemption Due to Termination of Listing

If the Company's common shares are approved by the Taiwan Stock Exchange for termination of listing, any bondholder may require the Company to redeem, at par value, the Private Placement Convertible Bonds held by such bondholder.

- 二十一、所有本公司收回(包括由證券商營業處所買回)、償還或已轉換之本私募轉換公司債將被註銷，不得再賣出或發行，其所附轉換權併同消滅。

Cancellation of Redeemed, Reacquired, or Converted Bonds: All Bonds redeemed, reacquired (including by securities brokers), or converted shall be cancelled and may not be reissued.

二十二、本私募轉換公司債及所換發之普通股均為記名式，其過戶、異動登記、設質、遺失等均依「公開發行股票公司股務處理準則」及公司法相關之規定辦理，另稅賦事宜依當時之稅法規定辦理。

Registration, Transfer, Pledge, and Tax Matters: All matters relating to registration, transfer, pledge, and tax obligations shall follow the applicable laws and the Regulations Governing the Administration of Shareholder Services of Public Companies.

二十三、本私募轉換公司債之還本付息及轉換事由委由本公司股務代理機構中國信託商業銀行代理部為付款代理人。

Paying Agent: The Company's stock transfer agent, CTBC Bank Co., Ltd., shall act as the paying agent for repayment and conversion matters.

二十四、本私募轉換公司債之發行依證券交易法第八條規定不印製實體債券。

No Physical Certificates: Pursuant to Article 8 of the Securities and Exchange Act, no physical bond certificates will be printed.

二十五、本私募轉換公司債係採私募方式發行，受託人名稱及其約定事項，符合公司法不須強制信託之規定。

Trust Arrangement: Since the Bonds are issued via private placement, no bondholder trustee is required under the Company Act.

二十六、本私募轉換公司債發行及轉換辦法所適用之準據法為中華民國法律。

Governing Law: These Terms and Conditions shall be governed by the laws of the Republic of China (Taiwan).

二十七、本私募轉換公司債發行及轉換辦法其訴訟管轄法院為臺灣臺北地方法院。

Jurisdiction: The Taipei District Court shall be the court of competent jurisdiction for disputes arising from the Bonds.

二十八、本私募轉換公司債發行及轉換辦法如有未盡事宜之處，悉依相關法令辦理之，並授權董事會作必要之訂定、調整並全權處理。

Other Matters: Any matters not covered herein shall be handled in accordance with applicable laws and regulations and to authorize the Board of Directors to make any necessary determinations and adjustments and to handle all related matters with full discretion.

**Attachment 10: Opinion on the Necessity  
and Reasonableness of the Private  
Placement**

## Tanvex BioPharma, Inc.

### Opinion on the Necessity and Reasonableness of the Private Placement

Client: Tanvex BioPharma, Inc.

Addressee: Tanvex BioPharma, Inc.

Intended Use of this Opinion: Solely for use by Tanvex BioPharma, Inc. in connection with its private placement to be conducted in 2026

Report Type: Opinion on the Necessity and Reasonableness of the Private Placement

Evaluation Institution: Taishin Securities Co., Ltd.

Representative: CHEN, CHUN-HONG

*(The contents of this Opinion are provided solely as a reference for Tanvex-KY in connection with its 2026 private placement and may not be used for any other purpose. This Opinion has been prepared based on the financial information provided by Tanvex-KY and the information publicly disclosed by it on the Market Observation Post System. This Opinion shall not assume any legal responsibility for any impact on the contents hereof arising from any change to the plan for the proposed private placement or any other circumstances that may occur in the future. This statement is hereby made accordingly.)*

**(This English version is provided for reference only and shall have no legal effect. In case of any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.)**

Date :

Tanvex BioPharma, Inc., in order to meet its funding needs for future business development, enhance its operating competitiveness, and preserve the timeliness and convenience of capital raising, proposes to undertake matters relating to the private placement of securities under Article 43-6 of the Securities and Exchange Act, in accordance with the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities. It is proposed that the matter be submitted to the Board of Directors for resolution on April 22, 2026, and be presented for discussion at the annual general meeting of shareholders scheduled for June 4, 2026. The Company further proposes, within a limit of not more than 35,000,000 shares, to conduct a private placement of ordinary shares and/or privately placed convertible corporate bonds (hereinafter, the "Proposed Private Placement"), either separately or in combination, in a single tranche or in multiple tranches of not more than three, within one year from the date of the shareholders' meeting resolution.

Pursuant to Point 4, paragraph 3 of the Directions for Public Companies Conducting Private Placements of Securities (as set forth below), where there has been any significant change in managerial control within one year prior to the board resolution approving the private placement, or where the introduction of strategic investors through the private placement will result in a significant change in managerial control, the Company shall engage a securities underwriter to issue an assessment opinion regarding the necessity and reasonableness of the private placement, and such opinion shall be stated in the notice of the shareholders' meeting as a reference for shareholders in determining whether to approve the proposal. The underwriter's assessment is set forth below :

#### **I. Company Overview:**

Tanvex BioPharma, Inc. was established in May 2013 and currently has paid-in capital of NT\$2.649 billion. At the initial stage of its establishment, the Company focused on the development and sale of biosimilars and the provision of large-molecule CDMO services. In light of the substantial research and development investment required for biosimilars, the Company has determined that, apart from strengthening the sales of TX-01, which has already been launched, and actively advancing the U.S. FDA marketing approval application for TX-05, it will discontinue the development of its other original research and development projects. Accordingly, the Company has adjusted its operating strategy to place greater emphasis on its large-molecule CDMO business.

In 2025, the Company's revenue mix consisted of contract service revenue of 52.34%, sales revenue of 40.77%, royalty revenue of 6.57%, and other operating revenue of 0.32%. A summary of the Company's condensed financial information for the most recent five fiscal years is set forth below.

## A. Condensed Consolidated Balance Sheet - International Financial Reporting Standards (IFRSs)

Unit: NT\$ thousands

Items		Year	Financial summary for the past five fiscal years (Note 1)				
			2021	2022	2023	2024	2025
Current assets			2,401,988	1,043,719	604,212	675,624	1,497,182
Property, plant and equipment			477,369	484,579	438,771	440,387	1,505,187
Right-of-use assets			1,636,483	1,665,981	1,489,370	1,386,757	1,255,700
Intangible assets			10,167	12,069	3,383	7,068	3,395,512
Other assets			187,582	213,468	227,667	225,301	307,553
Total assets			4,713,589	3,419,816	2,763,403	2,735,137	7,961,134
Current liabilities	Before Distribution		248,514	303,285	363,730	348,140	799,660
	After Distribution		248,514	303,285	363,730	348,140	799,660
Non-current liabilities			1,670,280	1,725,051	1,578,563	1,493,691	1,467,492
Total liabilities	Before Distribution		1,918,794	2,028,336	1,942,293	1,841,831	2,267,152
	After Distribution		1,918,794	2,028,336	1,942,293	1,841,831	2,267,152
Equity attributable to shareholders of the parent			2,794,795	1,391,480	821,110	893,306	5,693,982
Capital stock			3,524,547	3,526,606	1,339,629	1,640,714	2,648,634
Capital surplus			10,987,806	11,060,529	12,430,594	13,567,021	18,905,627
Retained earnings	Before Distribution		(11,327,436)	(12,968,566)	(12,754,940)	(14,136,490)	(15,636,647)
	After Distribution		(11,327,436)	(12,968,566)	(12,754,940)	(14,136,490)	(15,636,647)
Other equity interest			(390,122)	(227,089)	(194,173)	(177,939)	(223,632)
Total equity	Before Distribution		2,794,795	1,391,480	821,110	893,306	5,693,982
	After Distribution		2,794,795	1,391,480	821,110	893,306	5,693,982

Source: Consolidated financial reports audited or reviewed by independent certified public accountants and prepared in accordance with International Financial Reporting Standards (IFRSs).

Note 1: The above financial information presented for 2021 to 2025 has been audited and verified by CPAs.

**B. Condensed Consolidated Income Statement - International Financial Reporting Standards (IFRSs)**

Unit: NT\$ thousands

Items	Year	Financial summary for the past five fiscal years (Note 1)				
		2021	2022	2023	2024	2025
Operating revenue		5,406	22,404	61,411	34,678	400,971
Gross Profit		3,550	(19,348)	59,701	8,292	(440,708)
Operating profit and loss		(1,599,184)	(1,605,517)	(2,100,750)	(1,356,741)	(1,388,184)
Non-operating income and expenses		55,995	(35,590)	(35,923)	(24,462)	(115,020)
Net loss before tax		(1,543,189)	(1,641,107)	(2,136,673)	(1,381,203)	(1,503,204)
Net loss from continuing operations for the current period		(1,543,211)	(1,641,130)	(2,137,101)	(1,381,550)	(1,500,157)
Loss from discontinued operations		—	—	—	—	—
Net losses for the period		(1,543,211)	(1,641,130)	(2,137,101)	(1,381,550)	(1,500,157)
Other comprehensive income (net, after tax)		(26,084)	163,033	32,916	16,234	(45,693)
Total comprehensive income		(1,569,295)	(1,478,097)	(2,104,185)	(1,365,316)	(1,545,850)
Losses per share (Unit: NTD)		(4.74)	(4.65)	(16.58)	(8.90)	(6.13)

Source: Consolidated financial reports audited or reviewed by independent certified public accountants and prepared in accordance with International Financial Reporting Standards (IFRSs)

Note 1: The above financial information presented for 2021 to 2025 has been audited and verified by CPAs.

**II. Review of Whether a Significant Change in Managerial Control Occurred Within One Year Prior to the Board Resolution Approving the Private Placement:**

Upon inquiry with the relevant personnel of the Company and review of the relevant information, it was noted that the Company conducted a full re-election of directors at its extraordinary shareholders' meeting on March 27, 2025. In addition, one independent director resigned on April 2, 2025. A summary of the changes in the composition of the board is set forth below:

Title	List of Directors Following the Re-election in June 2024	List of Directors Following the Re-election at the Extraordinary Shareholders' Meeting in March 2025	List of Directors as of March 2026 (Current)	Whether Any Change Has Occurred
Director	Delos Capital Fund, LP Representative: Chen, Lin-Cheng	Delos Capital Fund, LP Representative: Chen, Lin-Cheng	Delos Capital Fund, LP Representative: Chen, Lin-Cheng	No
Director	Peng Lin Investment Co., Ltd., Representative: Chen, Chi-Chuan	Peng Lin Investment Co., Ltd., Representative: Chen, Chi-Chuan	Peng Lin Investment Co., Ltd., Representative: Chen, Chi-Chuan	No
Director	Allen Chao and Lee Hwa Chao Family Trust Representative: Allen Chao	Allen Chao and Lee Hwa Chao Family Trust Representative: Allen Chao	Allen Chao and Lee Hwa Chao Family Trust Representative: Allen Chao	No
Director	Hsia Family Trust Representative: David Hsia	Bora Pharmaceuticals Co., Ltd. Representative: Sheng, Pao-Shi	Bora Pharmaceuticals Co., Ltd. Representative: Sheng, Pao-Shi	Yes
Director	Peng Lin Investment Co., Ltd., Representative: Tamon Tseng	Bora Pharmaceuticals Co., Ltd. Representative: Stephen Lam	Bora Pharmaceuticals Co., Ltd. Representative: Stephen Lam	Yes
Independent Director	Hsieh, Shang-Hsien	Hsieh, Shang-Hsien	Hsieh, Shang-Hsien	No
Independent Director	Wang, Tay-Chang	Wang, Tay-Chang	Wang, Tay-Chang	No
Independent Director	Chang, Chi-feng	Chang, Yen-Shu	Chang, Yen-Shu	Yes
Independent Director	Tsai, Jin-Pau	Lai, Ming-Jung	Resigned	Yes (Note)

Note: Independent Director Lai, Ming-Jung resigned on April 2, 2025 due to personal work commitments. Accordingly, Tanvex currently has a total of eight incumbent directors.

As of the date of issuance of this report, the number of changed board seats of Tanvex was 4 out of 9. As more than one-third of the directors have changed, the threshold set forth in Point 4, paragraph 3 of the Directions for Public Companies Conducting Private Placements of Securities has been met.

According to our understanding, the Company carried out a full re-election of directors on March 27, 2025 and elected Mr. Sheng, Pao-Shi as Chairman of the Board (the former Chairman being Director Chen, Lin-Cheng). However, the number of director seats nominated by Bora Pharmaceuticals has not constituted a majority of the Board, and Bora Pharmaceuticals' shareholding in Tanvex is 29.83%. In addition, there is no circumstance requiring the preparation of consolidated financial statements. Accordingly, no change in managerial control has occurred.

Furthermore, based on a review of the "Changes in Management Control and Business Scope" section of the Market Observation Post System, there is no indication that the original management team of the Company has lost control due to its inability to secure more than one-half of the voting power at board meetings, and therefore no change in managerial control has taken place.

### **III. Assessment of Whether the Introduction of Strategic Investors through the Private Placement Would Result in a Significant Change in Managerial Control**

The timing of the Company's proposed private placement of securities is expected to fall after the 2026 annual general meeting of shareholders. As the offerees have not yet been determined, it remains uncertain whether the proposed private placement of securities, if it results in the introduction of strategic investors, would enable such investors to obtain a certain number of board seats and participate in the Company's management, thereby causing a significant change in managerial control.

Nevertheless, given that the subscribers to the privately placed common shares in this transaction must qualify as specific persons under Article 43-6 of the Securities and Exchange Act and the letter of the Financial Supervisory Commission dated September 12, 2023 (Ref. Order No.1120383220 issued by the Securities and Futures Bureau, Financial Supervisory Commission), the Company's primary consideration at present is to select persons who have a considerable understanding of the Company's operations and who can contribute to its future operations. The persons expected to participate in this private placement also include insiders such as the Company's directors and major shareholders, while certain prospective subscribers are still under discussion. The actual selection of subscribers will be handled in accordance with the relevant regulations after the relevant parties have been finalized. Accordingly, the method for selecting subscribers should remain appropriate.

Taking into account that the Company currently has 264,986,367 issued common shares outstanding (including 0 privately placed shares), and that the Proposed Private Placement contemplates, within a limit of not more than 35,000,000 shares, the private placement of common shares and/or privately placed convertible corporate bonds, either separately or in combination, within one year from the date of the shareholders' meeting resolution, it cannot be ruled out that, after the maximum number of shares has been fully issued or fully converted, subscribers may obtain board seats of the Company, thereby creating the possibility of a significant change in managerial control. Accordingly, pursuant to the Directions for Public Companies Conducting Private Placements of Securities, the Company has engaged this securities underwriter to issue an assessment opinion regarding the necessity and reasonableness of the proposed private placement. At present, Tanvex is still actively seeking potential subscribers for the private placement. Accordingly, should the Company in the future proceed with a private placement involving insiders, related parties, strategic investors, or other persons meeting the qualifications set forth in Article 43-6 of the Securities and Exchange Act, it

remains undetermined whether such private placement would result in a significant change in managerial control.

#### **IV. Planned Terms of the Proposed Private Placement**

The Company has incurred losses for the most recent three consecutive fiscal years. In order to replenish working capital, improve its financial structure, and meet other funding needs arising from its future development, the Company proposes to conduct a private placement of securities in accordance with Article 43-6 of the Securities and Exchange Act. Within a limit of not more than 35,000,000 shares, the Company intends to conduct a private placement of common shares and/or privately placed convertible corporate bonds, either separately or in combination, in one or more installments of not more than three, within one year from the date of the shareholders' meeting resolution.

With respect to the pricing of the Proposed Private Placement, in accordance with the Directions for Public Companies Conducting Private Placements of Securities, where the subscriber is an insider or related party of the Company, the price per privately placed common share shall not be lower than 80 percent of the reference price, with the reference price being the higher of the following two calculations:

1. The simple arithmetic mean of the closing prices of the Company's common shares for either the 1, 3, or 5 business days prior to the pricing date, after deducting the effects of ex-rights arising from stock dividends without consideration and ex-dividend adjustments, and adding back the share price after reverse ex-rights adjustments due to capital reduction.
2. The simple arithmetic mean of the closing prices of the Company's common shares for the 30 business days prior to the pricing date, after deducting the effects of ex-rights arising from stock dividends without consideration and ex-dividend adjustments, and adding back the share price after reverse ex-rights adjustments due to capital reduction.

In consideration of shareholders' equity and the Company's funding needs, the issue price of the privately placed common shares or privately placed convertible corporate bonds in this transaction, according to the materials proposed to be submitted by the Company to the board meeting in April 2026, shall in all cases be determined on the basis of no less than 80 percent of the reference price. The actual pricing date and the actual private placement price shall be determined by the Board of Directors, within the range not lower than the percentage resolved by the shareholders' meeting, in light of future negotiations with specific persons.

#### **V. Impact of the Proposed Private Placement on the Company's Business, Financial Position, and Shareholders' Equity**

##### **1. Impact on the Company's Business**

To meet business development needs, improve its financial and capital structure, and replenish working capital, the Company proposes to raise funds through a private placement. Through the introduction, under the Proposed Private Placement, of subscribers or strategic investors that may generate direct or indirect benefits to the Company's future operations, the Company may secure long-term cooperative relationships with its investment partners. It is expected that cooperation with such subscribers or strategic investors will enhance industrial integration, technological research, quality improvement, market and product

expansion, or joint product and market development, thereby strengthening the Company's overall competitiveness. Accordingly, the Proposed Private Placement should have a positive effect on the Company's business development.

## 2. Impact on the Company's Financial Position

The Company proposes to conduct a private placement of securities in accordance with Article 43-6 of the Securities and Exchange Act and to raise funds through the private placement of common shares and/or privately placed convertible corporate bonds. Within a limit of not more than 35,000,000 shares, the Company may proceed by way of privately placed common shares or privately placed convertible corporate bonds, either separately or in combination, in one or more installments of not more than three, within one year from the date of the shareholders' meeting resolution. The issue price of the privately placed common shares and the conversion price of the convertible corporate bonds shall both be set on the basis of not less than 80 percent of the reference price. The actual pricing date and actual private placement price shall be authorized to the Board of Directors for determination, within the range not lower than the percentage resolved by the shareholders' meeting, depending on future negotiations with specific persons. The funds raised through the private placement may increase the Company's equity ratio and strengthen its financial structure. Accordingly, the proceeds from the Proposed Private Placement should have a positive effect on the Company's financial position.

## 3. Impact on the Shareholders' Equity of the Company

The funds raised through the private placement will be used to replenish working capital, repay borrowings, strengthen the Company's financial and capital structure, or meet other funding needs arising from the Company's long-term development. The anticipated benefits include strengthening the Company's industry position, enhancing its long-term competitiveness, and improving its financial and capital structure. In addition, the subscription price under the Proposed Private Placement will be set at not less than 80 percent of the reference price, which is in compliance with the relevant laws and regulations. Furthermore, the issue price of the privately placed common shares may be set below par value. If the issue price is in fact determined below par value, the anticipated impact on shareholders' equity would be the loss arising from the difference between the actual issue price and the par value; however, such impact is expected to be gradually eliminated in light of the Company's operating performance. Therefore, the impact on shareholders' equity should remain limited.

## VI. Assessment of the Necessity and Reasonableness of the Proposed Private Placement

### (1) Necessity of the Private Placement

Unit: NT\$ thousands ; %

Year \ Items	2022	2023	2024	2025
Operating revenue	22,404	61,411	34,678	400,971
Revenue Growth %(YoY)	314.4%	174.1%	-43.53%	1056%
Losses per share	(13.95)	(16.58)	(8.90)	(6.13)

Source: Market Observation Post System.

Note: The above figures are consolidated financial figures.

The Company has incurred losses for the most recent three consecutive fiscal years. Its earnings (loss) per share for 2023 through 2025 were NT\$(16.58), NT\$(8.90), and NT\$(6.13), respectively. As the Company was previously in the research and development stage, its research and development expenses accounted for a relatively high proportion of paid-in capital. For example, in 2025, research and development expenses accounted for 19.29% of paid-in capital. However, as no commercialized products had yet generated operating revenue, the Company remains in a loss-making position. In addition, the commercialization process still requires substantial funding, which has continued to affect the Company's profitability.

Nevertheless, the Company still requires additional capital injection, and its operating results will require further time to develop and materialize. Given the Company's current financial condition and operating profile, a public offering of new shares may be less attractive to investors. Considering that a private placement of common shares involves relatively lower issuance costs and offers a comparatively more expeditious, convenient, and timely means of fundraising, it would be more conducive to the Company's 2026 operational planning. Accordingly, the Company has elected to conduct a private placement of securities as a means of obtaining long-term funding.

In summary, in order to support the long-term operational development of Tanvex, and taking into account the timeliness, efficiency, and convenience of fundraising, the proposed private placement of common shares is considered necessary.

## (2) Reasonableness of the Private Placement

Tanvex expects to submit the proposal for approval at its annual general meeting of shareholders in June 2026, and, pursuant to paragraph 6 of Article 43-6 of the Securities and Exchange Act, will set forth and explain in the notice of the annual general meeting the relevant matters concerning the private placement of securities. Accordingly, there should be no materially unusual circumstances.

The intended use of proceeds from this fundraising is to replenish working capital, improve the Company's financial structure, and satisfy other funding needs arising from its future development. The anticipated benefits include strengthening the Company's competitiveness, enhancing operating efficiency, supporting the Company's long-term development, and increasing overall shareholders' equity. In addition to obtaining long-term and stable funding, privately placed securities, as compared with publicly offered securities, are subject to transfer restrictions for a period of three years. Moreover, ordinary shares and convertible corporate bonds are among the most common forms of privately placed securities in the market and generally enjoy a high degree of acceptance among subscribers.

Based on the foregoing assessment, and in accordance with the Directions for Public Companies Conducting Private Placements of Securities, this securities underwriter is of the opinion that Tanvex's proposed private placement is necessary and reasonable.

**Attachment 11: List for the Release of  
Non-competition Restrictions for  
Directors**

## 董事競業行為

姓名	性別	競業行為
Delos Capital Fund, LP 代表人：陳林正	男	<ul style="list-style-type: none"> <li>● Avera Therapeutics Inc. 董事</li> <li>● Eccogene Inc. 董事</li> </ul>
鵬霖投資有限公司 代表人：陳志全	男	<ul style="list-style-type: none"> <li>● 潤成投資控股股份有限公司監察人</li> </ul>
Allen Chao and Lee Hwa Chao Family Trust 代人：趙宇天	男	<ul style="list-style-type: none"> <li>● Zephyr AI 董事暨執行長</li> </ul>
保瑞藥業股份有限公司 代表人：盛保熙	男	<ul style="list-style-type: none"> <li>● 富鼎先進電子股份有限公司獨立董事</li> <li>● 訊聯細胞智藥股份有限公司法人董事代表人</li> <li>● 捷博股份有限公司董事</li> <li>● 晨暉生物科技股份有限公司董事長</li> <li>● 望德斯國際股份有限公司法人董事代表人</li> <li>● 麗寶新藥生物科技股份有限公司董事</li> <li>● Bora Pharmaceutical Holdings, LLC. 負責人</li> <li>● Upsher-Smith Laboratories, LLC 負責人</li> <li>● Bora Pharmaceuticals Injectables Inc. 負責人</li> <li>● Bora Pharmaceuticals Inc. 負責人</li> <li>● Pyros Pharmaceuticals Inc. 負責人</li> </ul>
王泰昌	男	<ul style="list-style-type: none"> <li>● 長庚大學數位金融科技學系系主任暨資產管理研究所所長</li> </ul>
張彥姝	女	<ul style="list-style-type: none"> <li>● 長虹建設股份有限公司獨立董事</li> <li>● 騰勢股份有限公司獨立董事</li> </ul>
曾志揚	男	<ul style="list-style-type: none"> <li>● 久裕企業股份有限公司高級顧問</li> </ul>

## Competitive Business of Directors

Name	Gender	Competitive Business
Delos Capital Fund, LP Representative: Chen, Lin-Cheng	M	<ul style="list-style-type: none"> <li>● Director, Avera Therapeutics Inc.</li> <li>● Director, Eccogene Inc.</li> </ul>
Peng Lin Investment Ltd. Representative: Chen, Chi-Chuan	M	<ul style="list-style-type: none"> <li>● Supervisor, Representative Director, Ruen Chen Investment Holdings Ltd.</li> </ul>
Allen Chao and Lee Hwa Chao Family Trust Representative: Allen Chao	M	<ul style="list-style-type: none"> <li>● Director and CEO, Zephyr AI</li> </ul>
Bora Pharmaceuticals Co., Ltd. Representative: Sheng, Pao-Shi	M	<ul style="list-style-type: none"> <li>● Independent Director, Advanced Power Electronics Corp.</li> <li>● Representative Director, BIONET Therapeutics Corp.</li> <li>● Director, Jesper Co., Ltd.</li> <li>● Chairman, SunWay Biotech Co., Ltd.</li> <li>● Representative Director, Wonders company Ltd.</li> <li>● Director, Libo Pharma Corp.</li> <li>● Chairman, Bora Pharmaceutical Holdings, LLC.</li> <li>● Chairman, Upsher-Smith Laboratories, LLC</li> <li>● Chairman, Bora Pharmaceuticals Injectables Inc.</li> <li>● Chairman, Bora Pharmaceuticals Inc.</li> <li>● Chairman, Pyros Pharmaceuticals Inc.</li> </ul>
Wang, Tay-Chang	M	<ul style="list-style-type: none"> <li>● Chairperson, Department of Digital Financial Technology &amp; Graduate Institute of Asset Management, Chang Gung University</li> </ul>
Chang, Yen-Shu	F	<ul style="list-style-type: none"> <li>● Independent Director, Chong Hong Construction Co., Ltd.</li> <li>● Independent Director, TSA International Co., Ltd.</li> </ul>
Tseng, Chih-Yang	M	<ul style="list-style-type: none"> <li>● Senior Consultant, Arich Enterprise Co., Ltd.</li> </ul>

## **IV. Appendices**

# **Appendix 1: Articles of Association**

**THE COMPANIES ACT (AS AMENDED)  
COMPANY LIMITED BY SHARES  
ELEVENTH AMENDED AND RESTATED**

**MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
Tanvex BioPharma, Inc.  
泰福生技股份有限公司**

**INCORPORATED ON THE 8TH DAY OF MAY, 2013**  
(Adopted by Special Resolution passed on June 5<sup>th</sup>, 2025)

**INCORPORATED IN THE CAYMAN ISLANDS**

**THE COMPANIES ACT (AS AMENDED)**  
**COMPANY LIMITED BY SHARES**  
**ELEVENTH AMENDED AND RESTATED**  
**ARTICLES OF ASSOCIATION**  
**OF**

**Tanvex BioPharma, Inc. 泰福生技股份有限公司**

(Adopted by Special Resolution passed on **Jun 5<sup>th</sup>, 2025**)

**TABLE A**

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Law shall not apply to Tanvex BioPharma, Inc. 泰福生技股份有限公司 (the "**Company**") and the following Articles shall comprise the Articles of Association of the Company.

**INTERPRETATION**

1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:

**"Acquisition"** refers to an act wherein a company acquiring shares, business or assets of another company in exchange for shares, cash or other assets;

**"Affiliated Company"** means with respect to any affiliated company as defined in the Applicable Listing Rules;

**"Applicable Listing Rules"** means the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Taiwan Company Act, Securities and Exchange Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEX or the Taiwan Stock Exchange;

**"Articles"** means these articles of association of the Company, as amended or substituted from time to time;

**"Audit Committee"** means the audit committee of the Company formed by the Board pursuant to Article 118 hereof, or any successor audit committee;

**"Book-Entry Transfer"** means a method whereby the issue, transfer or delivery of Shares is effected electronically by debit and credit to accounts opened with securities firms by Shareholders, without delivering physical share certificates. If the Shareholder has not opened an account with a securities firm, the Shares delivered by Book-Entry Transfer shall be recorded in the entry sub-account under the Company's account with the securities central depository in Taiwan;

**"Capital Reserves"** means the share premium account, income from endowments received by the Company, capital redemption reserve, profit and loss account and other reserves generated

in accordance with generally accepted accounting principles.

**"Chairman"** has the meaning given thereto in Article 82;

**"Class"** or **"Classes"** means any class or classes of Shares as may from time to time be issued by the Company;

**"Commission"** means Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;

**"Common Share"** means a common share in the capital of the Company of NT\$10 nominal or par value issued subject to and in accordance with the provisions of the Law and these Articles, and having the rights and being subject to restrictions as provided for under these Articles with respect to such Share;

**"Constituent Company"** means an existing company that is participating in a Merger with one (1) or more other existing companies within the meaning of the Law;

**"Directors"** and **"Board of Directors"** and **"Board"** means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof;

**"Delisting"** means (a) the delisting of the Shares registered or listed on any Taiwan stock exchange or securities market as a result of a Merger in which the Company will dissolve, general assumption (as defined in the Applicable Listing Rules), share swap (as defined in the Applicable Listing Rules) or Spin-off; and (b) the shares of the surviving company in the Merger, the transferee company in the general assumption or the existing company or newly-incorporated company in the share swap or Spin-off will not be registered or listed on any Taiwan stock exchange or securities market;

**"electronic"** shall have the meaning given to it in the Electronic Transactions Act (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

**"electronic communication"** means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds (2/3) of the vote of the Board;

**"Emerging Market"** means the emerging market board of TPEX in Taiwan;

**"Family Relationship within Second Degree of Kinship"** in respect of a natural person, means another natural person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include but not limited to the parents, siblings, grandparents, children and grandchildren of the first person as well as the first person's spouse's parents, siblings and grandparents;

**"Guidelines Governing Election of Directors"** means guidelines governing election of Directors of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

**"Hybrid General Meeting"** means a general meeting held at a physical location and electronically, providing the Shareholders with the option to attend either in person or by visual communication network, as defined in the Applicable Listing Rules;

**"Indemnified Person"** has the meaning given thereto in Article 152;

**"Independent Director"** means a director who is an independent director as defined in the Applicable Listing Rules;

**"Law"** means the Companies Act of the Cayman Islands (as amended);

**"Legal Reserves"** the legal reserve allocated in accordance with the Applicable Listing Rules;

**"Memorandum of Association"** means the memorandum of association of the Company, as amended or substituted from time to time;

**"Merger"** means the merging of two (2) or more Constituent Companies and the vesting of their undertaking, property and liabilities in one (1) of such companies as the Surviving Company within the meaning of the Law;

**"MOEA"** means Ministry of Economic Affairs of Taiwan being administering the Company Act of Taiwan and relevant corporate matters in Taiwan;

**"Office"** means the registered office of the Company as required by the Law;

**"Ordinary Resolution"** means a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

**"paid up"** means paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;

**"Person"** means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

**"preferred Shares"** has the meaning given thereto in Article 10;

**"Procedural Rules of Board Meetings"** means procedural rules of the Board meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

**"Procedural Rules of General Meetings"** means procedural rules of the general meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

**"Register"** or **"Register of Members"** means the register of Members of the Company required to be kept pursuant to the Law;

**"Republic of China"** or **"Taiwan"** means the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

**"Retained Earnings"** means the sums including but not limited to the Legal Reserves, Special Reserves, and unappropriated earnings;

**"Rules of Audit Committee"** means rules of Audit Committee of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

**"Seal"** means the common seal of the Company (if adopted) including any facsimile thereof;

**"Secretary"** means any Person appointed by the Directors to perform any of the duties of the secretary of the Company;

**"Share"** means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;

**"Shareholder"** or **"Member"** means a Person who is registered as the holder of Shares in the Register;

**"Share Premium Account"** means the share premium account established in accordance with these Articles and the Law;

**"Shareholders' Service Agent"** means the agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;

**"signed"** means bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

**"Special Reserves"** means the reserve allocated from Retained Earnings in accordance with the Applicable Listing Rules, or resolutions of shareholders meetings;

**"Special Resolution"** means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds (2/3) of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

**"Spin-off"** refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;

**"Supermajority Resolution Type A"** means a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than half of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than two-thirds (2/3) of all issued Shares of the Company;

**"Supermajority Resolution Type B"** means where the Shareholders attending the general meeting are holding less than two-thirds (2/3) of all issued Shares of the Company entitled to vote thereon as required under the Supermajority Resolution Type A, a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds (2/3) of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than half of all issued Shares of the Company;

**"Supermajority Special Resolution"** means a Special Resolution approved by the Shareholders holding at least two-thirds (2/3) of the Shares in issue at the time of the general meeting;

**"Surviving Company"** means the sole remaining Constituent Company into which one (1) or more other Constituent Companies are merged within the meaning of the Law;

**"Treasury Shares"** means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled, in accordance with these Articles, the Law and the Applicable Listing Rules;

**"TPEX"** means Taipei Exchange;

**"TSE"** means the Taiwan Stock Exchange; and

**"Virtual General Meeting"** means a general meeting held electronically without physical presence which the Shareholders may only attend by means of visual communication network, as defined in the Applicable Listing Rules.

2. In these Articles, save where the context requires otherwise:
  - (a) words importing the singular number shall include the plural number and vice versa;
  - (b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require;
  - (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
  - (d) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force;
  - (e) reference to any determination by the Directors shall be construed as a determination by the Directors in their absolute discretion and shall be applicable either generally or in any particular case; and
  - (f) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one (1) and partly another.
3. Subject to the last two preceding Articles, any words defined in the Law shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

#### **PRELIMINARY**

4. The business of the Company may be commenced at any time after incorporation.
5. The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.
6. The preliminary expenses incurred in the formation of the Company and in connection with the issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine.
7. The Board of Directors shall keep, or cause to be kept, the Register which may be kept in or outside the Cayman Islands at such place as the Board of Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.

## SHARES

8. Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may :
- (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine; and
  - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto;
- and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.
9. The Directors may authorise the division of Shares into any number of Classes and the different Classes shall be authorised, established and designated (or re-designated as the case may be) and the variations in the relative rights (including, without limitation, voting, dividend and redemption rights), restrictions, preferences, privileges and payment obligations as between the different Classes (if any) shall be fixed and determined by the Directors.
10. The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors and with the approval of a Special Resolution. Prior to the issuance of any preferred Shares approved pursuant to this Article 10, these Articles shall be amended to set forth the rights and obligations of the preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of preferred Shares:
- (a) number of preferred Shares issued by the Company and the number of preferred Shares the Company is authorized to issue;
  - (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on preferred Shares;
  - (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
  - (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Shareholders;
  - (e) other matters concerning rights and obligations incidental to preferred Shares; and
  - (f) the method by which the Company is authorized or compelled to redeem the preferred Shares, or a statement that redemption rights shall not apply.
11. Subject to these Articles and the Applicable Listing Rules, the issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
12. Subject to Article 12A, the Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.
- 12A. If a subscriber fails to pay any call or instalment of call with respect of any Shares on the day appointment for payment, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of

the call or instalment as is unpaid, together with any interest which may have accrued, within a period of not less than 1 month from the date of the notice given by the Directors. The notice shall name a further day (not earlier than the expiration of aforesaid one month or longer period from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a determination of the Directors to that effect. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. A Person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares forfeited, but his liability shall cease if and when the Company receives payment in full of the amount unpaid on the Shares forfeited. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes due and payable, whether on account of the amount of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting Shareholder.

13. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Subsidiaries of the Company who are determined by the Board in its reasonable discretion. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).
14. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, unless otherwise provided herein, in the Applicable Listing Rules or resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 (if any) and Article 16 respectively, first offer such remaining new Shares by public announcement and a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The public announcement and written notice shall state that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. In no event shall the subscription right in this Article be transferred to any other third parties. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one (1) or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by original Shareholders may be open for public offering or for subscription by specific person or persons through negotiation.
15. The Shareholders' pre-emptive right prescribed under Article 14 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:

- (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;
  - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options;
  - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares; or
  - (d) in connection with meeting the Company's obligation under preferred Shares vested with rights to acquire Shares.
16. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.
17. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, subject to the Applicable Listing Rules, the Company may, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors, adopt one (1) or more employee incentive programmes (such as employee stock option plan) pursuant to which options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and/or any Subsidiaries of the Company to subscribe for Shares. However, in no event shall the aggregate number of Shares to be issued pursuant to such employee incentive programmes exceed fifteen percent (15%) of the then total outstanding Shares of the Company. The options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).
- 17B. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B, issue restricted shares for employees. In respect of the issuance of restricted shares for employees in the preceding paragraph, the number of shares to be issued, issue price, issue conditions and other matters shall be subject to the Applicable Listing Rules and the requirements of the Commission.

#### **PRIVATE PLACEMENT**

- 17C. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, subject to the Applicable Listing Rules, the Company may by a resolution passed by at least two-thirds (2/3) of votes cast by Shareholders present at the general meeting with a quorum of more than half of the total number of the issued Shares at the general meeting carry out private placement of its securities to the following entities in Taiwan:

- (a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal entities or institutions approved by the Commission;
- (b) individuals, legal entities or funds meeting the qualifications established by the Commission; and
- (c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.

For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, subject to the Applicable Listing Rules, a private placement of ordinary corporate bonds may be carried out in instalments within one (1) year of the date of the relevant resolution of the Board of Directors approving such private placement.

#### **MODIFICATION OF RIGHTS**

18. Whenever the capital of the Company is divided into different Classes (such as the Common Shares and the preferred Shares), the rights attached to any such Class may (unless otherwise provided by the terms of issue of the Shares of that Class) only be materially adversely varied or abrogated (including but not limited to the circumstances where there is any amendment to these Articles which may be prejudicial to the rights of the holders of any preferred Shares) by: (i) a Special Resolution passed at a general meeting of holders of Common Shares; and (ii) a Special Resolution passed at a separate meeting of the holders of Shares of the relevant Class (such as the preferred Shares).

To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one (1) or more Persons at least holding or representing by proxy one-half (1/2) in total amount of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one (1) vote for each Share of the Class held by him.

19. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

#### **CERTIFICATES**

20. The Company shall deliver Shares to the subscribers of new Shares by Book-Entry Transfer within thirty (30) days from the date the Shares may be issued pursuant to the Applicable Listing Rules and make public announcement prior to the delivery. So long as the Shares are registered in the Emerging Market or listed in the TPEX or TSE, the Company may issue the Shares in scriptless form provided that the Company shall register with the securities central depository in Taiwan. No Person shall be entitled to a certificate for any or all of his/her Shares, unless the Directors shall determine otherwise.

#### **FRACTIONAL SHARES**

21. Subject to these Articles, the Directors may issue fractions of a Share and, if so issued, a fraction of a Share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to nominal or par value, premium, contributions, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without prejudice to the generality of the foregoing, voting and participation rights) and other attributes of a whole Share.

If more than one (1) fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

### **TRANSFER OF SHARES**

22. Title to Shares which are registered in the Emerging Market or listed in the TPEX or the TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Applicable Listing Rules, the Law and Article 40E, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years as the Directors may agree with such employees.

Subject to the Law and notwithstanding anything to the contrary in these Articles, Shares that are listed or admitted to trading on an approved stock exchange (as defined in the Law, including the TPEX and the TSE), may be evidenced and transferred in accordance with the rules and regulations of such exchange.

23. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve or the form required by the TPEX or TSE (for so long as the Shares are registered in the Emerging Market or listed in the TPEX or TSE) and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares. The Register of Members maintained by the Company in respect of the Shares which are registered in the Emerging Market or listed in the TPEX or the TSE may be kept by recording the particulars required under the Law in a form otherwise than legible provided such recording otherwise complies with the laws applicable to the Emerging Market, TPEX or TSE and the Applicable Listing Rules. To the extent the Register of Members is kept in a form otherwise than legible it must be capable of being reproduced in a legible form.

24. The Board may decline to register any transfer of any Share unless:

- (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (b) the instrument of transfer is in respect of only one (1) class of Shares;
- (c) the instrument of transfer is properly stamped, if required; or
- (d) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four (4).

This Article is not applicable during the period that the Shares are registered in the Emerging Market or listed in TPEX or TSE.

25. The registration of transfers may be suspended when the Register is closed in accordance with Article 41.
26. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.

## TRANSMISSION OF SHARES

27. The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two (2) or more holders, the survivors or survivor, or the legal personal representatives of the deceased, shall be the only Person recognised by the Company as having any title to the Share.
28. Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made. If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, but the Directors shall, in either case, have the same right to decline or suspend registration, and for so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, decline or suspend registration in accordance with the laws applicable to the Emerging Market, TPEX or TSE and the Applicable Listing Rules, as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.
29. A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided however, that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety (90) days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with. Notwithstanding the above, for so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the Directors shall comply with the laws applicable to the Emerging Market, TPEX or TSE and the Applicable Listing Rules.

## VOTING ON RESOLUTION

30. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe.

The Company may from time to time by Ordinary Resolution:

- (a) consolidate and divide all or any of its share capital into Shares of a larger amount than its existing Shares;
  - (b) convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denomination;
  - (c) subdivide its existing Shares, or any of them into Shares of a smaller amount; and
  - (d) cancel any Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled.
31. The Company may also by Special Resolution:
- (a) change its name;

- (b) subject to the Law, reduce its share capital and any capital redemption reserve in any manner authorised by law; and
- (c) effect a Merger of the Company in accordance with the Applicable Listing Rules and the Law.

For the avoidance of doubt, in case a Merger is a Delisting, Article 33A shall apply.

32. The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type B:

- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
- (b) transfer the whole or any material part of its business or assets;
- (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;
- (e) grant waiver to the Director's engaging in any business within the scope of the Company's business;
- (f) issue restricted shares for employees pursuant to Article 17B;
- (g) distribute part or all of its dividends or bonus by way of issuance of new Shares, for the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations and the Directors' Remunerations pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B; and
- (h) share swap.

For so long as the Shares are listed on the TPEX or TSE, granting of employee stock options with an exercise price per share that is lower than the closing price of Common Shares of the Company traded on the TPEX or the TSE as of the grant date shall require a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds (2/3) of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than half of all issued Shares of the Company.

33. Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the dissolution procedures of the Company, the Company shall pass;

- (a) either a Supermajority Resolution Type A or a Supermajority Resolution Type B, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 33(a) above.

33A. The Company shall pass a Supermajority Special Resolution if the Company effects a Delisting in accordance with the Applicable Listing Rules.

34. Subject to the Law, in the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 32 or Spin-off, Merger, Acquisition or share swap of the Company is adopted by general meeting, any Shareholder who has voted against such matter or forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting may request in writing the Company to purchase all of his Shares at the then prevailing fair price and specify the purchase price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Company shall apply to any competent court of Taiwan for a ruling on the fair price against all the dissenting shareholders as the opposing party within thirty (30) days after such sixty (60)-day period, and Taiwan Taipei District Court may have the jurisdiction of first instance. To the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

The number of shares held by the shareholders who forfeited his right to vote shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

For the purpose of this Article 34, if the Company and any Shareholder reach an agreement about the price of the Shares to be repurchased by the Company, the Company shall pay for such agreed purchase price of Shares to be repurchased within ninety (90) days from the date of passing of the resolution by general meeting. In case no agreement as to the purchase price is reached, the Company shall pay the fair price as determined by the Company to such Shareholder within ninety (90) days from the date on which the resolution was adopted. If the Company fails to pay the agreed purchase price, the Company shall be deemed to agree to the price as requested by the Shareholder.

#### **REDEMPTION AND PURCHASE OF SHARES**

35. Subject to the Law, the Applicable Listing Rules and these Articles, the Company is authorized to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Shareholder. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the repurchase of the Shares by the Company shall be subject to the Applicable Listing Rules and the Cayman Islands law.
36. The Company is authorised to make payments in respect of the redemption of its shares out of the funds lawfully available (including out of capital) in accordance with the Law and the Applicable Listing Rules.
37. The redemption price of a redeemable Share, or the method of calculation thereof, shall be fixed by the Directors at or before issue of such Share. Every share certificate representing a redeemable share shall indicate that the share is redeemable.
38. Subject to the Applicable Listing Rules and Articles 38B and 39B, and with the sanction of an Ordinary Resolution authorising the manner and terms of purchase, the Directors may on behalf of the Company purchase any share in the Company (including a redeemable share) by agreement with the Shareholder or pursuant to the terms of the issue of the share and may make payments in respect of such purchase in accordance with the Law, the Applicable Listing Rules and the Ordinary Resolution authorizing the manner and terms of purchase.
- 38B. Subject to the Applicable Listing Rules, upon approval of a majority of Directors present at a Board meeting attended by two-thirds (2/3) of all Directors or more, the Company may repurchase its outstanding Shares listed on the TPEX or TSE. The resolutions of Board of Directors in the preceding paragraph and how such resolutions are implemented shall be reported to the Shareholders at the next general meeting. If the Company fails to accomplish the repurchase of its outstanding Shares listed on the TPEX or TSE as approved and anticipated by the resolutions of the Board of Directors, it shall be reported to the Shareholders at the next general meeting.

39. The redemption price or repurchase price may be paid in any manner authorised by the Law and these Articles. A delay in payment of the redemption price or repurchase price shall not affect the redemption or repurchase but, in the case of a delay of more than thirty (30) days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by Class A banks in the Cayman Islands for thirty day deposits in the same currency.
- 39B. The Shares may only be cancelled in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor with the sanction of either the Supermajority Resolution Type A or the Supermajority Resolution Type B. The number of Shares to be repurchased and cancelled pursuant to a repurchase of Shares described in the preceding paragraph shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder.

The amount payable to the Shareholders in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor may be paid in cash or by way of delivery of assets in specie (i.e., non-cash). The assets to be delivered and the amount of such substitutive share capital in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor shall be approved by either the Supermajority Resolution Type A or the Supermajority Resolution Type B and shall be subject to consent by the Shareholder receiving such assets. Prior to such general meeting, the Board of Directors shall have the value of assets to be delivered and the amount of such substitutive share capital in respect of repurchase of the Shares (as described in the preceding paragraph) be audited and certified by a certified public accountant in Taiwan.

#### **TREASURY SHARES**

40. No share may be redeemed unless it is fully paid-up. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Law and Applicable Listing Rules. If the Board of Directors does not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.
- 40B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of Treasury Shares.
- 40C. The Company shall be entered into the Register as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
  - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law, save that, subject to the Applicable Listing Rules and the Law, an allotment of Shares as fully paid bonus shares in respect of a Treasury Shares is permitted and Shares allotted as fully paid bonus shares in respect of a Treasury Shares shall be treated as Treasury Shares.
- 40D. Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. If the Treasury Shares having been repurchased by the Company is for the purpose of the transfer to employees under the Applicable Listing Rules, such employees may undertake to the Company to refrain from transferring such Shares during certain period with a maximum of two (2) years.

- 40E. Subject to the Applicable Listing Rules, the transfer of Treasury Shares to its employees by the Company at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company shall be approved at the next general meeting by a resolution passed by at least two-thirds (2/3) of votes of Shareholders attending the meeting with a quorum of more than half of the total issued Shares. The following matters shall be listed in the reasons for convening this general meeting and in no event shall such matters be proposed at the general meeting as ad hoc motions:
- (a) transfer price determined, discount rate, calculation basis and fairness;
  - (b) number of Treasury Shares to be transferred, purpose and fairness;
  - (c) criteria of eligible employees and number of Treasury Shares that may be subscribed for; and
  - (d) impact on shareholders' rights: (i) the amount to be booked as expense of the Company and dilution of earnings per Share; and (ii) description of the Company's financial burden arising from the transfer of Treasury Shares to employees at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company.

The accumulated number of Treasury Shares that have been transferred to employees as so approved at each general meetings shall not exceed five (5%) of the total issued Shares of the Company, and the accumulated number of Treasury Shares transferred to a single employee shall not exceed zero point five percent (0.5%) of the total issued Shares.

#### **CLOSING REGISTER OR FIXING RECORD DATE**

41. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the TPEX or TSE, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days inclusive of the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.
42. Apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Members that are entitled to receive notice of, attend or vote at a general meeting and for the purpose of determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 42 in respect of convening a general meeting, such record date shall be a date prior to the general meeting and the Directors shall immediately make a public announcement on the website designated by the Commission and the TPEX or TSE pursuant to the Applicable Listing Rules.

#### **GENERAL MEETINGS**

43. All general meetings other than annual general meetings shall be called extraordinary general meetings.
44. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year and shall specify the meeting as such in the notices calling it.

45. At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market or listed in the TPEX or TSE, all physical general meetings shall be held in Taiwan, if a physical general meeting is to be convened outside Taiwan, the Company, an application shall be made with the TPEX or TSE for permission within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article 46, the relevant Shareholders obtain approval on the convening of such meeting from the Commission.
46. Extraordinary general meetings may also be convened by the Board on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding three percent (3%) or more of the total number of issued Shares of the Company for a period of one (1) consecutive year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the objects of the meeting, and if the Board does not duly proceed to convene such meeting for a date not later than 15 days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the requisitionists themselves may convene the extraordinary general meeting in the same manner as provided for under Article 48, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.
47. If at any time there are no Directors, any Shareholder or Shareholders holding three percent (3%) or more of the total number of the issued Shares of the Company for a period of one (1) consecutive year or a longer time may, for so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

#### **NOTICE OF GENERAL MEETINGS**

48. At least thirty (30) and fifteen (15) days' notices in writing shall be given for any annual and extraordinary general meetings, respectively. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent by the individual recipients.
- 48A. Where the general meetings are held by means of visual communication network in accordance with Article 51A, for so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the Company shall, in accordance with the Applicable Listing Rules (including but not limited to the Regulations Governing the Administration of Shareholder Services of Public Companies), specify in the notice the methods for attending the general meeting by visual communication network and for exercising rights, the ways to overcome obstacles to the visual meeting platform or to the visual communication network arising out of calamities, incidents or force majeure. Where the Company holds a Virtual General Meeting, the notice shall also specify the appropriate alternatives to Shareholders who have difficulties in attending Virtual General Meetings.
- 48B. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

If the Shareholders exercise the votes and cast the votes in writing, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.

49. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting and other matters) pursuant to the Applicable Listing Rules (including without limitation, the Regulations Governing the Administration of Shareholder Services of Public Companies), shall present such manual together with other information related to the said meeting on the day of such general meeting for Shareholders' reference in accordance with the Applicable Listing Rules (including without limitation, the Regulations Governing the Administration of Shareholder Services of Public Companies), and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Nevertheless, the said public announcement(s) shall be made thirty (30) days prior to the date of the annual general meeting, provided that the paid-in capital of the end date of the last financial year reaches NT\$2 billion or more, or the sum of the foreign and mainland Chinese shareholdings stated in the shareholder register of its annual general meeting held in the immediately preceding year reaches 30% or more. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.
50. The following matters and the essential contents shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:
- (a) election or discharge of Directors;
  - (b) amendments to the Memorandum of Association and/or these Articles;
  - (c) reduction in share capital of the Company;
  - (d) application for de-registration as a public company;
  - (e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;
  - (f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
  - (g) the transfer of the whole or any material part of its business or assets;
  - (h) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;
  - (i) the private placement of equity-linked securities;
  - (j) granting waiver to the Director's engaging in any business within the scope of business of the Company;
  - (k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;
  - (l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;

- (m) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them;
- (n) the transfer of Treasury Shares to its employees by the Company;
- (o) for so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, granting of employee stock options with an exercise price per share that is lower than the closing price of shares of the Company traded on the Emerging Market, the TPEX or the TSE as of the grant date;
- (p) issue of restricted shares for employees; and
- (q) the Delisting.

Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

51. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the holders of Shares being more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote shall be a quorum for all purposes.
- 51A. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the Company may, by a resolution adopted by the Board of Directors, hold the general meetings by means of visual communication network in accordance with the prerequisites, procedures and other compliance matters provided for by the Applicable Listing Rules. A resolution adopted by the Board of Directors is not required where the general meeting is convened by a person who is entitled to convene a general meeting pursuant to the Applicable Listing Rules and these Articles. Such general meetings can be Hybrid General Meetings or Virtual General Meetings. Where a general meeting is proceeded via visual communication network, whether it is a Hybrid General Meeting or a Virtual General Meeting, the Shareholders taking part in such meeting shall be deemed to have attended the meeting in person.
52. One or more Shareholders holding in aggregate one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a matter for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.

The Board shall accept a proposal submitted by a one or more Shareholders and arrange for the proposal to be discussed at the annual general meeting unless (i) the number of Shares held by such one or more Shareholders is less than one percent (1%) in aggregate of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Law or Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; (iv) the proposal submitted exceeds three hundred

words; or (v) the proposal is not submitted within the specified period determined by the Board; provided, however, that if the proposal submitted is to urge the Company to facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).

53. Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of Directors. In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves a chairman for such meeting.
- 53A. Any one or more Shareholders holding in aggregate more than half of the total number of the issued Shares of the Company for at least three (3) consecutive months may convene an extraordinary general meeting. The determination of the afore-mentioned holding period and number of Shares shall be based on the Shares held immediately prior to the relevant book close period.
54. Subject to the Applicable Listing Rules, for a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.
- 54A. The Board of Directors or any person who is entitled to convene a general meeting pursuant to Article 53A above or under these Articles may demand the Company or its Shareholders' Service Agent to provide the Register of Members.
55. Subject to the Applicable Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.
56. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting shall be passed by an Ordinary Resolution.
57. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of General Meetings.

#### **VOTES OF SHAREHOLDERS**

58. Subject to these Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person representing a Shareholder by proxy shall have one (1) vote for each Share of which he or the Person represented by proxy is the holder. Subject to the Law and unless otherwise provided for in these Articles, any resolutions at a general meeting of the Company shall be adopted by an Ordinary Resolution.

For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, any Shareholder holding Shares on behalf of another beneficiary Shareholder(s) may exercise his/her voting rights severally in accordance with the request(s) of the respective beneficial Shareholder(s). The qualifications, scopes, exercises, operational procedures and other matters

in relation to the aforesaid separate exercise of voting rights shall be conducted in accordance with the Applicable Listing Rules.

59. No vote may be exercised by any Shareholder with respect to any of the following Shares:
- (a) the Treasury Shares held by the Company in accordance with the Law, these Articles and the Applicable Listing Rules;
  - (b) the Shares held by any subordinate company of the Company as defined in the Applicable Listing Rules, where the total number of voting shares or total shares equity held by the Company in such a subordinated company represents more than one-half (1/2) of the total number of voting shares or the total shares equity of such a subordinated company; or
  - (c) the Shares held by another company, where the Company and its subordinated company directly or indirectly hold more than one-half (1/2) of the total number of the voting shares or total shares equity of such company.

Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the total number of issued shares while calculating the quorum for the purpose of Article 51.

60. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their shareholder's rights and the vote of their representative who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
61. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, guardian or any other Person who is similar to guardian and appointed by any court having jurisdiction, may vote by proxy.
62. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing an instrument in usual or common form or such other form as the Directors may approve, and such proxy form shall be prepared by the Company stating therein the scope of power authorized to the proxy. A Shareholder may only execute one (1) such proxy form and appoint one (1) proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two (2) or more written proxies from one (1) Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.
- 62B. After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person (including by means of visual communication method pursuant to Article 51A) or exercise the voting rights in writing or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.
- 62C. Where the Company holds the general meetings by means of visual communication method, the Shareholders, proxy solicitation agents (if any) or proxies who wish to participate in the meetings by means of visual communication method shall register with the Company at least two (2) days prior to the general meeting. If the Company holds a Hybrid General Meeting, the Shareholders, proxy solicitation agents (if any) or proxies who wish to participate in the physical meetings in person shall revoke the registration at least two (2) days prior to the meetings in the same manner as previously used in registration. If the revocation is not submitted within the prescribed time limit,

such Shareholder, proxy solicitation agent (if any) or proxy may attend the general meetings in person only.

63. The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice by mail or electronic transmission for the relevant general meeting. Notwithstanding any other provisions of these Articles, the distribution of the notice and proxy materials shall be made to all Shareholders and such distribution, regardless of delivering by email or by electronic transmission, shall be made on the same day.
64. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.
65. Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the Company and the portion of votes in excess of the said three percent (3%) represented by such proxy shall not be counted.
66. To the extent required by the Applicable Listing Rules, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed (the "**Proposed Matters**") for consideration and approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to the said matter, but all such Shares shall be counted in the quorum for the purpose of Article 51 notwithstanding that such Shareholder should not exercise his voting right. Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the number of votes of Shareholders present at the general meeting for the resolution relating to the Proposed Matters by the Company.
67. Except otherwise provided in the Cayman Islands law, for so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, the Company must allow voting power to be exercised by way of electronic voting as one of the voting methods in the general meeting.
68. Whenever the voting at the general meeting is exercised in writing or by way of electronic transmission, the method for exercising the votes shall be described in the notice of the general meeting. A Shareholder who exercises his votes by way of electronic transmission as set forth in the preceding Article 67 shall be deemed to have appointed the chairman of the general meeting as his or her proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the electronic document, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not exercise the voting right of such Shareholder in any way not stipulated in the electronic document.

A Shareholder who exercises his votes by way of electronic transmission pursuant to Article 67 fails to revoke his declaration of intention and attends the general meeting by means of visual communication method shall be deemed to have waived his right to propose amendments to the original proposal and his votes in respect of any ad hoc motions and the original proposal as well as the amendments thereto.

For so long as the Shares are registered in the Emerging Market or listed in the TPEX or TSE, where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute (i.e., Shareholders' Service Agent located in Taiwan) approved by the Commission and the TPEX or the TSE to handle the administration of such general meeting (including but not limited to the voting for Shareholders of the Company).

69. A Shareholder shall submit his or her vote by way of electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first electronic transmission shall prevail unless it is expressly included in the subsequent vote by electronic transmission that the original vote submitted by electronic transmission be revoked.
70. In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person (including by means of visual communication method pursuant to Article 51A), he shall, at least two (2) days prior to the date of the meeting revoke such vote in the same manner previously used in exercising his voting power and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail.

If a Shareholder has submitted his or her vote by way of electronic transmission pursuant to Article 67, and has subsequently submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 68 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.

71. In case the procedure for convening a general meeting or the method of adopting resolutions is in violation of the Law, Applicable Listing Rules or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, for revocation of such resolution.

#### **PROXY AND PROXY SOLICITATION**

72. For so long as the Shares are registered in the Emerging Market or listed in the TPEX or the TSE, the Company shall comply with the Applicable Listing Rules (including but not limited to the "Guidelines Governing the Utilization of Proxy for Shareholders Meetings of Public Companies") in respect of the proxies and proxy solicitation.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

73. Any corporation which is a Shareholder or a Director may by resolution of its directors or other governing body authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any meeting of holders of a Class or of the Board of Directors or of a committee of Directors, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder or Director.

#### **DIRECTORS**

74. Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of nine (9) Directors. Amongst the Board of

Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the TPEX or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.

Where a Shareholder is a government agency or a corporate entity (the "**Corporate Shareholder**"), the Corporate Shareholder may nominate its representative (the "**Representative**") for election as a director at a general meeting. During the term of the office of the Representative acting as a director, the Corporate Shareholder may, from time to time, remove or replace the Representative with another person to act as a director. The appointment, removal or discharge of the Representative as a director may be made by notice in writing to the Company signed by the Corporate Shareholder without the need to hold a general meeting of the Shareholders. The removal, discharge or replacement of the Representative and appointment of a new Representative as the Director shall take effect from the date of receipt by the Company of the written notice by the Corporate Shareholder and the consent letter signed by the new Representative indicating his/her consent to act as Director.

75. Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties without having any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence of Independent Directors, method of nomination of Independent Directors, and other matters in relation to Independent Directors shall be subject to the Applicable Listing Rules.

When the number of Independent Directors falls below the required number of Independent Directors under these Articles or the Applicable Listing Rules due to the disqualification or resignation of an Independent Director or the Independent Director ceases to be a Director for any reason, the vacancy of such Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been disqualified, resigned or cease to be Directors for any reason, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to elect Independent Directors.

76. Unless otherwise permitted by the Commission and under the Applicable Listing Rules, a spousal relationship and/or a Family Relationship within the Second Degree of Kinship shall not exist among more than half (1/2) of the Directors (the "**Threshold**").

Where the Directors elected at the general meeting do not meet the Threshold, the election of the Director receiving the lowest number of votes among those not meeting the Threshold shall be deemed null and void. If any of the existing Directors does not meet the Threshold, such Director in office shall be discharged immediately and automatically.

77. When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.

If all Directors are re-elected at a general meeting held prior to the expiration of the term of the current Directors (the "**Re-Election**"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election.

The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders representing more than fifty percent (50%) of total issued Shares of the Company.

78. The general meeting of the Shareholders may appoint any natural person or corporation to be a Director. At a general meeting of election of Directors, the number of votes exercisable in respect of one (1) 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 (1) candidate or may be split for election of two (2) or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director so elected.
79. For so long as the Shares are registered in Emerging Market or listed on the TPEX or TSE, subject to the Applicable Listing Rules, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment and election of Directors (including the Independent Directors) in accordance with the Applicable Listing Rules and (i) the Directors (excluding the Independent Directors) shall only be elected and approved by the Shareholders from the list of candidates for Directors (excluding the Independent Directors); and (ii) the Independent Directors shall only be elected and approved by the Shareholders from the list of candidates for Independent Directors. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.
80. Subject to these Articles, the term for which a Director will hold office shall not exceed three (3) years; thereafter he/she may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office.
81. A Director may be discharged at any time by either a Supermajority Resolution Type A or a Supermajority Resolution Type B adopted at a general meeting. If a Director is discharged during the term of his/her office as a director without good cause, such Director may make a claim against the Company for any and all damages sustained by him/her as a result of such discharge.
82. The Board of Directors shall have a Chairman (the "**Chairman**") elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office.
- 82B. For so long as the Shares are registered on the Emerging Market or listed in the TPEX or TSE, subject to the Applicable Listing Rules, any Director (other than the Independent Director), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director at the time of his or her appointment or election as Director being approved at a general meeting (the "**Approval Time**"), shall be discharged or vacated from the office of Director.
- For so long as the Shares are registered in the Emerging Market or listed in the TPEX or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director, or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director will be proposed, his or her appointment or election as Director (other than as an Independent Director) shall be null and void.
83. The Board may, from time to time, and except as required by the applicable laws and Applicable Listing Rules, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.
84. A Director shall not be required to hold any Shares in the Company by way of qualification.

- 84B. For so long as the Shares are registered in the Emerging Market or listed in the TPEX or TSE, subject to the Applicable Listing Rules, where any Director, who is also a Shareholder of the Company, creates or has created a pledge on the Shares held by such Director (the "**Pledged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

#### **DIRECTORS' FEES AND EXPENSES**

85. Unless otherwise stipulated in these Articles or the Applicable Listing Rules, the remuneration (if any) of the Directors is subject to resolution by the Board of Directors in accordance with the standard prevalent in the industry. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.
86. Subject to Article 85, any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.
- 86B. The Company shall establish a salaries and remuneration committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The salaries and remunerations in the preceding paragraph include the salaries and remunerations and stock options and other measures providing substantial incentives for Directors and managers.

#### **ALTERNATE**

87. Subject to the Applicable Listing Rules, any Director may appoint another Director to be his or her alternate and to act in such Director's place at any Board meeting. Every such alternate Director shall be entitled to attend and vote at the Board meeting as the alternate of the Director appointing him or her and where he or she is a Director to have a separate vote in addition to his or her own vote.
88. Subject to the Applicable Listing Rules, the appointment of the alternate Director referred in the preceding article shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such appointment is to be used, or first used, prior to the commencement of the Board meeting.

#### **POWERS AND DUTIES OF DIRECTORS**

89. At the close of each financial year, the Board of Directors shall prepare the business report, financial statements and the surplus earning distribution and/or loss offsetting proposals for adoption by the annual general meeting, and upon such adoption by the annual general meeting, distribute or make public announcements to each Shareholder copies of adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting in accordance with these Articles and the Applicable Listing Rules. For so long as the Shares are registered in the Emerging Stock Market or listed in the TPEX or the TSE, alternatively, the

distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.

90. Subject to the Law, these Articles, Applicable Listing Rules and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company.
91. The Directors may from time to time appoint any Person (exclusive of any Independent Directors), whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one (1) or more vice-presidents or chief financial officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Notwithstanding the foregoing, if any Directors hold either of the above positions, the relevant remuneration shall be subject to Article 85. Any Person so appointed by the Directors may be removed by the Directors.
92. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.
93. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
94. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
95. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the two next following Articles shall not limit the general powers conferred by this Article.
96. The Directors from time to time and at any time may establish any committees for managing any of the affairs of the Company (including but not limited to remuneration committee), and unless otherwise provided in the Applicable Listing Rules, the members of such committees shall be Directors. Where any Director holds above position, the relevant remuneration shall be subject to Article 85.
97. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
- 97B. Subject to the Cayman Islands law and the Applicable Listing Rules, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held liable for any damages therefrom.

Subject to the Cayman Islands law and the Applicable Listing Rules, if any Director violates the aforesaid fiduciary duties for him/herself or another person, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.

If any Director breaches any applicable laws or regulations in performing business for the Company, therefore causing any loss or damage to third party, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held jointly and severally liable for the loss or damage to such third party with the Company. In this connection, such Director shall indemnify the Company for any loss or damage incurred by the Company to third party.

Subject to Cayman Islands law and the Applicable Listing Rules, to the extent of the scope of their respective duties, the officers of the Company shall bear the liability identical to that applicable to Directors pursuant to the preceding paragraphs of this Article.

### **BORROWING POWERS OF DIRECTORS**

98. Subject to these Articles and the Applicable Listing Rules, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

### **THE SEAL**

99. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one (1) or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
100. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal.
101. Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

### **DISQUALIFICATION OF DIRECTORS**

102. A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:
- (a) committed an organized crime and has been adjudicated guilty by a final judgment, and has not served the term of the sentence yet, has not served the full term of the sentence, or the time elapsed after he has served the full term of the sentence, his term of probation has expired or he has been pardoned is less than five (5) years;
  - (b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and has not served the term of the sentence yet, has not served the full term of the sentence, or the time elapsed after he has served the full term of such sentence, his term of probation has expired or he has been pardoned is less than two (2) years;

- (c) has been adjudicated guilty by a final judgment for violating anti-corruption law, and has not served the term of the sentence yet, has not served the full term of the sentence, or the time elapsed after he has served the full term of such sentence, his term of probation has expired or he has been pardoned is less than two (2) years;
  - (d) becomes bankrupt or enters into liquidation process by a court order and has not been discharged from bankruptcy or liquidation;
  - (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
  - (f) has no or only limited legal capacity;
  - (g) dies or is found to be or becomes of unsound mind;
  - (h) resigns his office by notice in writing to the Company;
  - (i) becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant law and the order has not been revoked; or
  - (j) is removed from office and ceases to be the Director pursuant to these Articles.
103. In case a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and regulations and these Articles, but not been discharged or removed by a resolution of the general meeting, any Shareholder(s) holding three percent (3%) or more of the total number of issued Shares may, within thirty (30) days after that general meeting, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, in respect of such matter, for the removal of such Director, at the Company's expense.

#### **PROCEEDINGS OF DIRECTORS**

104. The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. The notice of the Board meeting shall state the reasons for such meeting and shall be given to each Director at least seven (7) days prior to the meeting via mail or electronic transmission; however the Board meeting may be convened from time to time in case of any emergency in accordance with the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of Board Meetings.
105. A Director may participate in any meeting of the Board of Directors, or of any committee appointed by the Board of Directors of which such Director is a member, by means of videoconference or similar communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.
106. Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Directors shall be more than one-half (1/2) of the Directors. A Director represented by alternate Director at any Board meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.
107. A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if

he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:

- (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or
- (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.

Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting; before the Company adopts any resolution of Merger, Acquisition, Spin-off or share swap, a Director who has a personal interest in the transaction of Merger, Acquisition, Spin-off or share swap shall declare such interest to the Board at the Board meeting and to the shareholders at the general meeting the essential contents of such personal interest and the reasons that the relevant resolution shall be approved or dissented. The Company shall also elaborate the essential contents of the Director's personal interest and the reason for approving or dissenting the resolution of the Acquisition in the reasons for convening this general meeting; such content shall be published on a website designated by the Taiwan securities competent authorities or the Company, and the URL of such website shall be specified on the general meeting notice.

In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidiary relationship with the Director has personal interest in a matter on agenda for the Board meeting, such Director shall be deemed to have personal interest in that matter.

- 108. A Director (exclusive of any Independent Directors) who does anything for himself or on behalf of another person that is within the scope of the Company's business shall declare the essential contents of such behaviour to the general meeting of the Shareholders and be approved by either a Supermajority Resolution Type A or a Supermajority Resolution Type B. Failure in obtaining such approval shall cause the Director being so interested be liable to account to the Company for any profit realised by any such behaviour if the general meeting so resolves by an Ordinary Resolution within one (1) year from such behaviour.
- 109. Notwithstanding the preceding Articles, subject to the Applicable Listing Rules, a Director (exclusive of any Independent Directors) may hold any other office or place of profit under the Company (other than the office of internal auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor

shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

110. Subject to these Articles and the Applicable Listing Rules, any Director (exclusive of any Independent Directors) may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as internal auditor to the Company.
111. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
  - (a) all appointments of officers made by the Directors;
  - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
  - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
112. Subject to the Applicable Listing Rules, when the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held.
113. Subject to the Applicable Listing Rules, the continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.
114. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one (1) of their number to be chairman of the meeting.
115. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.
116. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, all acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
117. The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors:
  - (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
  - (b) the sale or transfer of the whole or any material part of its business or assets;
  - (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;

- (d) the election of Chairman of the Board pursuant to these Articles;
- (e) pay dividends and bonuses in whole or in part in cash pursuant to Article 125A;
- (f) the allocation of Employees' Remunerations and Directors' Remunerations pursuant to Article 129; and
- (g) issuance of corporate bonds.

#### **AUDIT COMMITTEE**

118. The Company shall set up an Audit Committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The Audit Committee shall comprise solely of all Independent Directors and the number of committee members shall not be less than three (3). One (1) of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half (1/2) or more of all its members.
119. Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:
- (a) adoption of or amendment to an internal control system;
  - (b) assessment of the effectiveness of the internal control system;
  - (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;
  - (d) any matter relating to the personal interest of the Directors;
  - (e) the entering into of a transaction relating to material assets or derivatives; ;
  - (f) a material monetary loan, endorsement, or provision of guarantee;
  - (g) the offering, issuance, or private placement of the Shares or any equity-linked securities;
  - (h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;
  - (i) the appointment or discharge of a financial, accounting, or internal auditing officers;
  - (j) annual financial reports and second quarter financial reports that must be audited and attested by a CPA, which are signed or sealed by the Chariman, managerial officer and accounting officer; and
  - (k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.

Subject to the Applicable Listing Rules, with the exception of item (j) above, any other matter that has not been approved with the consent of one-half (1/2) or more of all Audit Committee members

may be undertaken upon the consent of two-thirds (2/3) or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

Subject to the Applicable Listing Rules, where the Audit Committee is unable to convene a meeting for any proper cause, matters may be approved by consent of two-thirds (2/3) or more of all Directors, provided that the Independent Director members shall still be required to issue an opinion as to whether the resolution is approved in respect of a matter under item (j) above.

- 119A. Before the Company holds a meeting of the Board of Directors to adopt any resolution of Merger, Acquisition, Spin-off or share swap, the Audit Committee shall seek opinion from an independent expert in order to review the fairness and reasonableness of the plan and transaction of the Merger, Acquisition, Spin-off or share swap, including but not limited to the justification of share swap ratio or a distribution by cash or otherwise, and the review result shall be submitted to the Board of Directors and Shareholders in the general meeting (provided, however, that if the Law does not require the Shareholders' approval on the said transactions, the expert opinion and review result do not have to be submitted to the general meeting); and the review result and the expert opinion shall be provided to the Shareholders together with the notice of general meeting. If the Law does not require the Shareholders' approval on the said transactions, the Board of Directors shall report the transactions in the general meeting following the transactions.

For the documents to be given to the Shareholders in the preceding paragraph, if the Company announces the same content as in those documents on a website designated by the Taiwan competent authorities and those documents are prepared at the venue of the general meeting for Shareholders' review, those documents shall be deemed as having been given to Shareholders.

120. The accounts of the Company shall be audited at least once in every year.
121. The Audit Committee shall at all reasonable times have access to and may make copies of all books, all accounts and vouchers and documents kept by the Company; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.
122. The statement of income and expenditure and the balance sheet provided for by these Articles shall be examined by the Audit Committee and compared with the books, accounts and vouchers relating thereto; and the Audit Committee shall make a written report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The Audit Committee may appoint, on behalf of the Company, a practicing lawyer and a certified public accountant to conduct the examination. The financial statements of the Company shall be audited by an auditor appointed by the Board in accordance with generally accepted auditing standards. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor shall be submitted to the Members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than the Cayman Islands. If so, the financial statements and the report of the auditor should disclose this fact and name such country or jurisdiction.
123. Subject to the Cayman Islands law, any Shareholder(s) holding one percent (1%) or more of the total number of the issued Shares of the Company for six (6) consecutive months or longer may request in writing the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.

If the Audit Committee fails or refuses to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file

such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.

124. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Rules of Audit Committee.

## **DIVIDENDS**

125. Subject to the Law, any rights and restrictions for the time being attached to any Shares and these Articles, the Company by Ordinary Resolution may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.
- 125A. Notwithstanding the preceding Article (125), the Directors may distribute part or all of the dividends or bonus by way of cash with the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors, and report the aforementioned distribution to the Shareholders at the next general meeting.
126. Subject to Article 129, the Directors may, before recommending any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, in the discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.
127. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.
128. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.
129. As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or bonus shares according to the Company's future expenditure budgets and funding needs.

Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) at least one percent (1%) of such annual profits before tax for the purpose of employees' remunerations (including employees of the Company and/or any Affiliated Company) (the "**Employees' Remunerations**"); and (2) at most three percent (3%) of such annual profits before tax for the purpose of Directors' remunerations (the "**Directors' Remunerations**"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remunerations and Directors' Remunerations. Subject to Cayman Islands law and notwithstanding Article 139, the Employees' Remunerations may be distributed in the form of cash and/or bonus shares, and the Directors' Remunerations may be distributed in the form of cash, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph

shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.

Unless otherwise provided in the Applicable Listing Rules, the net profits of the Company for each annual financial year shall be allocated in the following order and proposed by the Board of Directors to the Shareholders in the general meeting for approval:

- (a) to make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations;
  - (b) to set off cumulative losses of previous years (if any);
  - (c) to set aside ten percent (10%) as Legal Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company;
  - (d) to set aside an amount as Special Reserve pursuant to the Applicable Listing Rules and requirements of the Commission; and
  - (e) with respect to the earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (d) above plus any previously undistributed cumulative Retained Earnings), the Board of Directors may present a proposal to distribute to the Shareholders by way of dividends at the annual general meeting for approval pursuant to the Applicable Listing Rules. Dividends may be distributed in the form of cash dividends and/or bonus shares, and, subject to Cayman Islands law, the amount of dividends shall be at least ten percent (10%) of the net profit after the deduction of the items (a) to (d) above. Cash dividends shall comprise a minimum of ten percent (10%) and a maximum of one hundred percent (100%) of the total dividends allocated to Shareholders.
130. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share. No dividend shall bear interest against the Company.

#### **ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION**

131. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.
132. The books of account shall be kept at the Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
133. The Board of Directors shall prepare and submit the business reports, financial statements and records to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the surplus earning distribution and/or loss offsetting. For so long as the Shares are registered in the Emerging Stock Market or listed in the TPEX or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.
134. Subject to the Applicable Listing Rules, the Board shall keep copies of the yearly business report, financial statements and other relevant documents at the office of its Shareholders' Service Agent in Taiwan ten (10) days before the annual general meeting and any of its Shareholders is entitled to inspect such documents from time to time.

135. Save for the preceding Article 134 and Article 148, the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.
136. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules.
137. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

#### **INTERNAL AUDIT**

138. The Company shall set up internal audit unit under the Board of Directors, and hire qualified and adequate staffs as internal auditors. Any matters in relation to the internal audit shall comply with the Applicable Listing Rules.

#### **CAPITALISATION OF RESERVES**

139. Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B:
- (a) resolve to capitalise an amount standing to the credit of reserves or other capital reserves (including a share premium account, capital redemption reserve, revenue, profit and loss account, Capital Reserves, Legal Reserves and Special Reserves), whether or not available for distribution;
  - (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the number of Shares held by them respectively and apply that sum on their behalf in or towards paying up in full unissued Shares or debentures of a nominal amount equal to that sum, and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other;
  - (c) make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit; and
  - (d) generally do all acts and things required to give effect to any of the actions contemplated by these Articles.
- 139B. For the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B.

#### **TENDER OFFER**

140. For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the TPEX or TSE, subject to the Applicable Listing Rules, within fifteen (15) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its

litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following:

- (a) The types and amount of the Shares held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.
- (b) The recommendation based on investigation into the identify and financial position of the tender offeror, fairness of the tender offer conditions, and validity of funding sources to the Shareholders, where in the opinions and reasons of every consenting and objecting Director(s) shall be indicated;
- (c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) The types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.

#### **SHARE PREMIUM ACCOUNT**

- 141. The Directors shall in accordance with the Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
- 142. Subject to the Applicable Listing Rules and the Law, there shall be debited to any share premium account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.

#### **NOTICES**

- 143. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
- 144. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
- 145. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or other document, if served by:
  - (a) post or courier, shall be deemed to have been served five (5) days after the time when the letter containing the same is posted or delivered to the courier;

- (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
- (c) recognised courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
- (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail.

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

146. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.
147. Notice of every general meeting of the Company shall be given to:
- (a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them; and
  - (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other Person shall be entitled to receive notices of general meetings.

#### **INFORMATION**

148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the corporate bonds issued by the Company. The Company shall cause its Shareholders' Service Agent to provide the aforesaid documents.
149. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.
150. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company.

## INDEMNITY OR INSURANCE

151. The Company may by Ordinary Resolution adopt one (1) of the protection mechanisms as described in Article 152 (a) and (b).
152. (a) Every Director and other officer for the time being and from time to time of the Company (each an "**Indemnified Person**") may be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.
- (b) The Company may purchase directors and officers liability insurance ("**D&O insurance**") for the benefit of every Director and other officer for the time being and from time to time of the Company. Such D&O insurance shall only cover the liability arising from the duty of such Director or officer in accordance with these Articles, the Law and the Applicable Listing Rules. The Board is hereby authorized to handle all matters in relation to the D&O insurance.

## FINANCIAL YEAR

153. Unless the Directors otherwise prescribe, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

## WINDING- UP

154. If the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
155. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.
156. The Company shall keep all statements, records of account and documents for a period of ten years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

#### **AMENDMENT OF ARTICLES OF ASSOCIATION**

157. Subject to the Law and the Articles, the Company may at any time and from time to time by Special Resolution alter or amend the Memorandum of Association and/or these Articles in whole or in part.

#### **LITIGIOUS AND NON-LITIGIOUS AGENT**

158. For so long as the Shares are registered in the Emerging Market or listed on the TPEX or TSE, subject to the Applicable Listing Rules, the Company shall appoint a litigious and non-litigious agent in Taiwan (the "**Litigious and Non-Litigious Agent**"). The Litigious and Non-Litigious Agent shall be the responsible person of the Company in Taiwan and shall have residence or domicile in Taiwan. The Company shall report to the Commission in respect of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent. In case of any change of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent, the Company shall report to the Commission in respect of such change.

#### **CORPORATE SOCIAL RESPONSIBILITY**

159. For the purpose of performing corporate social responsibility, the Company shall follow the applicable laws, regulations and business ethics in operating its businesses and may conduct practices to facilitate public interests.

## **Appendix 2: Rules of Procedures for Shareholders' Meeting**

# Tanvex BioPharma, Inc.

## Rules of Procedure for Shareholders' Meeting (English translation)

### **Article 1 Basic for the adoption of these Rules**

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

### **Article 2 Scope of these Rules**

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

### **Article 3 Convening shareholders meetings and shareholders meeting notices**

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

Unless otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company convening a shareholders' meeting via video conference shall be specified in the Articles of Incorporation, approved and resolved by the board of directors with a resolution shall be adopted by approval of two-thirds of the directors at a meeting attended by more than half of the directors.

Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This

Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

This Corporation shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1, Securities and Exchange Act Article 26-1 and 43-6, and Regulations Governing the Offering and Issuance of Securities by Securities Issuers Article 56-1 and 60-2 shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None

of the above matters may be raised by an extraordinary motion.

When re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

#### **Article 4 Proxy and Authorization**

For each shareholders meeting, a shareholder may appoint a proxy to attend

the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Company before 5 days prior to the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Company before 2 business days prior to the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

**Article 5 Principles determining the time and place of a shareholders meeting**

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

**Article 6 Preparation of documents such as the attendance book**

This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders

completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

**Article 6-1 Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice**

To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

- B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
  - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
  - D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

In addition to the circumstances specified in Paragraph 6, Article 44-9 of the Regulations Governing Shareholder Affairs of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and shall specify the period during which shareholders may apply to the Company and other relevant matters needing attention.

**Article 7 The chair and non-voting participants of a shareholders meeting**

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as the chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as the chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

**Article 8 Documentation of a shareholders meeting by audio or video**

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual

meeting platform.

**Article 9 The calculation of the number of shares attending the shareholders meeting and the meeting**

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time. At the same time, relevant information such as the number of non-voting rights and the number of shares present will be announced.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

**Article 10 Discussion of proposals**

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting

shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

#### **Article 11 Shareholder speech**

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

#### **Article 12 Calculation of voting shares and recusal system**

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

#### **Article 13 Proposal voting, scrutiny and counting methods**

A shareholder shall be entitled to one vote for each share held, except when

the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a Shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and

against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

#### **Article 14 Election of directors and supervisors**

The election of directors or supervisors at a shareholders meeting shall be

held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors, supervisors and the numbers of votes with which they were elected and directors, supervisors and the numbers of votes with which they were fail to be elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

#### **Article 15 Minutes of meetings and signatures**

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 meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall

specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

**Article 16 Public disclosure**

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

**Article 17 Maintaining order at the meeting place**

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop,

the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

**Article 18 Recess and resumption of a shareholders meeting**

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

**Article 19 Disclosure of information at virtual meetings**

In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

**Article 20 Location of the chair and secretary of virtual-only shareholders meeting**

When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

**Article 21 Handling of disconnection**

In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to

natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the

Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporation shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

**Article 22 Handling of digital divide**

When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. In addition to the circumstances specified in Paragraph 6, Article 44-9 of the Regulations Governing Shareholder Affairs of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and shall specify the period during which shareholders may apply to the Company and other relevant matters needing attention.

**Article 23 Implementation and revision**

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be affected in the same manner.

## **Appendix 3: Rules of Procedures for Election of Directors**

# **Tanvex BioPharma, Inc.**

## **Rules of Procedures for Election of Directors (English translation)**

### **Article 1**

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

### **Article 2**

Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

### **Article 3**

The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

**Article 4**

The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

**Article 5**

Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

**Article 6**

The place and time of the board meeting of the company shall be at the location and office hours of the company or at a place and time suitable for the attendance of the directors and suitable for the board meeting.

**Article 7**

The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the

directors to be elected, and may be cast for a single candidate or split among multiple candidates.

**Article 8**

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

**Article 9**

The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

The company does not elect a supervisor when setting up an audit committee.

Independent directors and non-independent directors shall be elected together, and the number of elected positions shall be calculated separately.

**Article 10**

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

**Article 11**

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

**Article 12**

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

**Article 13**

Does not comply with the law of list company (including but not limited to Article 26-3 item 3 and 4 of the Securities and Exchange Act) shall lose their validity when elected.

**Article 14**

The board of directors of this Corporation shall issue notifications to the persons elected as directors.

**Article 15**

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

## **Appendix 4: Shareholding of All Directors**

## Tanvex BioPharma, Inc.

Record Date: April 6, 2026.

Position	Name	Appointment Date	Shareholding as of Appointment Date			Shareholding as of Record Date			Note
			Type	Number of Shares	Shareholding %	Type	Number of Shares	Shareholding %	
Chairman	Bora Pharmaceuticals Co., Ltd. Representative: PaoShi Sheng	2025.03.27	Common Stock	72,707,800	30.49%	Common Stock	79,043,981	29.83%	
Director	Bora Pharmaceuticals Co., Ltd. Representative: Stephen Lam		Common Stock	23,539,537	9.87%	Common Stock	23,539,537	8.88%	
Director	Peng Lin Investment Limited Representative: ChiChuan Chen	2025.03.27	Common Stock	8,498,839	3.56%	Common Stock	9,239,477	3.49%	
Director	Allen Chao and Lee Hwa Chao Family Trust Representative: Allen Chao	2025.03.27	Common Stock	4,803,510	2.01%	Common Stock	4,803,510	1.81%	
Independent Director	Delos Capital Fund, LP Representative: LinCheng Chen	2025.03.27	Common Stock	0	0.00%	Common Stock	0	0.00%	
Independent Director	TayChang Wang	2025.03.27	Common Stock	0	0.00%	Common Stock	0	0.00%	
Independent Director	ShangHsien Hsieh	2025.03.27	Common Stock	0	0.00%	Common Stock	0	0.00%	
Independent Director	YenShu Chang	2025.03.27	Common Stock	0	0.00%	Common Stock	0	0.00%	
	Total		Common Stock	109,549,686		Common Stock	116,626,505		

Total number of shares issued as of March 27, 2025 is 238,487,367 shares.

Total number of shares issued as of April 6, 2026 is 264,986,367 shares.

Note: The minimum shareholding requirement for all Directors is 12,000,000 shares. Number of shares held as of April 6, 2026 is 116,626,505 shares.

The Company has established the Audit Committee; therefore, the statutory shareholding requirements for Supervisors are not applicable.

©Share held by Independent Directors are not counted toward the total number of share held by Directors.