

Tanvex BioPharma, Inc. 英屬開曼群島商泰福生技股份有限公司  
(the "Company")  
2024年第1次股東臨時會開會通知書

Notice of the First Extraordinary General Meeting of 2024

- 一、茲訂於台灣時間西元2024年10月15日上午9時00分假台北市中正區中山南路11號10樓張榮發基金會國際會議中心【受理股東報到時間：上午8：30起，報到處地點同開會地點】舉行本公司2024年第一次股東臨時會，會議召集事由：(一)報告事項：本公司審計委員會就本公司擬發行普通股新股予保瑞生技股份有限公司之全體股東以作為註銷保瑞生技股份有限公司股票之對價，並由本公司吸收合併保瑞生技股份有限公司，合併後以本公司為存續公司之合併案之審議結果報告。(二)討論事項：合併契約、合併計畫及其中擬為之交易(包含本合併案，即本公司將吸收合併保瑞生技股份有限公司，而本公司將為存續公司，且本公司將發行普通股新股給所有保瑞生技股份有限公司之股東以作為註銷保瑞生技股份有限公司股份之對價)，由本股東會依據特別決議為決議(本案應以特別決議通過)。(三)臨時動議。
- Notice is hereby given that the Company's first Extraordinary General Meeting of 2024 (The "Meeting") is scheduled to be held at CHANG YUNG-FA FOUNDATION International Convention Center, 10F, No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City, Taiwan (R.O.C.), at 9:00 a.m., October 15<sup>th</sup>, 2024. (The registration time is from 8:30 am at the same venue as the Meeting). The Agenda of the Meeting: (1) Report Matters: The audit committee of the Company reports the result of review of Proposed Merger pursuant to which Bora Biologics Co., Ltd. will merge with and into the Company with the Company continuing as the surviving company resulting from the merger, and the Company will issue new common shares to all of the shareholders of Bora Biologics Co., Ltd. in exchange for the cancellation of shares in Bora Biologics Co., Ltd. (2) Proposals and Discussions: As a special resolution that the merger agreement, the plan of merger and the transactions contemplated thereunder (including the Proposed Merger pursuant to which Bora Biologics Co., Ltd. will merge with and into the Company with the Company continuing as the surviving company resulting from the merger, and the Company will issue new common shares to all of the shareholders of Bora Biologics Co., Ltd. in exchange for the cancellation of shares in Bora Biologics Co., Ltd.) be and are hereby approved (To be approved by way of special resolution). (3) Extemporany Motion.
- 二、依中華民國公開發行公司相關規定及本公司章程，本合併案主要內容置於公開資訊觀測站，查詢網址為：【https://mops.twse.com.tw】。Pursuant to the applicable public company rules of ROC and the Articles of Association of the Company, the Main Points of the Transactions shall be uploaded to Market Observation Post System ("MOPS"), available at https://mops.twse.com.tw.
- 三、本公司擬與保瑞生技股份有限公司進行合併案。本合併案合併契約、獨立專家換股比例合理性意見書、審計委員會就本合併案之審議結果等相關資料已公告於公開資訊觀測站【網址：https://mops.twse.com.tw】，並置於本公司【台北市大安區仁愛路四段三七六號十三樓之一】且於開會當天將備置於股東會會場供股東索閱。公開資訊觀測站網站操作路徑：【基本資料/電子書/年報及股東會相關資料(含存託憑證資料)/於「公司代號或簡稱」欄位輸入「泰福-KY」或股票代碼「6541」，並於「年度」欄位輸入「113」/資料細節說明：議事手冊及會議補充資料】。
- It is proposed that the Company merge with Bora Biologics Co., Ltd. The merger agreement, fairness opinion on the share exchange ratio by the independent expert and the review results of the audit committee and other related information have been uploaded to the Market Observation Post System (website: https://mops.twse.com.tw) and placed at the Company office at 13F.-1, No. 376, Sec. 4, Ren'ai Rd., Da'an Dist., Taipei City and will be available on the date of and at the venue of the Meeting for shareholders' review. Please access the Market Observation Post System with the following route: basic information/ electronic books/ annual report and relevant information of the shareholders meeting (including the depositary receipts information), and enter "泰福-KY" or ticker 6541 and enter the year of 113 for the Meeting handbook and supplement materials.
- 四、檢奉出席通知書及委託書各壹份，貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席：如委託代理人出席時，請於「委託書」上簽名或蓋章，並親填受託代理人姓名及地址後，於開會五日前送達本公司服務代理人中國信託商業銀行代理部，以憑寄發出席簽到卡予受託代理人。
- Please find enclosed the "Notice of Attendance" and "Proxy Statement". Please sign or apply your seal to the "Notice of Attendance" if you plan to attend the Meeting in person on the Meeting date (Do NOT return this by mail). Shareholders may appoint a proxy to attend the Meeting on his or her behalf by signing or applying their seal to the "Proxy Statement". The signed or sealed "Proxy Form" shall be returned to the Company's stock agency, the Transfer Agency Department of CTBC Bank, not later than five (5) days prior to the Meeting date to allow the stock agency to deliver the "Attendance Card" to your proxy.
- 五、如有股東徵求委託書，本公司將於西元2024年9月27日製作徵求人徵求資料彙總表揭露於證基會網站，投資人如欲查詢，可直接鍵入(https://free.sfi.org.tw)至「委託書公告資料免費查詢」系統，輸入查詢條件即可。
- If Shareholders solicit proxies for the Extraordinary General Meeting, the Company will compile a summary statement of proxy solicitation and disclose the content in the website of Securities & Futures Institute (SFI) on September 27<sup>th</sup>, 2024. Shareholders may visit SFI's website (https://free.sfi.org.tw) for relevant information.
- 六、本次股東會得以電子方式行使表決權，行使期間為：自西元2024年9月28日至2024年10月12日止，請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」【https://stockservices.tdcc.com.tw】，依相關說明操作之。
- The voting at this Meeting can be exercised by way of electronic method from September 28<sup>th</sup>, 2024 to October 12<sup>th</sup>, 2024. The shareholders may log in to the Electronic Voting Platform of Shareholders' Meeting established by Taiwan Depository and Clearing Corporation (https://stockservices.tdcc.com.tw) directly and cast the vote according to the relevant instructions.
- 七、新開戶股東如擬繳交股東印鑑卡，可至本公司服務代理人中信銀法人信託網站下載印鑑卡使用。
- New shareholders who intend to submit their shareholder Signature Card can download the Signature Card for use from the website of the company's stock transfer agent, the Transfer Agency Department of CTBC Bank.
- 八、本次股東會委託書之統計驗證機構為中國信託商業銀行代理部。
- The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.
- 九、敬請察照辦理為荷。
- Please fill out the documents as described in the information contained herein.
- 此致 貴股東  
To Shareholder

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



第 1 聯 (First copy)

第 3 聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席 (Third copy) If you plan to attend the meeting in person, please sign this copy and bring it to the Meeting.

※※※※※※※※※※  
※ 本次股東臨時會 ※  
※ 恕不發放紀念品 ※  
※※※※※※※※※※

※※※※※※※※※※  
※ No Souvenir in this Meeting ※  
※※※※※※※※※※

**tanvex**  
BIOPHARMA, INC.  
10003 台北市中正區重慶南路1段83號5樓  
英屬開曼群島商泰福生技股份有限公司 服務代理人  
中國信託商業銀行代理部  
客服語音專線：(02)6636-5566(股票代號：6541)  
100-003 5F, No. 83, Sec. 1, Chongqing S. Rd., Taipei,  
Tanvex BioPharma, Inc.  
Transfer Agency Department of CTBC Bank Co., Ltd.  
TEL No.:+886-2-6636-5566 (Stock code:6541)

2024 First Extraordinary General Meeting Notice

728

開會通知請速詳閱  
親自出席無須寄回

(限向郵局窗口交寄)



台北郵局許可證  
台北字第1333號

股東 台啓  
Shareholder



股東會  
資訊查詢

113 出席通知書  
Notice of Attendance

本股東決定親自出席本公司西元  
2024年10月15日舉行之2024年第

1次股東臨時會，請 察照。

Please be informed that I/We  
will attend 2024's first

Extraordinary General Meeting  
on October 15<sup>th</sup>, 2024.

此 致

英屬開曼群島商泰福生技股份有限公司

To: Tanvex BioPharma, Inc.

股東：  
戶號

Shareholder  
No.

股東：  
戶名

Name of  
Shareholder

親自出席簽章處  
Shareholder  
Signature

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

中國信託蓋章處  
Sealed by CTBC

113 出席簽到卡  
Attendance Card

時間：西元2024年10月15日上午9時00分  
Time : 9:00 am, October 15<sup>th</sup>, 2024, Taiwan Time  
地點：台北市中正區中山南路11號10樓張榮發基金會國際會議中心  
Venue : CHANG YUNG-FA FOUNDATION International Convention Center,  
10F, No.11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City 10048

股東戶號：

Shareholder No.

持有股數：

Shareholding

※如本通知書所列之「持有股數」與  
貴股東實際持股不符者，係因採信  
用交易方式買進本公司股票，且股  
東臨時會融券無須回補，同一券商  
資券相抵後股數不足分配所致。如  
有疑問，請逕向往來券商確認。

728 泰福-KY(臨)  
Tanvex

\* A 3 0 0 7 2 8 \*

委 託 書 填 表 須 知  
Proxy Statement Instruction

- 一、委託書應依公開發行公司出席股東會使用委託書規則及本公司第十次修正之章程第62至72條規定辦理。  
The use of proxies is authorized in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Articles 62 to 72 of the Articles of Association of the Company.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。  
Before a shareholder accepts the solicitation of a proxy statement, the shareholder must request the solicitor to provide the literature and advertisement for solicitation of proxies, or consider the literature and advertisement for solicitation of proxies compiled by the Company in order to gain a practical understanding of the background information of the solicitor and the candidate(s) for director that the solicitor intends to elect, and of the solicitor's opinion on the agenda items in the Meeting.
- 三、股東應使用本公司印發之委託書用紙，委託書與親自出席均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。  
Please use the Proxy Statement printed by the Company. In the event that the Company receives both a signed or sealed Proxy Statement AND a Notice of Attendance from a shareholder, the shareholder will be deemed to have attended the Meeting in person unless the Proxy Statement is delivered to the solicitor or proxy agent by the shareholder.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或股務代理機構受委託擔任徵求人，及股務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代替之。  
The shareholder shall sign or affix his/her/its seal on the proxies in person and the solicitor shall fill out the name of the solicitor or proxy agent in person in the Proxy Statement; however, in a situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent is mandated to act as the proxy agent, seals affixed on the proxies in substitution shall be permitted.
- 五、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、股務代理機構，請於股東戶號欄內填寫統一編號。  
A solicitor or proxy agent shall sign or affix the seal in the Proxy Statement and fill out his/her/its shareholder's number, name, identification number and address. A proxy agent who is not a shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder's Number. If a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、委託書應於開會五日前送達本公司股務代理人中國信託商業銀行代理部；委託書送達股務代理人後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向股務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。  
The Proxy Statement shall be delivered to the Company's stock agent, the Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event any shareholder who has appointed a proxy to attend a Meeting later decides to attend the Meeting in person or exercise his/her/its voting power by way of a written ballot or through electronic transmission, he/she/it shall, at least two (2) days prior to the date of such general meeting, serve the Transfer Agency with a separate written notice revoking his/her/its previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

Proxy Page

委 託 書 Proxy Statement		委託人(股東) (Proxy by shareholder)		編號 No.	728 泰福-KY Tanvex (臨)		
<div>1.茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司西元2024年10月15日舉行之2024年第1次股東臨時會，代理人並依下列授權行使股東權利： I hereby appoint (please fill out in person, affixing the seal is not acceptable) as my proxy agent, with authorization to vote and act on my behalf at the 2024's first Extraordinary General Meeting of Tanvex BioPharma, Inc. on October 15", 2024 pursuant to the scope of authorization described below: <input type="checkbox"/> (1)代理本股東就會議事項行使股東權利。(全權委託) I grant my proxy full authorization to vote, act on my behalf at the Meeting and act for extemporary motions during the Meeting. (Authorization granted in full scope) <input type="checkbox"/> (2)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各該議案表示承認或贊成。 I grant my proxy authorization to vote and act on my behalf at the Meeting pursuant to authorized methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for".) a.合併契約、合併計畫及其中擬為之交易（包含本合併案，即本公司將吸收合併保瑞生科技股份有限公司，而本公司將為存續公司，且本公司將發行普通股新股給所有保瑞生科技股份有限公司之股東以作為註銷保瑞生科技股份有限公司股份之對價），由本股東會依據特別決議為決議(本業應以特別決議通過)： As a special resolution that the merger agreement, the plan of merger and the transactions contemplated thereunder (including the Proposed Merger pursuant to which Bora Biologics Co., Ltd. will merge with and into the Company with the Company continuing as the surviving company resulting from the merger, and the Company will issue new common shares to all of the shareholders of Bora Biologics Co., Ltd. in exchange for the cancellation of shares in Bora Biologics Co., Ltd.) be and are hereby approved(To be approved by way of special resolution). (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against(3) <input type="checkbox"/>Abstain b.臨時動議。 Extemporary Motion. 2.本股東表於前項 <input type="checkbox"/>內勾選授權範圍或同時勾選者，視為全權委託，但股務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(2)之授權內容行使股東權利。 If neither authorization scope box is checked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent is mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf the Shareholder pursuant to authorization methods of exercise described as item 1.(2). 3.本股東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Shareholder's behalf for extemporary motions during the Meeting. 4.請將出席證(或出席簽到卡)寄交代理人收執，如因故改期開會，本委託書仍屬有效(限此一會期)。 Please deliver the Attendance Card to the proxy agent. This Proxy will remain effective for any adjournment or postponement of the Meeting. 此 致 to  英屬開曼群島商泰福生技股份有限公司 授權日期 年 月 日  Tanvex BioPharma, Inc. Date of Authorization:</div> <div>一、禁止交付現金或其他利益之價購委託書行為。 Offering cash or non-cash consideration in exchange for proxies is prohibited for Proxy solicitation. 二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，經查證屬實者，最高給予檢舉獎金二十萬元，檢舉電話：(〇二)二五四七三七三三。 Please report to Taiwan Depository &amp; Clearing Corporation ("TDCC") supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 200,000. Report phone number: +886 2 25473733</div>		股東戶號 No.	姓名或名稱 Name	持有股數 Shareholding	簽名或蓋章 Sign or Seal		
		徵求人 Solicitor		簽名或蓋章 Sign or Seal			
		戶號 No.	姓名或名稱 Name	受託代理人 Proxy Agent		簽名或蓋章 Sign or Seal	
		身分證字號或統一編號 ID No.	住址 Address				

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