



Taiyen Biotech Co., Ltd.
2023 Shareholders' Meeting
Handbook

Time: June 19, 2023

Location: No. 297, Section 1, Jiankang Road,
South District, Tainan City

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Agenda for the 2023 Annual General Meeting of Taiyen Biotech Co., Ltd.

Time: Monday, June 19, 2023 at 10:00 a.m.

Location: No. 297, Section 1, Jiankang Road, South District, Tainan City (Great Auditorium of the Headquarters)

Method: Convene the physical shareholders' meeting.

Agenda:

I. Call to Order

II. Speech Delivery by Chairperson

III. Reporting Issues

1. The Company's Business Report for 2022.
2. The Audit Committee Shall Examine the Report on the Company's Operating Accounts for the Year 2022.
3. Report on 2022 Remuneration Distribution for Employees and Directors.
4. Passed the amendment to the "Rules Governing Procedure for Board of Directors Meetings".

IV. Recognizing Issues

1. The 2022 Business Report and Financial Statements.
2. The Distribution of the Company's Earnings for 2022.

V. Issues to be Discussed

1. Amendment to the "Rules of Procedure for Shareholders' Meetings".

VI. Elections

1. By-election for one seat of the 13th-term Independent
Director.

VII. Extempore Motion

VIII. Meeting Adjourned

Reporting Issues:

Case 1: The Company's Business Report for 2022.

(Proposed by the Board of Directors)

Description:

1. Submission of the Company's Annual Business Report for 2022 (please refer to Attachment 1).
2. This proposal has been considered and approved by the Board of Directors at the Seventh Meeting of the Thirteenth Board of Directors on March 10, 2023.

Case 2: The Audit Committee Shall Examine the Report on the Company's Operating Accounts for the Year 2022.

(Proposed by the Board of Directors)

Description:

1. The 2022 Business Report, the proposed distribution of earnings, and the financial statements audited and cleared by Tseng, Yu-Che and Li, Fang-wen, Certified Public Accountants of Everest CPA & Co., have been reviewed and completed by the Audit Committee.
2. The audit report of the Audit Committee is attached (please refer to Attachment 2).

Case 3: Report on 2022 Remuneration Distribution for Employees and Directors.

(Proposed by the Board of Directors)

Description:

1. In accordance with Article 35 (1) of the Company's Articles of Incorporation, "If the Company makes a profit in a year, it shall set aside 2.25% to 3.75% as remuneration to its employees and 1.5% or less as remuneration to its directors, to be distributed equally to the directors (excluding independent directors) in office at the end of that year. If the Company has accumulated losses, it shall reserve the amount for compensation. The distribution of remuneration paid to employees and directors shall be adopted by a resolution by a majority voting of the Directors present at the Board meeting attended by two-thirds to develop II of the Directors and reported in the Shareholders' meeting".
2. The Company's pre-tax profit before distribution of employee and director compensation for fiscal 2022 was NT\$557,547,617, which was allocated 3.75% to employee compensation (amounting to NT\$20,908,036) and 1.5% to director compensation (amounting to NT\$8,363,214).
3. The aforementioned allotment amount was submitted to the the Second Meeting of the 5th Salary and Compensation Committee of the Company on February 13, 2023 for consideration and approval, and was approved by the Seventh Meeting of the Thirteenth Board of Directors on March 10, 2023.

Case 4: Passed the amendment to the “Rules Governing Procedure for Board of Directors Meetings”.

(Proposed by the Board of Directors)

Description:

1. In accordance with the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” as amended under Order Jin-Guan-Zheng-Fa-Zi No. 1110383263 and issued on August 5, 2022 (please refer to Attachment 3, pages 25~31) and the “Directive in the name Formulation of Regulations” of the Company (please refer to Attachment 3, pages 32~33), the Rules Governing Procedure for Board of Directors Meetings of the Company were amended.
2. The main points of the amendments to the Rules Governing Procedure for Board of Directors Meetings are listed as follows:
 - A. Name of the Rule: In accordance with the Company’s “Directives in the name Formulation of Regulations”, the Company’s “Rules Governing Procedure for Board of Directors Meetings” was renamed “Regulations Governing Procedure for Board of Directors Meetings”, this falls within the prescribed Company business standards and is to be submitted to the Board of Directors for approval.
 - B. Article 3: Considering the significant matters related to the operation of the Company, the Directors shall have sufficient information and time to evaluate the motions

before making decisions. The matters in Article 7, paragraph 1 shall be amended to be listed in the reasons for the convening of the meeting, and shall not be proposed on the basis of urgent matters or justifiable reasons on an extempore motion basis.

C. Articles 7 and 19: The Company Regulations stipulate that the election of the Chairman of the Board of Directors shall be resolved by the Board of Directors or the Managing Directors, and his or her dismissal shall also be resolved by the Board of Directors or the Managing Directors that originally elected him or her. Since the dismissal and election of the Chairman of the Board of Directors are both important matters for the Company, the election or dismissal of the Chairman should be brought to the Board of Directors or the Managing Directors for discussion.

D. Article 20: the amendment from “Rules Governing Procedure for Board of Directors Meetings” to “Regulations Governing Procedure for Board of Directors Meetings”.

3. This proposal has been considered and approved by the Board of Directors at the Fifth Meeting of the Thirteenth Board of Directors on February 3, 2023.

4. Comparison Table of amendments to “Rules Governing Procedure for Board of Directors Meetings” (please refer to Attachment 3, pages 34~40) and the original text (please refer to Attachment 3, pages 41~46).

Recognizing Issues:

Case 1: The 2022 Business Report and Financial Statements are submitted for recognition.

(Proposed by the Board of Directors)

Description:

1. The Company's 2022 annual financial statements have been audited by Tseng, Yu-Che and Li, Fang-wen, Certified Public Accountants of Everest CPA & Co., and an audit report has been issued. With the business report, they are submitted to the Audit Committee and shareholders' meeting for approval.
2. Please find attached the 2022 Business Report on Operations (please refer to Attachment 1), the Accountants' Audit Report and the Financial Statements (please refer to Attachment 4).

Resolution:

Case 2: The Distribution of the Company's Earnings for 2022 is proposed for recognition.

(Proposed by the Board of Directors)

Description:

1. The Company's net income after tax for 2022 is NT\$426,704,417, adjusted for actuarial gains of defined benefits of NT\$32,855,910, and gain on disposal of investments in equity instruments at fair value through other comprehensive income of NT\$1,285,710. And undistributed surplus at the beginning of the year of NT\$170,199,444. The earnings available for distribution for the year amounted to NT\$631,045,481 and are distributed in accordance with

Article 35, paragraph 2, of the Company's Articles of Incorporation as shown in the accompanying statement of earnings distribution table.

2. The cash dividends are intended to be distributed at NT\$1.5 per share and will be paid up to the dollar amount (rounded up to the nearest dollar), with the total amount of the deficiency included in other income of the Company.
3. Please find attached of the 2022 earnings distribution table. (please refer to Attachment 5).

Resolution:

Issues to be Discussed:

Case 1: Amendment to the “Rules of Procedure for Shareholders’ Meetings” submitted for approval.

(Proposed by the Board of Directors)

Description:

1. In accordance with the Company Act, public companies may convene their shareholders’ meetings via video conference. The Company provisions in the “Rules of Procedure for Shareholders’ Meetings” of the Company were amended with reference to the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders’ Meetings” amended under Order Tai-Zheng-Zhi-Li-Zi- No. 1120004167, issued by TWSE on March 17, 2023.
2. The main points of the amendments to the Rules of Procedure for Shareholders’ Meetings are listed as follows:
 - A. The convening of a Shareholders’ meeting by video conference shall be specified in the Articles of Incorporation and resolved by the Board of Directors, and shall be attended by at least two-thirds of the Directors and approved by a majority of the Directors present.
 - B. The Company shall provide the necessary assistance to convene a video shareholders’ meeting and specify the period during which shareholders may apply to the Company, among other matters.
3. This proposal has been considered and approved by the Board of Directors at the Eight Meeting of the Thirteenth Board of Directors on April 28, 2023.
4. Comparison Table of the amendments to the Rules of

Procedure for Shareholders' Meetings (please refer to Attachment 6) and the articles before amendments (please refer to Appendix 1).

Resolution:

Elections:

Case 1: By-election for one seat of the 13th-term Independent Director, submitted for election.

(Proposed by the Board of Directors)

Description:

1. Ho, Hua-Hsun, an Independent Director of the Company, submitted his resignation letter on March 10, 2023, and will serve until June 18, 2023, resigning as an Independent Director and member of the Audit Committee from June 19, 2023. (Please refer to Attachment 7, page 70)
2. In accordance with Article 14-2, paragraph 6 of the Securities and Exchange Act (please refer to Attachment 7, page 71~72), if the number of Independent Directors who resign is lower than that required in the Company's Articles of Incorporation, a by-election for independent director shall be held at the next following shareholders meeting.
3. In accordance with Article 20 of the Company's Articles of Incorporation (please refer to Appendix II, page 88), the Company has at least three Independent Directors, therefore the Company shall hold a by-election at this annual Shareholders' meeting (2023). The Company's Independent Directors election adopts a candidate nomination system, and the term of the Independent Directors elected shall be limited to the full term of the original term, which is from June 19, 2023 to June 22, 2025.
4. The list of candidates for Independent Directors was approved in the Eighth Meeting of the Thirteenth Board of Directors on April 28, 2023. For the list of candidates, please refer to

Attachment 7, pages 73.

Election Results:

Extempore Motion

Business Report

I. Operating Results for 2022

(I) Implementation of Business Plan

In the past year, thanks to the concerted efforts of all our employees, in 2022 Taiyen's consolidated operating revenue reached NT\$3,613,607,000, consolidated gross profit of NT\$1,276,605,000 and consolidated net profit of NT\$427,516,000; the net profit attributable to the parent company was NT\$426,704,000, an increase of 8.51% over 2021.

According to the Financial Supervisory Commission's request that listed food companies should prepare the "sustainability report" by the end of 2022, the Company has prepared it within the deadline. In 2022, the Company has been awarded the "2022 Corporate Sustainability Report Awards" by the Taiwan Institute for Corporate Sustainability for six times in a row in Sustainable Report Traditional Manufacturing Industry - Category 2 Gold Award, allowing the Company to continue moving toward sustainable operations.

Unit: NT\$ thousands

Item	Year		Increase/Decrease	
	2022	2021	Amount	%
Revenue	3,613,607	4,095,651	(482,044)	(11.77)
Operating Costs	2,337,002	2,722,415	(385,413)	(14.16)
Gross Profit	1,276,605	1,373,236	(96,631)	(7.04)
Operating Expenses	831,555	844,059	(12,504)	(1.48)
Operating Income	445,050	529,177	(84,127)	(15.90)
Non-operating Income	85,537	(19,259)	104,796	544.14
Net Income before Tax	530,587	509,918	20,669	4.05
Income Tax Expense	103,071	97,756	5,315	5.44
Net Income for current period	427,516	412,162	15,354	3.73
Net Income Attributable to the Parent	426,704	393,227	33,477	8.51

(II) Profitability Analysis

Item	2022	2021
Return on Assets (%)	5.16%	5.12%
Return on equity (%)	6.48%	6.40%
Ratio of Operating Income to Paid-up Capital	22.25%	26.45%
Ratio of Net Income before Tax to Paid-up Capital	26.52%	25.49%
Net Profit Margin	11.83%	10.06%
Net Profit per Share after Tax (NT\$)	2.13	1.97

(III) Implementation of Research and Development:

In 2022, the Company achieved remarkable results in research and development.

In addition to the launch of various new products, five products including "Luxury Anti-Aging Skin Revitalizing Crystal", "Key Tablet PLUS", "Marigold Lutein Capsules EX+", "Freshly Selected Premium Black Soybean Salt Aspergillus Thick Soy Sauce" and "Taiyen Marine Alkaline Ionized Water" have also been awarded with major domestic and international awards.

The purpose of our research and development, as described below, is to provide safe products that meet the consumers' needs.

1. Research and development of new products

- (1) **Cosmetics:** With the core technology to strengthen the competitiveness of our products, we have launched 4 products in the Green Médecure "Gold" series and 2 products in the Green Médecure "Men's" series, and continue to focus on strengthening the "MÉDECURA Medical" and "Taiyen Beauty" product lines. "The MÉDECURA Medical Beauty Collection" is a combination of local plant, Taiwan red bean cedar, with the launch of two new products, including the "Radiance and Renewal Double Essence" and the dual-layer oil and water formulation "Creation of Extreme Sculpting Ampoule", while the "Taiyen Beauty Collection" is a combination of fermented collagen and superconducting water, with the launch of two new products, the "Reverse Time Revitalizing Super Serum" and the "Diamond Renewal Cream SPF50★★★", which are unique to the market.
- (2) **Cleaning products:** Under the global trend of natural, environmental protection and global good, the Company has focused on the needs of consumer groups and market trends, and has obtained three environmental protection labels for its products, namely "Taiyen Biotech Marine Eco-Friendly Hand Wash", "Natural Forest Soft Body Wash" and "Natural Marine Conditioning Shampoo". In terms of toothpaste, four new products were launched, including "Himalayan Rose Salt Phytochemical Toothpaste", "Mediterranean Salt Phytochemical Toothpaste", "Green Tea Ice Crystal Mint Toothpaste" and "Collagen Herbal Peptide Anti-Sensitivity Toothpaste"; the "Black Magic Activating Colour Fixing Shampoo" was launched in the Hair Aspiration series, the "Deep Conditioner" and "Eucalyptus Hand Wash" were launched in the PESSO Beauty series, and the "Ultra Hydrating Body Lotion" was launched in the Collagen Beauty Research series; the company also collaborated with Carrefour on the first 'Re Collection' of sustainable products, a total of 6 including the "Phytocosme Hydrating/Whitening Cleanser", "Phytocosme Oil Control/Nourishing Shampoo" and "Phytocosme Moisturising/Soothing Body Wash".
- (3) **Healthy food products:** With our unique core competency and market demand, we expanded our investment in the further research of our own raw materials and products, and launched 10 trendy products, including "Shu Tong Ning Vegetable and Fruit Extract Capsules", "Sesame E Goodnight Capsules", "Cranberry Probiotic Tablets", "Double Ginseng Drink", "JK Power Peptide" and "Weifu Bao Phyto-genic Tablets", to enhance the competitiveness of our products in the areas of mature mobility, physical strength maintenance and gastrointestinal health care, and to cater for the health needs of consumers under the epidemic environment.
- (4) **Salt and Seasoning:** With the aim of improving the utilisation of salt, we

have developed and launched a unique “Premium Rose Salt Fermented Soy Sauce”, also using salt malt as the core ingredient we launched a new taste of Chinese New Year cuisine, “Freshly Selected Chicken Soup with Cordyceps and Shiitake Mushrooms”. In addition, in order to diversify the salt market, we have developed "Dishwasher Salt for Water Softening" with high purity refined salt combined with granulation technology, in line with the current trend of dishwashers and domestic water softeners, providing consumers with a new choice of clean water softening salt.

2. Development of technology

Focusing on the deepening and efficacy research of various products, we continue to focus on the extension of collagen development, developing novel sub-micron collagen-coated carriers, which are coated with the unique whitening ingredient Podocarpine Extract, which has been proven in efficacy tests to enhance transdermal absorption efficiency, achieve whitening and provide skin cells with the ability to actively repair collagen by multiplying each other's strengths, fulfilling our commitment to consumers' skin care. In addition, to meet the demand of consumers for spot reduction, a novel submicron collagen carrier is used to encapsulate natural astaxanthin, which is known to be the best at removing monomorphous oxygen, to produce nano-grade water and oil soluble collagen encapsulated astaxanthin particles, which have been verified by efficacy tests to have excellent lightening and anti-wrinkle effects, and are far superior to commercially available Japanese nano-dispersed astaxanthin emulsion products. We have further expanded the role of collagen in promoting collagen production by developing naturally derived fish scale collagen with a high concentration of collagen-promoting peptides. In addition to collagen obtained from fish scales, a natural calcium-phosphorus compound (Hydroxyapatite) is obtained, which has proven to have a remineralizing effect on dental enamel. This natural source will be used to develop oral care products to improve tooth sensitivity issues.

To address the concern regarding the increase in white hair due to aging and satisfy consumers' desire for beauty and self-confidence, we developed natural hair-blackening compounded extracts, which was proven to increase the generation rate of melanin. We researched and developed the segmented extraction method of the effective ingredients of *Polygonum cuspidatum* with high UV absorption capacity, the extraction rate is high and the procedure is simple, developing sunscreens with natural *Polygonum cuspidatum* extract or compound mountain grape extract (both with SPF greater than 50), a wide range of natural antibacterial products which do not contain statutory preservatives and which its antibacterial effect is better than that of competing products on the market. In addition, our own Type II collagen development technology has been patented in the Republic of China and Japan, and has been tested for its efficacy in animals with osteoarthritis, making it a leading brand in the market.

3. Awards

The Company's products have been repeatedly awarded at home and abroad for our insistence on “safety, efficacy, and quality.” We conform to international standards in terms of research and development, quality management, and branding, and our products have been widely trusted and received by consumers. In 2022, we won the following awards:

- (1) 2022 Monde Selection European International Quality Assurance Organization Competition: Silver Award for “Luxury Anti-Ageing Skin Renewal Serum”.
 - (2) 2022 ITI International Taste Assessment: both “Fresh Choice My Top Black Soy Bean Salt Yeast Thick Soy Sauce” and the “Taiyen Salt Marine Alkaline Ionized Water” were awarded 2 stars for their excellent taste.
 - (3) 2022 Taiwan Health Food Association Nutritional Food Innovation Award: the “Key Tablet PLUS” won the Silver Innovation Award and the “Marigold Luteolin Capsules EX+” won the Innovation Award.
 - (4) 2022 Agri-Food’s 8th Annual Top 10 Grain Choice GOOD Products: "Freshly Selected Premium Black Soybean Salt Aspergillus Thick Soy Sauce" was awarded the Top 10 Grain of Choice Award.
4. Protection of intellectual property
- In 2022, the Company was granted two R.O.C. patents for "Packaging structure of micronized salt yeast microcapsules" and "Coating structure of submicron astaxanthin for light spot".
- Another three R.O.C. New Type Patents are pending for "Container Structure for Containing Essence Containing Isotonic Encapsulated Droplets", "Droplet Structure for Encapsulating Astaxanthin" and "Chinese Herbal Medicine Brewing Combination"; and a patent application for "High Purity Undenatured Collagen and Method of Manufacturing" is pending in Thailand. The Company will continue to protect the intellectual property for technologies that can effectively enhance product competitiveness and brand value.
5. Certification by Taiwan Accreditation Foundation
- Our food, salt, and cosmetics have passed major inspections prescribed in related laws and regulations. In response to increasingly stringent regulations and standards, the Company will continue to develop more precise test methods in order to improve our quality control and corporate image.

II. Effect of External Competition, Legal Environment, and Overall Business Environment

In the face of intense competition, the Company has kept abreast of the economic growth and market changes at home and abroad. This year, the Company continued strengthening consumer communication and experiential marketing and expanding channels of distribution to increase revenue. In response to statutory requirements and changes in the business environment, ongoing efforts are made to promote food safety management and product innovation. In 2019, the Audit Committee was established to further the implementation of corporate governance. In terms of corporate sustainability (ESG), in addition to continuing our efforts in “circular economy”, we plan to build our own solar power plant on idle land in 2022, and to invest in our Taiyan Green Energy subsidiary and continue to work with solar power plants to implement the "Fish and Power Co-production" project.

In terms of the overall economy, according to the general forecast of the International Monetary Fund (IMF), the Organisation for Economic Co-operation and Development (OECD) and the World Trade Organisation (WTO), the global economy is expected to grow by 2.2% to 2.7% in 2023. The global economy has been in recession since the war between Russia and Ukraine started in early 2022 and the war is expected to continue in 2023. The international economy is still facing

a number of risk variables that warrant ongoing attention, including inflation, interest rate rises, the new epidemic and climate change, all of which affect the international economic outlook.

Overall, Taiwan's economic performance in 2023 will be affected by the international economic recession, which led to a decline in exports, and was mainly supported by private consumption. However, it is still necessary to pay attention to the subsequent development of the new epidemic, the monetary policies and inflationary measures of major countries in the post-epidemic era, the trend of crude oil and commodity prices and the adjustment of the supply chain, the global energy and electricity limitation crisis, as well as the uncertainties of carbon reduction and clean emissions. According to the forecast given by the Directorate General of Budget, Accounting and Statistics, Executive Yuan, Taiwan Institute of Economic Research and Chung-hua Institution for Economic Research, Taiwan's GDP growth rate in 2023 would be 2.72%~ 2.91%, representing a mild slowdown as compared with 3.67%~ 4.15% in 2022.

III.Future Development Strategy–Operating Policy 4+1

The Company's business strategy will continue to focus on marine biotechnology as the main axle of development and make Salt Taiwan a leader in this field. Our business strategy continues to focus on the development of marine biotechnology, making our salt a leader in this field. With continuous innovation and quality control, we have become the guardian of consumers' health in salt, packaged water and beauty supplements.

The Company's research and development investment is aimed at “ensuring product safety and meeting consumer needs”, we will continue to consolidate our leading position in the brine market, develop biotech trend products, actively expand multiple channels, and promote the internationalisation of our brand to accelerate the development of overseas markets. With the spirit of innovation and advancement, we will continue to optimize our products to meet consumers' needs for health and beauty, and to enhance people's quality of life and taste with the most rigorous and forward-looking professionalism, so that we can move towards the value of "Salt Good" in Taiwan and rise to the international stage.

IV.Summary of Business Plan for 2023

(I) Business Policy

We will continue to implement “healthy revenue growth, improved profitability and operational efficiency”, with the following key initiatives:

1. Sales

(1) With increased concern about food safety and stricter government regulations, the Company will encourage agricultural and fishery product processing, feed, and pickling businesses to use our food processing salt or refined salt in order to increase our share in the food processing market. Based on consumers' needs, we are developing a series of imported salts called “Taiyen Salt” and we continue to develop new products that will be rolled out via GT and online to increase the sales of food-grade salt and to secure our brand as a market leader.

(2) In terms of packaged water, the Company's "Marine Alkaline Ionic Water" is currently the market leader in domestic functional packaged water

market. It has diversified its product specifications, strengthened its brand value communication, deepened its channel deployment, expanded its market share, and deepened its efforts to penetrate the hypermarket and online market to consolidate its niche and maintain its revenue growth. In addition, we continue to develop customised and multi-series products - "Taiyen Small Molecule Sea Water" and "Taiyen Sea Water" - to expand the market share of Taiyens packaged water by leveraging the strength of our existing packaged water brand and to enhance our overall sales.

- (3) In terms of skincare products, Lumiel, Taiyen Beauty and MÉDECURA brands have developed their customer segments independently. Each brand has strengthened its core and uniqueness and adopted a multi-channel development strategy, integrating virtual and physical channels to expand the market. In the area of cleaning products, we are focusing on toothpaste, Pesumax and Silicom, and incorporating the issue of environmental sustainability to enhance the added value of our products and improve brand awareness and product rotation in order to capture the business opportunities for personal cleaning products. In health care products, we focus on osteoarthritis. We expect to maintain the sales of health products via online and TV shopping channels.
- (4) We will work with our franchise partners to make a qualitative change in channel management. In addition to classifying franchise partners for rewarding or counseling purposes, we will organize more marketing campaigns to increase the penetration, brand value, and competitiveness. In other channels, we are actively building multiple channels, selling directly in mass-market supermarkets and establishing an online shopping website to implement the trend of integrating virtual and real sales and gradually expanding the sales market.
- (5) In terms of export, the Company will work with local dealers and agents to expand the business opportunities in China, and also focus on the product management. In addition, we will cooperate with customers in Singapore and Vietnam to explore the ASEAN market and diversify our product sales.
- (6) For asset activation, we will carry out land activation, reduce idle production capacity, actively execute the plan for Qigu Recreation Area, and improve our human force assets.
- (7) Green energy development: Continuing to develop the "circular economy" and building its own solar power plant to expand its renewable energy business and stabilize its long-term 20-year revenue.

2. Production

- (1) We will take a full evaluation of the product benefits and reduce slow moving inventory to improve inventory turnover.
- (2) We will consider using online monitoring equipment and artificial intelligence (AI) to improve process management, productivity, and quality, to increase OEM orders, and to evaluate the cost-effectiveness of each factory
- (3) Implementing various quality management policies, strengthening quality control of upstream raw materials, ensuring product quality and safety, and implementing a product history system.
- (4) (1) Continue to implement the new steam and power generation equipment replacement project to improve the efficiency of power

generation and achieve energy saving and carbon reduction. Management

3. Management

- (1) In line with the business strategy, the Company will use manpower flexibly and effectively to drive business growth and productivity. Through restructuring and manpower adjustment, the Company expects to make various reforms to integrate corporate resources and to improve operational performance.
- (2) By implementing key performance indicators (KPI) and an employee evaluation system, as well as pay adjustments and bonuses, the Company expects to increase the linkage between compensation and individual performance and business performance.
- (3) In response to the new pneumonia epidemic, we are fully in line with the policies and regulations of the Central Epidemic Command Centre to implement the cleaning and disinfection of all units/premises and to ensure the safe and normal operation of the enterprise.

(II) Sales Volume Forecast for 2023 and Its Basis

The sales volume forecast for major lines of business is as follows:

Item	Year	Sales Volume Forecast for 2023	Unit
Salt		Approx. 260,000	Metric ton
Bottled Water		Approx. 90,000	Metric ton
Cosmetics		Approx. 550,000	Bottle/Box/Set
Cleaning Products		Approx. 2,720,000	Bottle/Box/Set
Health Food		Approx. 1,590,000	Bottle/Box/Set

Note: The sales plan is made based on the production capacity and market changes:

1. The sales forecast on salt is made based on the average monthly sales in 2022.
2. The sales forecast on bottled water is made based on the estimated delivery volumes of system distributors, franchisees, and regular chains.
3. The sales forecast on biotech products, which include skin care products, cleaning products, and health foods, is made based on the estimated delivery volumes of franchisees, system distributors, and regular chains.

(III) Production and Sales Policy

Based on different business models, the Company's production strategy is generally classed as inventory-based (salt), plan-based (bottled water, skin care products, health products, and cleaning products), and order-based (customized products) production. The Company implements inventory management to meet market demand and prompt and proper supply and to effectively reduce inventory costs.

V. Conclusion

The development of Taiyen has been closely linked to the growth of the Taiwanese economy, and the company will celebrate its 71st anniversary in April 2023. In addition to its core value of innovation and excellence, the company has been carrying out the important task of stabilising the supply of salt for the people's

livelihood and the country's economic development. With the brand vision of pure marine energy inspiring infinite health and vitality, the company has developed its business in packaged drinking water, maintenance products, cleaning products, health care products, Qigu Salt Plant and the Tongxiao Tourism and Cultural Park. Facing the rapidly changing market, Taiyen allows consumers to feel the trustworthiness of "Taiyen" as a partner based on our existing corporate advantages. We are also cooperating with Southeast Asian countries based on our quality strength. In response to the post-epidemic era, the Company will speed up digital transformation through e-commerce and smart workflows to create profits. Taiyen possesses the corporate culture of honesty, contribution, and inheritance and the corporate values of integrity and prudence. Adhering to an attitude of responsibility to consumers, we continue to create maximum interest for shareholders by making ourselves a professional, innovative, and efficient enterprise. At the same time, we also uphold a macro vision, follow the global trend and actively cooperate with government policies, invest in our own power plant operation, develop solar power business, actively promote clean and sustainable green solar energy and give back to the community, promote the new generation of environmental protection energy, and protect this piece of land that is Taiwan with all our heart.

Chairman:



Managerial officers:



Head of accounting:



Taiyen Biotech Co., Ltd.**Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2022 Business Report, Earnings Distribution Plan, and Financial Statements. Of these items, the Financial Statements have been audited by CPAs Tseng, Yu-Chu and Lee, Fang-Wen from EY Taiwan. The Audit Committee has reviewed the aforementioned financial statements and documents, and concluded all information is presented fairly. We hereby submit this report pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To:

2023 General Shareholders' Meeting of Taiyen Biotech Co., Ltd.

Taiyen Biotech Co., Ltd.

Convener of Audit Committee:

Lee, Chialing

March 10, 2023

Description of Amendments to Articles 3, 7 and 19 Regulations Governing Procedure for Board of Directors Meetings of Public Companies

The Regulations Governing Procedure for Board of Directors Meetings of Public Companies (hereinafter referred to as the “Regulations”) were adopted on March 28, 2006 under the authority of Article 26-3, Paragraph 8, of the Securities and Exchange Act, and have been amended four times. In order to strengthen corporate governance, these Regulations have been amended. The main points of the amendments are listed as follows:

1. Considering the significant matters related to the operation of the Company, the Directors shall have sufficient information and time to evaluate the motions before making decisions. The matters in Article 7, Paragraph 1 shall be amended to be listed in the reasons for the convening of the meeting, and shall not be proposed on the basis of urgent matters or justifiable reasons on an extempore motion basis. (Amendments to Article 3)
2. The Company Act stipulates that the election of the Chairman of the Board of Directors shall be resolved by the Board of Directors or the Managing Directors, and his or her discharge shall also be resolved by the Board of Directors or the Managing Directors that originally elected him or her. Since the election and discharge of the Chairman of the Board of Directors are both important matters for the Company, the election or discharge of the Chairman should be brought to the Board of Directors or the Managing Directors for discussion. (Amendments to Articles 7 and 19)

Comparison Table of the amendments to Articles 3, 7 and 19 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies

Amended Article	Current Article	Description
<p>Article 3 A Board of Directors shall meet at least quarterly, which shall be set out in the rules of procedure.</p> <p>The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance.</p> <p>In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding Paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 7, Paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extempore motion.</p>	<p>Article 3 A Board of Directors shall meet at least quarterly, which shall be set out in the rules of procedure.</p> <p>The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance.</p> <p>In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding Paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 7, Paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extempore motion, <u>unless there is a sudden emergency or justifiable reason.</u></p>	<p>1. Paragraphs 1 to 3 were not amended.</p> <p>2. In view of the fact that Article 7, Paragraph 1, is an important matter related to the operation of the Company, it should be stated in the reason for the meeting, so that the Directors have sufficient information and time to evaluate their proposals before making a decision. The proviso in Paragraph 4 is deleted. Matters specified in Article 7, Paragraph 1, shall be listed in the reason for the meeting, and shall not be raised as an extempore motion. In addition, the Company may convene a meeting of the Board of Directors at any time if there is an urgent matter that should be brought up for discussion in accordance with the provisions of the second Paragraph, which should not affect the normal operation of the Company's business or operations. The emergency Board meeting shall be convened at a place and time convenient for the Directors to attend in accordance with Article 4, and the contents of the Board meeting and meeting information shall be sent to the Board members together with the notice of the meeting in accordance with Article 5.</p>

<p>Article 7 A company shall submit the following items for discussion by the Board of Directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system. 	<p>Article 7 A company shall submit the following items for discussion by the Board of Directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system. 	<ol style="list-style-type: none"> 1. In accordance with Article 208, Paragraphs 1 and 2 of the Company Act, the election of the Chairman of the Board of Directors is the authority of the Board of Directors or Managing Directors. Although the Company Act does not expressly state the procedure for the discharge of the Chairman of the Board of Directors, it is determined by the Ministry of Economic Affairs' letter No. O94O21O599O dated August 2, 2005, which states that the manner of discharge of the Chairman of the Board of Directors is not expressly stated in the Company Act, and if not otherwise provided in the Company Act, it is reasonable to rely on the resolution of the originally elected Board of Directors or Managing Directors.
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<p>4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p><u>6. If the Board of Directors does not have Managing Directors, the election or discharge of the Chairman of the Board of Directors shall be submitted for discussion to the Board of Directors.</u></p> <p>7. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p>9. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority. The term "related party" in subparagraph 8 of the preceding</p>	<p>4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p>6. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p>8. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority. The term "related party" in subparagraph 7 of the preceding Paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual</p>	<p>2. With reference to the above provisions of the Company Act and the letter from the Ministry of Economic Affairs, and based on the fact that the discharge and election of the Chairman are both important matters of the Company, a new Paragraph 6 is added to clarify that if the Board of Directors does not have a Managing Director, the election or discharge of the Chairman shall be submitted for discussion to the Board of Directors. Current Paragraphs 6 to 8 are transferred to Paragraphs 7 to 9. In accordance with Article 208, Paragraph 2 of the Company Act, the Chairman of the Board of Directors shall be elected by the Managing Directors in accordance with the procedures and regulations governing the election and discharge of the Chairman of the Board of Directors, and the provisions of Article 19 shall be amended accordingly.</p> <p>3. The second Paragraph is amended to match the Paragraphs involved in the amendment of the first Paragraph, the third to fifth Paragraphs are not amended.</p>
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<p>Paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p>	<p>donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding Paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p>	
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<p>The term "within a 1-year period" in the preceding Paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in Paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.</p> <p>If a company has an Independent Director or Directors, at least one Independent Director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors under Paragraph 1, each Independent Director shall attend in person; if an Independent Director is unable to attend in person, he or she shall appoint another Independent Director to attend as his or her proxy. If an Independent Director expresses any objection or reservation about a matter, it shall be recorded in the Board meeting minutes. An Independent Director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p>	<p>For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in Paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.</p> <p>If a company has an Independent Director or Directors, at least one Independent Director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors under Paragraph 1, each Independent Director shall attend in person; if an Independent Director is unable to attend in person, he or she shall appoint another Independent Director to attend as his or her proxy. If an Independent Director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An Independent Director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p>	
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<p>Article 19 If the Board of Directors has Managing Directors, the provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Article 9, and Articles 11 to the <u>preceding</u> article shall apply mutatis mutandis to the procedure for meetings of the Managing Directors and <u>the provisions of Paragraph 4 of Article 3 shall apply mutatis mutandis to the election or discharge of the Chairman of the Board of Directors.</u> However, if a meeting of Managing Directors is scheduled to be convened within seven days, the notice to each Managing Director may be made two days in advance.</p>	<p>Article 19 If the Board of Directors has Managing Directors, the provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Article 9, and Articles 11 to Article <u>18</u> shall apply mutatis mutandis to the procedure for meetings of the Managing Directors. However, if a meeting of Managing Directors is scheduled to be convened within seven days, the notice to each Managing Director may be made two days in advance.</p>	<p>In the event that the Board of Directors has a Managing Director, the provisions governing the election or discharge of the Chairman of the Board of Directors shall be the same as those set forth in Paragraphs 1 and 2 of Article 7.</p>
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Directives in the name Formulation of Regulations of Taiyen Biotech Co., Ltd.

Formulated on January 2,2009 Taiyen Letter No. 09850000600

Amended on October 18, 2017 Taiyen Letter No. 10680107200

1. In order to have a standardized name formulation for the Company's regulations, this Directive is formulated.
2. The name of the Company's regulations can be divided into four types according to the level of approval and the complexity of the content:
 - (1) Articles of Incorporation (2) Regulations (3) Directives (4) Rules/instructions; exceptions to this Directive may be made in special circumstances or by laws and regulations.
3. Articles of Incorporation: those that need to be submitted to the Shareholders' meetings for approval, those that fall within the specified Company's business scope and various stock affairs, in Paragraphs.
4. Regulations: those that need to be submitted to the Board of Directors' meetings for approval, those that fall within the prescribed Company business standards, in Paragraphs.
5. Directives: those that need to be submitted to the Chairman of the Board of Directors for approval, those that fall within the scope of the method, time limit or responsibility of prescribed affairs, in bullet lists.
6. Rules/instructions: those that need to be submitted to the General Manager of Headquarters for approval, those that need to be submitted to supervisors of each unit authorized by an external unit for approval, those that fall within the criteria, paradigm or standard of prescribed actions, in bullet lists.

7. The original name of the regulations before the implementation of this Directive can still be used, but the new or additional regulations after the announcement and implementation of this Directive need to be formulated according to the Directive.
8. The name of each regulation should be clearly marked on the first column of the first page of the announcement document, and the release date (year, month, day), issue number, and formulation (amendment) should be indicated in the second column on the right, and should be added column by column according to the amendment status.
9. This Directive should be announced and implemented after approval by the Chairman of the Board of Directors, and the same applies to amendments.

Comparison Table of partial amendments to the Rules of Procedure for Board of Directors Meetings of Taiyen Biotech Co., Ltd.

Amended Article	Current Article	Description
<p>Regulation Name</p> <p><u>Regulations</u> Governing Procedure for Board of Directors Meetings of Taiyen Biotech Co., Ltd.</p>	<p>Regulation Name</p> <p><u>Rules</u> Governing Procedure for Board of Directors Meetings of Taiyen Biotech Co., Ltd.</p>	<p>In accordance with the Company's "Directives in the name Formulation of Regulations", the Company's "Rules Governing Procedure for Board of Directors Meetings" was renamed "Regulations Governing Procedure for Board of Directors Meetings", this falls within the prescribed Company business standards and is to be submitted to the Board of Directors for approval.</p>
<p>Article 3</p> <p>The Company's Board of Directors shall meet once every two months.</p> <p>The reasons for calling a Board of Directors meeting shall be notified to each Director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding Paragraph may be effected by means of electronic transmission (including but not limited to e-mail, line or other communication softwares, file hosting service transmission, etc.) or fax, after obtaining prior</p>	<p>Article 3</p> <p>The Company's Board of Directors shall meet once every two months.</p> <p>The reasons for calling a Board of Directors meeting shall be notified to each Director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding Paragraph may be effected by means of electronic transmission (including but not limited to e-mail, line or other communication softwares, file hosting service transmission, etc.) or fax, after obtaining prior</p>	<ol style="list-style-type: none"> 1. Paragraphs 1 to 3 are not amended. 2. In view of the fact that Article 7, Paragraph 1, is an important matter related to the operation of the Company, it should be stated in the reason for the meeting, so that the Directors have sufficient information and time to evaluate their proposals before making a decision. Matters specified in Article 7, Paragraph 1, shall be listed in the reason for the meeting, and shall not be raised as an extempore motion.

Amended Article	Current Article	Description
<p>consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 7, Paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extempore motion.</p>	<p>consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 7, Paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extempore motion, <u>unless there is a sudden emergency or justifiable reason.</u></p>	
<p>Article 7</p> <p>A company shall submit the following items for discussion by the Board of Directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. The annual financial report signed or sealed by the Chairman of the Board of Directors, the Manager and the Accountant Supervisor, and the second quarterly financial report subject to be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system. 4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or 	<p>Article 7</p> <p>A company shall submit the following items for discussion by the Board of Directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. The annual financial report signed or sealed by the Chairman of the Board of Directors, the Manager and the Accounting Supervisor, and the second quarterly financial report subject to be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system. 4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or 	<ol style="list-style-type: none"> 1. With reference to the above provisions of the Company Act and the letter from the Ministry of Economic Affairs, and based on the fact that the discharge and election of the Chairman are both important matters of the Company, a new Paragraph 6 is added to clarify that if the Board of Directors does not have a Managing Director, the election or discharge of the Chairman shall be submitted for discussion to the Board of Directors. Current subparagraphs 6 to 8 are transferred to subparagraphs 7 to 9. In accordance with Article 208, Paragraph 2 of the Company Act, the Chairman of the Board of Directors shall be elected by the Managing Directors in

Amended Article	Current Article	Description
<p>operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p><u>6. If the Board of Directors does not have Managing Directors, the election or discharge of the Chairman of the Board of Directors.</u></p> <p><u>7.</u> The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p><u>8.</u> A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p><u>9.</u> Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the</p>	<p>operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p>6. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p>8. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph 7 of the preceding Paragraph means a related party as defined in the Regulations</p>	<p>accordance with the procedures and regulations governing the election and discharge of the Chairman of the Board of Directors.</p> <p>2. The second Paragraph is amended to match the subparagraph involved in the first Paragraph, the third to fifth Paragraphs are not amended.</p>

Amended Article	Current Article	Description
<p>competent authority.</p> <p>The term "related party" in subparagraph 8 of the preceding Paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding Paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in Paragraph 2 above shall be</p>	<p>Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding Paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in Paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.</p> <p>If a company has an independent director or directors, at least one</p>	

Amended Article	Current Article	Description
<p>calculated instead as 2.5 percent of shareholder equity.</p> <p>If a company has an independent director or directors, at least one independent director shall attend each meeting in person.</p> <p>In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under Paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p>	<p>independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under Paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p>	
<p>Article 19</p> <p>If the Board of Directors has Managing Directors, the</p>	<p>Article 19</p> <p>If the Board of Directors has Managing Directors, the</p>	<p>In the event that the Board of Directors has a Managing Director, the provisions</p>

Amended Article	Current Article	Description
<p>provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Article 9, and Articles 11 to the <u>preceding</u> article shall apply mutatis mutandis to the procedure for meetings of the Managing Directors and <u>the provisions of Paragraph 4 of Article 3 shall apply mutatis mutandis to the election or discharge of the Chairman of the Board of Directors.</u> However, if a meeting of Managing Directors is scheduled to be convened within seven days, the notice to each Managing Director may be made two days in advance.</p>	<p>provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Article 9, and Articles 11 to Article <u>18</u> shall apply mutatis mutandis to the procedure for meetings of the Managing Directors. However, if a meeting of Managing Directors is scheduled to be convened within seven days, the notice to each Managing Director may be made two days in advance.</p>	<p>governing the election or discharge of the Chairman of the Board of Directors shall apply mutatis mutandis as those set forth in Paragraph 4 of Article 3.</p>
<p>Article 20 This proceeding <u>Regulation</u> shall come into effect upon the approval of the Board of Directors. The same procedure is applicable to any amendments thereto. On April 17, 2006, the Fourth Meeting of the Seventh Board of Directors formulated these rules. On February 22, 2008, the first amendment was made at the Fourth Meeting of the Eighth Board of Directors. On March 26, 2010, the second amendment was made at the</p>	<p>Article 20 This proceeding <u>Rules</u> shall come into effect upon the approval of the Board of Directors. The same procedure is applicable to any amendments thereto. On April 17, 2006, the Fourth Meeting of the Seventh Board of Directors formulated these rules. On February 22, 2008, the first amendment was made at the Fourth Meeting of the Eighth Board of Directors. On March 26, 2010, the second amendment was made at the</p>	<ol style="list-style-type: none"> 1. The amendment from “Rules Governing Procedure for Board of Directors Meetings” to “Regulations Governing Procedure for Board of Directors Meetings”. 2. Added the date for the amended articles.

Amended Article	Current Article	Description
<p>Twenty-ninth Meeting of the Eighth Board of Directors.</p> <p>On January 25, 2013, the third amendment was made at the Twenty-seventh Meeting of the Ninth Board of Directors.</p> <p>On March 25, 2016, the fourth amendment was made at the Thirty-fourth Meeting of the Tenth Board of Directors.</p> <p>On March 23, 2018, the fifth amendment was made at the Fifteenth Meeting of the Eleventh Meeting of the Board of Directors, except for the amendment to Article 7, which shall be effective upon the approval of the Board of Directors, the other amendments shall be effective upon the re-election of the Twelfth Board of Directors.</p> <p>On February 21, 2020, the sixth amendment was made at the Fifth Meeting of the Twelfth Board of Directors.</p> <p>On February 3, 2023, the seventh amendment was made at the Fifth Meeting of the Thirteenth Board of Directors.</p>	<p>Twenty-ninth Meeting of the Eighth Board of Directors.</p> <p>On January 25, 2013, the third amendment was made at the Twenty-seventh Meeting of the Ninth Board of Directors.</p> <p>On March 25, 2016, the fourth amendment was made at the Thirty-fourth Meeting of the Tenth Board of Directors.</p> <p>On March 23, 2018, the fifth amendment was made at the Fifteenth Meeting of the Eleventh Meeting of the Board of Directors, except for the amendment to Article 7, which shall be effective upon the approval of the Board of Directors, the other amendments shall be effective upon the re-election of the Twelfth Board of Directors.</p> <p>On February 21, 2020, the sixth amendment was made at the Fifth Meeting of the Twelfth Board of Directors.</p>	

Rules Governing Procedure for Board of Directors Meetings of Taiyen Biotech Co., Ltd.

- Article 1 These Rules are adopted pursuant to Article 26-3, Paragraph 8, of the Securities and Exchange Act.
- Article 2 This Company's rules of procedure for meetings of its Board of Directors; the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with these Regulations, except as otherwise provided by laws or regulations.
- Article 3 The Company's Board of Directors shall meet once every two months.
The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.
The notice set forth in the preceding Paragraph may be effected by means of electronic transmission (including but not limited to e-mail, line, or other communication softwares, file hosting service transmission, etc.) or fax, after obtaining prior consent from the recipients thereof.
All matters set out in the subparagraphs of Article 7, Paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extempore motion, unless there is a sudden emergency or justifiable reason.
- Article 4 A board of directors meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding such a meeting.
- Article 5 The Company's agenda working group is the Chairman's office, which is responsible for the business related to the administrative affairs of the Board of Directors.
When the Board of Directors is convened, the staff of the agenda working group shall prepare agenda items for Board of Directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.
A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials.
If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 6 Agenda items for regular board of directors meetings shall include at least the following:

1. Reports:
 - A. Minutes of the last meeting and actions arising.
 - B. Reporting on important financial and business matters.
 - C. Reporting on internal audit activities.
 - D. Other important matters

to be reported.

2. Discussions:
 - A. Items discussed and continued from the last meeting.
 - B. Items for discussion at

this meeting.

3. Extempore motions.

Article 7 A company shall submit the following items for discussion by the Board of Directors: 1. Corporate business plan.

2. The annual financial report signed or sealed by the Chairman of the Board of Directors, the Manager and the Accounting Supervisor, and the second quarterly financial report subject to be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The appointment or discharge of a financial, accounting, or internal audit officer.
7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
8. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding Paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding Paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in Paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.

If a company has an independent director or directors, at least one independent director

shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under Paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 8 Apart from matters referred to in Paragraph 1 of the preceding article, which are required to be submitted for discussion by the Board of Directors, when the Board of Directors delegates any exercise of its powers pursuant to laws or regulations or the company's articles of incorporation, matters such as the level and substance of the delegation shall be concretely and specifically set out.

Article 9 When a meeting of the Board of Directors is held, an attendance book shall be made ready for signature by Directors attending the meeting and thereafter made available for future reference.

All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company's articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy under Paragraph 2 may accept a proxy from one person only.

Article 10 Where a meeting of the Board of Directors is called by the Chairperson of the Board, the meeting shall be chaired by the Chairperson. However, where the first meeting of each newly elected Board of Directors is called by the Director who received votes representing the largest portion of voting rights at the Shareholders' meeting in which the Directors were elected, the meeting shall be chaired by that Director; if there are two or more Directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

When the Chairperson of the Board is on leave or for any reason is unable to exercise the powers of the Chairperson, the Vice Chairperson shall do so in place of the Chairperson, or, if there is no Vice Chairperson or the Vice Chairperson also is on leave or for any reason is unable to act, by a Managing Director designated by the Chairperson, or, if there is no Managing Director, by a Director designated thereby, or, if the Chairperson does not make such a designation, by a Managing Director or Director elected by and from among themselves.

Article 11 When the Board of Directors is convened, the management department or the agenda working group shall prepare relevant materials for the Directors attending the meeting to consult at any time. When holding a meeting of the Board of Directors, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants.

When necessary, the company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

- Article 12 When the time of a meeting has arrived and one-half all Board Directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements may be made.
If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 3, Paragraph 2. The term “all Board Directors “ as used in the preceding Paragraph and in Article 17, Paragraph 2, subparagraph 2 shall be calculated as the number of Directors then in office.
- Article 13 A Board of Directors meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of Directors present at the meeting.
The meeting chair may not declare the meeting closed without the approval of a majority of Directors present at the meeting.
If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case Paragraph 1 of the preceding article shall apply mutatis mutandis.
- Article 14 When the chair at a Board of Directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.
When a proposal comes to a vote at a Board of Directors meeting, if the chair puts the matter before all Directors present at the meeting and none voices an objection, the matter is deemed approved. If there is any objection after consultation with the chairman, it shall be put to vote.
“All Directors present at the meeting” in the preceding two Paragraphs does not include Directors prohibited from exercising voting rights pursuant to Article 16, Paragraph 1. The Chairman shall choose one of the following provisions for the purpose of voting, but in case of disagreement among those present, a majority opinion shall be sought to determine the method of voting:
1. Vote by show of hands.
 2. Roll-call vote.
 3. Vote by ballots.
 4. Voting method as determined by the Company.
- Article 15 Except as otherwise stated in the Act or in the Company Act, a resolution on a matter at a Board of Directors meeting requires the approval of a majority of the Directors present at the meeting that shall be attended by a majority of all Directors.
In the event of amendments or substitutions to the same motion, the Chairman shall determine the order of voting thereon together with the original motion. However, if one of the motions has been passed, the other motions shall be deemed to be rejected and no further voting is required.
The Chairman of the meeting shall appoint a scrutineer and a teller for voting on a motion if needed, but the scrutineer shall be a Director.
The results of the voting shall be reported on the spot and recorded.
- Article 16 If any Director or a juristic person represented by a Director is an interested party with respect to any agenda item, the Director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the Director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.
Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding

Paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

The provisions of Article 180, Paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, Paragraph 4 of that Act, apply to resolutions of board of directors meetings when a director is prohibited by the preceding two Paragraphs from exercising voting rights.

Article 17

Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 7, Paragraph 5.
8. Extempore motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
9. Other matters to be recorded.

In relation to a resolution passed at a meeting of the Board of Directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. Any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all Board Directors. The attendance book forms a part of the minutes for each Board of Directors meeting and shall be well preserved during the existence of the Company.

The minutes of a Board of Directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each Director within 20 days after the meeting and well preserved as important company records during the existence of the Company.

The production and distribution of the meeting minutes referred to in Paragraph 1 may be done in electronic form.

Article 18

The Company shall record on audio or video tape the entire proceedings of a Board of Directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding Paragraph any litigation arises in connection with a resolution of a Board of Directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a Board of Directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Company.

Article 19 If the Board of Directors has Managing Directors, the provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Article 9, and Articles 11 to Article 18 shall apply mutatis mutandis to the procedure for meetings of the Managing Directors. However, if a meeting of Managing Directors is scheduled to be convened within seven days, the notice to each Managing Director may be made two days in advance.

Article 20 This proceeding Rules shall come into effect upon the approval of the Board of Directors. The same procedure is applicable to any amendments thereto.
On April 17, 2006, the Fourth Meeting of the Seventh Board of Directors formulated these rules.
On February 22, 2008, the first amendment was made at the Fourth Meeting of the Eighth Board of Directors.
On March 26, 2010, the second amendment was made at the Twenty-ninth Meeting of the Eighth Board of Directors.
On January 25, 2013, the third amendment was made at the Twenty-seventh Meeting of the Ninth Board of Directors.
On March 25, 2016, the fourth amendment was made at the Thirty-fourth Meeting of the Tenth Board of Directors.
On March 23, 2018, the fifth amendment was made at the Fifteenth Meeting of the Eleventh Meeting of the Board of Directors, except for the amendment to Article 7, which shall be effective upon the approval of the Board of Directors, the other amendments shall be effective upon the re-election of the Twelfth Board of Directors.
On February 21, 2020, the sixth amendment was made at the Fifth Meeting of the Twelfth Board of Directors.

Independent Auditors' Report Translated from Chinese

To TAIYEN BIOTECH CO., LTD.

Opinion

We have audited the accompanying consolidated balance sheets of TAIYEN BIOTECH CO., LTD. and its subsidiaries (hereinafter referred to as “the Group”) as of 31 December 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies (together “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2022 and 2021, and their consolidated financial performance and cash flows for the years ended 31 December 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the 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 of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2022 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, and we do not provide a separate opinion on these matters.

Disclosure of investment property fair value

As of 31 December 2022, the Group's net investment property at cost amounted to NT\$1,259,749 thousand, and constituted 16% of total consolidated assets, and is significant to financial statements. Considering the evaluation process on the fair value of the investment property made by management is complicated, and related assumptions are based on the evaluation report provided by external specialists and affected by expected future market or economy, we therefore determined this a key audit matter.

Our audit procedures of key assumption used in disclosure of investment property included, but not limited to, understanding the evaluation report by external specialists offered by the Group, and the methods of assumption and assessment used, especially the rent and land price of the investment property, which we compared to open market information to analyze the reasonability. We also used internal specialists to assist in evaluating the reasonability of the assumption and assessment method made by external specialists used by the Group.

We also assessed the adequacy of disclosures of the investment property. Please refer to Notes V and VI(9) to the Group's consolidated financial statements.

Valuation for slow-moving inventories

As of 31 December 2022, the Group's net inventories amounted to NT\$407,366 thousand, and constituted 5% of total consolidated assets. Considering that the assessment of slow-moving inventories should take into consideration product validity period and changes in market, therefore involving significant judgement of management, and that the amount of inventory write-downs was significant to the Group, we determined this as a key audit matter.

Our audit procedures included, but not limited to, testing the effectiveness of internal control on inventories established by management; evaluating the appropriateness of management's accounting policies regarding slow-moving and obsolete inventory, including sample testing the accuracy of inventory aging interval and reviewing the consumption of raw material and sales of finished goods; and evaluating the reasonableness of the policy of slow-moving inventories and the circumstances in which loss of slow-moving inventories should be individually booked.

We also assessed the adequacy of disclosures of inventories. Please refer to Notes V and VI(7) to the Group's consolidated financial statements.

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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China 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 ability to continue as a going concern of the Group, 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 audit committee or supervisors, are responsible for overseeing the financial reporting process of the Group.

Auditor's 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 auditor's 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 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 Standards on Auditing of the Republic of China, we exercise professional judgment and maintain 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 control.
2. Obtain an understanding of internal control 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 internal control of the Group.
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 ability to continue as a going concern of the Group. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's 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 accompanying notes, 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 control 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 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company for the years ended 31 December 2022 and 2021.

Tseng, Yu-Che

Lee, Fang-Wen

Ernst & Young, Taiwan
10 March 2023

Notice to Readers

The accompanying financial statements are intended only to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China on Taiwan and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

English Translation of Financial Statements Originally Issued in Chinese
 TAIYEN BIOTECH CO.,LTD. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 31 December 2022 and 2021
 (Expressed in thousands of New Taiwan Dollars)

ASSETS	Notes	31 Dec. 2022	31 Dec. 2021	LIABILITIES AND SHAREHOLDERS' EQUITY	Notes	31 Dec. 2022	31 Dec. 2021
Current assets				Current liabilities			
Cash and cash equivalents	IV/VI.1	\$1,529,098	\$1,725,781	Short-term borrowings	IV/VI.11	\$20,000	\$287,530
Current financial assets at fair value through profit or loss	IV/VI.2	353,179	353,539	Current contract liabilities	IV/VI.16	102,230	79,020
Current financial assets at fair value through other comprehensive income	IV/VI.3	-	1,060	Notes payable		132,924	114,565
Current financial assets at amortised cost	IV/VI.4、17/VIII	4,944	3,400	Accounts payable		266,136	370,732
Current contract assets	IV/VI.16、17	472,758	562,007	Other payables		288,752	310,441
Notes receivable, net	IV/VI.5、17	2,006	4,580	Current tax liabilities	IV/VI.22	42,170	79,754
Accounts receivable, net	IV/VI.6、17	175,518	191,016	Lease liabilities, current	IV/VI.18	9,270	10,755
Inventories, net	IV/VI.7	407,366	395,020	Long-term liabilities, current portion	IV/VI.12/VIII	8,646	4,287
Other current assets		149,088	158,307	Other current liabilities		55,921	48,294
Total current assets		<u>3,093,957</u>	<u>3,394,710</u>	Total current liabilities		<u>926,049</u>	<u>1,305,378</u>
Non-current assets				Non-current liabilities			
Non-current financial assets at amortised cost	IV/VI.4、17/VIII	33,960	33,960	Long-term borrowings, non-current portion	IV/VI.12/VIII	68,927	53,082
Property, plant and equipment	IV/VI.8	3,674,664	3,516,738	Deferred tax liabilities	IV/VI.22	34,232	34,083
Right-of-use assets	IV/VI.18	38,198	47,265	Lease liabilities, non-current	IV/VI.18	28,594	36,328
Investment properties	IV/VI.9、18	1,259,749	1,352,763	Long-term deferred revenue	IV/VI.13	320,053	332,918
Intangible assets		5,341	8,530	Net defined benefit liability, non-current	IV/VI.14	62,387	108,806
Deferred tax assets	IV/VI.22	72,124	87,223	Guarantee deposits		108,534	82,414
Refundable deposits		6,037	5,445	Other non-current liabilities, others		986	1,254
Other non-current assets	IV/VI.10	27,636	21,006	Total non-current liabilities		<u>623,713</u>	<u>648,885</u>
Total non-current assets		<u>5,117,709</u>	<u>5,072,930</u>	Total liabilities		<u>1,549,762</u>	<u>1,954,263</u>
				Equity attributable to the parent company			
				Common stock	IV/VI.15	2,000,000	2,000,000
				Capital surplus	IV/VI.15	2,501,718	2,501,686
				Retained earnings	IV/VI.15		
				Legal reserve		1,346,026	1,305,944
				Special reserve		45,420	45,420
				Unappropriated earnings		631,044	510,281
				Subtotal		<u>2,022,490</u>	<u>1,861,645</u>
				Other equity		(2,994)	(2,157)
				Non-controlling interests	VI.15	140,690	152,203
				Total equity		<u>6,661,904</u>	<u>6,513,377</u>
Total assets		<u>\$8,211,666</u>	<u>\$8,467,640</u>	Total liabilities and equity		<u>\$8,211,666</u>	<u>\$8,467,640</u>

English Translation of Financial Statements Originally Issued in Chinese
 TAIYEN BIOTECH CO.,LTD. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 For the years ended 31 December 2022 and 2021
 (Expressed in thousands of New Taiwan Dollars, except for earnings per share)

ITEMS	NOTE	2022.1.1~ 2022.12.31	2021.1.1~ 2021.12.31
Operating revenue	IV/VI.16/VII	\$3,613,607	\$4,095,651
Operating costs	IV/VI.7、10、14、19	(2,337,002)	(2,722,415)
Gross profit		1,276,605	1,373,236
Operating expenses	IV/VI.10、14、17、18、19		
Sales and marketing expenses		(553,681)	(568,472)
General and administrative expenses	VII	(217,234)	(217,990)
Research and development expenses		(60,640)	(57,597)
Subtotal		(831,555)	(844,059)
Operating income		445,050	529,177
Non-operating income and expenses			
Other revenue	IV/VI.20	121,579	75,045
Other gains and losses	IV/VI.10、20	(31,519)	(88,362)
Financial costs	IV/VI.20	(4,523)	(5,942)
Subtotal		85,537	(19,259)
Income from continuing operations before income tax		530,587	509,918
Income tax expense	IV/VI.22	(103,071)	(97,756)
Net income		427,516	412,162
Other comprehensive income (loss)	IV/VI.21		
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of the defined benefit plan		41,070	9,495
Unrealized gains (losses) from equity instruments investments measured at fair value through other comprehensive income		206	952
Income tax related to items that will not be reclassified subsequently		(8,214)	(1,899)
Items that may be reclassified subsequently to profit or loss			
Exchange differences resulting from translating the financial statements of foreign operations		242	(115)
Total other comprehensive income, net of tax		33,304	8,433
Total comprehensive income		\$460,820	\$420,595
Net income attributable to:			
Stockholders of the parent		\$426,704	\$393,227
Non-controlling interests		\$812	\$18,935
Comprehensive income attributable to:			
Stockholder of the parent		\$460,008	\$401,660
Non-controlling interests		\$812	\$18,935
Earnings per share (NTD)	VI.23		
Earnings per share-basic		\$2.13	\$1.97
Earnings per share-diluted		\$2.13	\$1.96

English Translation of Financial Statements Originally Issued in Chinese

TAIYEN BIOTECH CO.,LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended 31 December 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

ITEMS	Equity attributable to the parent company							Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Common stock	Capital surplus	Retained earnings			Other equity				
			Legal reserve	Special reserve	Unappropriated earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) on financial assets at fair value through other comprehensive income			
Balance as of 1 January 2021	\$2,000,000	\$2,501,653	\$1,269,873	\$45,420	\$415,529	\$(3,121)	\$127	\$6,229,481	\$134,747	\$6,364,228
Appropriation and distribution of 2020 retained earnings										
Legal reserve	-	-	36,071	-	(36,071)	-	-	-	-	-
Cash dividends	-	-	-	-	(270,000)	-	-	(270,000)	-	(270,000)
Other changes in additional paid-in capital	-	33	-	-	-	-	-	33	-	33
Net income for the year ended 31 December 2021	-	-	-	-	393,227	-	-	393,227	18,935	412,162
Other comprehensive income (loss) for the year ended 31 December 2021	-	-	-	-	7,596	(115)	952	8,433	-	8,433
Total comprehensive income	-	-	-	-	400,823	(115)	952	401,660	18,935	420,595
Subsidiaries distribute cash dividends to non-controlling shareholders	-	-	-	-	-	-	-	-	(1,479)	(1,479)
Balance as of 31 December 2021	\$2,000,000	\$2,501,686	\$1,305,944	\$45,420	\$510,281	\$(3,236)	\$1,079	\$6,361,174	\$152,203	\$6,513,377
Balance as of 1 January 2022	\$2,000,000	\$2,501,686	\$1,305,944	\$45,420	\$510,281	\$(3,236)	\$1,079	\$6,361,174	\$152,203	\$6,513,377
Appropriation and distribution of 2021 retained earnings										
Legal reserve	-	-	40,082	-	(40,082)	-	-	-	-	-
Cash dividends	-	-	-	-	(300,000)	-	-	(300,000)	-	(300,000)
Other changes in additional paid-in capital	-	32	-	-	-	-	-	32	-	32
Net income for the year ended 31 December 2022	-	-	-	-	426,704	-	-	426,704	812	427,516
Other comprehensive income (loss) for the year ended 31 December 2022	-	-	-	-	32,856	242	206	33,304	-	33,304
Total comprehensive income	-	-	-	-	459,560	242	206	460,008	812	460,820
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	1,285	-	(1,285)	-	-	-
Subsidiaries distribute cash dividends to non-controlling shareholders	-	-	-	-	-	-	-	-	(12,325)	(12,325)
Balance as of 31 December 2022	\$2,000,000	\$2,501,718	\$1,346,026	\$45,420	\$631,044	\$(2,994)	\$-	\$6,521,214	\$140,690	\$6,661,904

English Translation of Financial Statements Originally Issued in Chinese

TAIYEN BIOTECH CO.,LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended 31 December 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

ITEMS	2022.1.1~ 2022.12.31	2021.1.1~ 2021.12.31	ITEMS	2022.1.1~ 2022.12.31	2021.1.1~ 2021.12.31
Cash flows from operating activities:			Cash flows from investing activities:		
Net income before tax	\$530,587	\$509,918	Proceeds from disposal of financial assets at fair value through other comprehensive income	1,266	1,822
Adjustments for:			Acquisition of financial assets at amortised cost	(1,544)	(1,400)
Income and expense adjustments:			Acquisition of financial assets at fair value through profit or loss	-	(34,140)
Depreciation	183,878	178,104	Proceeds from disposal of financial assets at fair value through profit or loss	-	61,109
Amortization	11,070	11,556	Acquisition of property, plant and equipment	(246,113)	(388,791)
Net (loss) on financial assets or liabilities at fair value through profit	360	1,645	Proceeds from disposal of property, plant and equipment	144	271
Interest expense	4,523	5,942	Increase in refundable deposits	(592)	-
Interest revenue	(17,875)	(10,655)	Decrease in refundable deposits	-	2,180
Losses on disposal of property, plant and equipment	1,279	1,236	Acquisition of intangible assets	(490)	(2,024)
Losses on disposals of investment property	2	-	Acquisition of investment property	-	(995)
(Gains) on disposals of other assets	(23)	-	Interest received	17,694	10,585
(Gains) on disposal of investments	-	(1,109)	Net cash (used in) investing activities	(229,635)	(351,383)
Losses on disaster	5,538	3,535			
Changes in operating assets and liabilities:			Cash flows from financing activities		
Contract assets	89,249	(189,876)	Increase in short-term loans	440,000	615,604
Notes receivable, net	2,574	(1,586)	Decrease in short-term loans	(707,530)	(358,074)
Accounts receivable, net	15,498	(25,277)	Borrowing of long-term debt	25,260	-
Inventories	(25,231)	(97,119)	Repayments of long-term debt	(5,056)	(4,287)
Other current assets	9,223	(5,472)	Increase in guarantee deposits	26,120	9,173
Contract liabilities	23,210	45,838	Payments of lease liabilities	(10,620)	(15,659)
Notes payable	17,985	22,521	Cash dividends	(300,000)	(270,000)
Accounts payable	(104,596)	187,742	Interest paid	(3,860)	(3,749)
Other payables	(21,447)	68,234	Change in non-controlling interests	(12,325)	(1,479)
Other current liabilities	7,627	7,081	Other changes in capital surplus	32	33
Net defined benefit liabilities	(5,349)	(6,209)	Net cash (used in) financing activities	(547,979)	(28,438)
Other non-current liabilities	(13,133)	(14,856)			
Cash generated from operations	714,949	691,193	Effect of exchange rate changes on cash and cash equivalents	242	(115)
Interest paid	(816)	(1,979)			
Income tax paid	(133,444)	(89,138)	Net (decrease) increase in cash and cash equivalents	(196,683)	220,140
Net cash provided by operating activities	580,689	600,076	Cash and cash equivalents at the beginning of year	1,725,781	1,505,641
			Cash and cash equivalents at the end of year	\$1,529,098	\$1,725,781

Independent Auditors' Report Translated from Chinese

To TAIYEN BIOTECH CO., LTD.

Opinion

We have audited the accompanying parent company only balance sheets of TAIYEN BIOTECH CO., LTD. (the "Company") as of 31 December 2022 and 2021, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2022 and 2021, and notes to the parent company only financial statements, including the summary of significant accounting policies (together "the parent company only financial statements").

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of the Company as of 31 December 2022 and 2021, and its financial performance and cash flows for the years ended 31 December 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditors, 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 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Disclosure of investment property fair value

As of 31 December 2022, the Company's net investment property measured at cost amounted to NT\$1,259,749 thousand, and constituted 16% of total assets of the parent company, which was material to the financial statements. Considering the evaluation process on the fair value of the investment property made by management is complicated, and related assumptions are based on the evaluation report provided by external specialists and affected by expected future market or economy, we therefore determined this a key audit matter.

Our audit procedures of key assumption used in disclosure of investment property included, but not limited to, understanding the evaluation report made by the external specialists offered by the Company, and the assumptions and assessment method used, especially the rent and land price of the investment property, which we compared to open market information to analyze the reasonability. We also enlisted internal specialists to assist in evaluating the reasonability of the assumption and assessment method made by external specialists used by the Company.

We also assessed the adequacy of disclosures of investment property. Please refer to Notes V and VI.10 to the Company's parent company only financial statements.

2. Valuation for slow-moving inventories

As of 31 December 2022, the Company's net inventories amounted to NT\$402,767 thousand, and constituted 5% of total assets. Considering that the assessment of slow-moving inventories should take into consideration product validity period and changes in market, therefore involving significant judgement of management, and that the amount of inventory write-downs was significant to the Company, we determined this as a key audit matter.

Our audit procedures included, but not limited to, testing the effectiveness of internal control on inventories established by management; evaluating the appropriateness of management's accounting policies regarding slow-moving and obsolete inventory, including sample testing the accuracy of inventory aging interval and reviewing the consumption of raw material and sales of finished goods; and evaluating the reasonableness of the policy of slow-moving inventories and the circumstances in which loss of slow-moving inventories should be individually booked.

We also assessed the adequacy of disclosures of inventories. Please refer to Notes V and VI.7 to the Company's parent company only financial statements.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the parent company only 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 control.
2. Obtain an understanding of internal control 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 internal control of the Company.
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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only 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 Company to express an opinion on the parent company only 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 control 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 2022 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Tseng, Yu-Che

Lee, Fang-Wen

Ernst & Young, Taiwan
10 March 2023

Notice to Readers

The accompanying financial statements are intended only to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China on Taiwan and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

English Translation of Financial Statements Originally Issued in Chinese

TAIYEN BIOTECH CO.,LTD.

PARENT COMPANY ONLY BALANCE SHEETS

31 December 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

ASSETS	Notes	31 Dec. 2022	31 Dec. 2021	LIABILITIES AND SHAREHOLDERS' EQUITY	Notes	31 Dec. 2022	31 Dec. 2021
Current assets				Current liabilities			
Cash and cash equivalents	IV/VI.1	\$1,393,693	\$1,375,442	Current contract liabilities	IV/VI.15	\$46,521	\$36,863
Current financial assets at fair value through profit or loss	IV/VI.2	353,179	353,539	Notes payable		132,924	114,376
Current financial assets at fair value through other comprehensive income	IV/VI.3	-	1,060	Accounts payable		77,249	64,749
Notes receivable, net	IV/VI.5、16	2,006	2,525	Other payables		262,170	268,188
Accounts receivable, net	IV/VI.6、16	167,613	164,220	Current tax liabilities	IV/VI.21	36,416	65,694
Inventories, net	IV/VI.7	402,767	331,656	Lease liabilities, current	IV/VI.17	5,859	5,592
Other current assets		25,792	22,025	Other current liabilities		46,055	42,653
Total current assets		<u>2,345,050</u>	<u>2,250,467</u>	Total current liabilities		<u>607,194</u>	<u>598,115</u>
Non-current assets				Non-current liabilities			
Non-current financial assets at amortised cost	IV/VI.4/VIII	33,960	33,960	Deferred tax liabilities	IV/VI.21	34,232	34,083
Investments accounted for using equity method	IV/VI.8	301,546	322,409	Lease liabilities, non-current	IV/VI.17	27,255	30,182
Property, plant and equipment	IV/VI.9	3,580,284	3,416,150	Long-term deferred revenue	IV/VI.12	320,053	332,918
Right-of-use assets	IV/VI.17	33,447	35,976	Net defined benefit liability, non-current	IV/VI.13	62,387	108,806
Investment properties	IV/VI.10、17	1,259,749	1,352,763	Guarantee deposits		85,280	64,354
Intangible assets		4,362	7,128	Other non-current liabilities, others		986	1,253
Deferred tax assets	IV/VI.21	67,092	86,457	Total non-current liabilities		<u>530,193</u>	<u>571,596</u>
Refundable deposits		5,475	4,569	Total liabilities		<u>1,137,387</u>	<u>1,169,711</u>
Other non-current assets	IV/VI.11	27,636	21,006	Equity attributable to the parent company			
Total non-current assets		<u>5,313,551</u>	<u>5,280,418</u>	Common stock	IV/VI.14	2,000,000	2,000,000
				Capital surplus	IV/VI.14	2,501,718	2,501,686
				Retained earnings	IV/VI.14		
				Legal reserve		1,346,026	1,305,944
				Special reserve		45,420	45,420
				Unappropriated earnings		631,044	510,281
				Subtotal		<u>2,022,490</u>	<u>1,861,645</u>
				Other equity		(2,994)	(2,157)
				Total equity		<u>6,521,214</u>	<u>6,361,174</u>
Total assets		<u>\$7,658,601</u>	<u>\$7,530,885</u>	Total liabilities and equity		<u>\$7,658,601</u>	<u>\$7,530,885</u>

English Translation of Financial Statements Originally Issued in Chinese

TAIYEN BIOTECH CO.,LTD.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended 31 December 2022 and 2021

(Expressed in thousands of New Taiwan Dollars, except for earnings per share)

ITEMS	NOTES	2022.1.1~ 2022.12.31	2021.1.1~ 2021.12.31
Operating revenues	IV/VI.15/VII	\$3,044,180	\$2,841,413
Operating costs	IV/VI.7、11、13、18	(1,826,787)	(1,628,881)
Gross profit		<u>1,217,393</u>	<u>1,212,433</u>
Operating expenses	IV/VI.11、13、16、17、18		
Sales and marketing expenses		(534,773)	(533,954)
General and administrative expenses	VII	(184,415)	(177,203)
Research and development expenses		(55,914)	(52,103)
Subtotal		<u>(775,102)</u>	<u>(763,260)</u>
Operating income		<u>442,291</u>	<u>449,173</u>
Non-operating income and expenses			
Other revenue	IV/VI.19	88,674	75,841
Other gains and losses	IV/VI.11、19	(5,641)	(86,010)
Financial costs	IV/VI.19	(685)	(1,879)
Share of profit of associates and joint ventures accounted for using equity method	IV/VI.8	3,637	39,527
Subtotal		<u>85,985</u>	<u>27,479</u>
Income from continuing operations before income tax		528,276	476,652
Income tax expense	IV/VI.21	(101,572)	(83,425)
Net income		<u>426,704</u>	<u>393,227</u>
Other comprehensive income (loss)	IV/VI.20		
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of the defined benefit plan		41,070	9,495
Unrealized gains from equity instruments investments measured at fair value through other comprehensive income		206	952
Income tax related to items that will not be reclassified subsequently		(8,214)	(1,899)
Items that may not be reclassified subsequently to profit or loss			
Exchange differences resulting from translating the financial statements of foreign operations		242	(115)
Total other comprehensive income, net of tax		<u>33,304</u>	<u>8,433</u>
Total comprehensive income		<u>\$460,008</u>	<u>\$401,660</u>
Earnings per share (NTD)	VI.22		
Earnings per share-basic		<u>\$2.13</u>	<u>\$1.97</u>
Earnings per share-diluted		<u>\$2.13</u>	<u>\$1.96</u>

English Translation of Financial Statements Originally Issued in Chinese
 TAIYEN BIOTECH CO.,LTD.
 PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
 For the years ended 31 December 2022 and 2021
 (Expressed in thousands of New Taiwan Dollars)

ITEMS	Common stock	Capital surplus	Retained earnings			Other equity		Total equity
			Legal reserve	Special reserve	Unappropriated earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) on financial assets at fair value through other comprehensive income	
Balance as of 1 January 2021	\$2,000,000	\$2,501,653	\$1,269,873	\$45,420	\$415,529	\$(3,121)	\$127	\$6,229,481
Appropriation and distribution of 2020 retained earnings								
Legal reserve	-	-	36,071	-	(36,071)	-	-	-
Cash dividends	-	-	-	-	(270,000)	-	-	(270,000)
Other changes in additional paid-in capital	-	33	-	-	-	-	-	33
Net income for the year ended 31 December 2021	-	-	-	-	393,227	-	-	393,227
Other comprehensive income (loss) for the year ended 31 December 2021	-	-	-	-	7,596	(115)	952	8,433
Total comprehensive income	-	-	-	-	400,823	(115)	952	401,660
Balance as of 31 December 2021	<u>\$2,000,000</u>	<u>\$2,501,686</u>	<u>\$1,305,944</u>	<u>\$45,420</u>	<u>\$510,281</u>	<u>\$(3,236)</u>	<u>\$1,079</u>	<u>\$6,361,174</u>
Balance as of 1 January 2022	\$2,000,000	\$2,501,686	\$1,305,944	\$45,420	\$510,281	\$(3,236)	\$1,079	\$6,361,174
Appropriation and distribution of 2021 retained earnings								
Legal reserve	-	-	40,082	-	(40,082)	-	-	-
Cash dividends	-	-	-	-	(300,000)	-	-	(300,000)
Other changes in additional paid-in capital	-	32	-	-	-	-	-	32
Net income for the year ended 31 December 2022	-	-	-	-	426,704	-	-	426,704
Other comprehensive income (loss) for the year ended 31 December 2022	-	-	-	-	32,856	242	206	33,304
Total comprehensive income	-	-	-	-	459,560	242	206	460,008
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	1,285	-	(1,285)	-
Balance as of 31 December 2022	<u>\$2,000,000</u>	<u>\$2,501,718</u>	<u>\$1,346,026</u>	<u>\$45,420</u>	<u>\$631,044</u>	<u>\$(2,994)</u>	<u>\$-</u>	<u>\$6,521,214</u>

English Translation of Financial Statements Originally Issued in Chinese

TAIYEN BIOTECH CO.,LTD.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended 31 December 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

ITEMS	2022.1.1~ 2022.12.31	2021.1.1~ 2021.12.31	ITEMS	2022.1.1~ 2022.12.31	2021.1.1~ 2021.12.31
Cash flows from operating activities:			Cash flows from investing activities		
Net income before tax	\$528,276	\$476,652	Proceeds from disposal of financial assets at fair value through other comprehensive income	1,266	1,822
Adjustments for:			Acquisition of financial assets at fair value through profit or loss	-	(34,140)
Income and expense adjustments:			Proceeds from disposal of financial assets at fair value through profit or loss	-	61,109
Depreciation	171,445	167,219	Acquisition of property, plant and equipment	(243,202)	(370,628)
Amortization	10,552	11,058	Proceeds from disposal of property, plant and equipment	-	271
Net (losses) on financial assets or liabilities at fair value through profit or loss	360	1,645	Increase in refundable deposits	(906)	-
Interest expense	685	1,879	Decrease in refundable deposits	-	2,810
Interest revenue	(17,648)	(10,615)	Acquisition of intangible assets	(395)	(2,024)
Share of (gains) of associates for using the equity method	(3,637)	(39,527)	Acquisition of investment property	-	(995)
Losses on disposal of property, plant and equipment	662	1,236	Interest received	17,467	10,545
Losses on disposals of investment property	2	-	Net cash used in investing activities	(225,770)	(331,230)
(Gains) on disposal of investments	-	(1,109)			
Losses on disaster	5,538	3,535	Cash flows from financing activities		
Changes in operating assets and liabilities:			Increase in guarantee deposits	20,926	-
Notes receivable, net	519	92	Decrease in guarantee deposits	-	(902)
Accounts receivable, net	(3,393)	(1,027)	Payments of lease liabilities	(6,458)	(11,787)
Inventories	(83,996)	(34,449)	Cash dividends	(300,000)	(270,000)
Other current assets	(3,586)	19,853	Other changes in capital surplus	32	33
Contract liabilities	9,658	8,749	Net cash used in financing activities	(285,500)	(282,656)
Notes payable	18,174	22,332			
Accounts payable	12,500	21,203	Net increase (decrease) in cash and cash equivalents	18,251	(30,913)
Other payables	(6,018)	38,414	Cash and cash equivalents at the beginning of year	1,375,442	1,406,355
Other current liabilities	3,402	4,824	Cash and cash equivalents at the end of year	\$1,393,693	\$1,375,442
Net defined benefit liabilities	(5,349)	(6,209)			
Other non-current liabilities	(13,132)	(14,857)			
Cash generated from operations	625,014	670,898			
Interest paid	(685)	(1,879)			
Dividend received	24,742	2,969			
Income tax paid	(119,550)	(89,015)			
Net cash provided by operating activities	529,521	582,973			

Taiyen Biotech Co., Ltd.
2022 Earnings Distribution Table

Item	Amount		Remarks
	Subtotal	Total	
Unappropriated Retained Earnings of Previous Years		170,199,444	1. Article 34 of the Articles of Association 2. Actuarial gains and losses on defined benefits (carried forward from other comprehensive income to retained earnings) 3. Disposal of investments in equity instruments at fair value through other comprehensive income (carried forward from other comprehensive income to retained earnings) 4. Article 35(2) of the Articles of Association The Company's current net income, after deducting the previous years' losses, shall appropriate 10% as legal reserve and special reserve according to the company laws and other regulations of R.O.C. If there is still more than the accumulated undistributed income in the previous year, the board of directors shall propose an income distribution proposal. The distribution of dividends to shareholders can be distributed at least 10% of the accumulated undistributed surplus, of which the cash portion should not be less than 50%.
Plus:			
Actuarial (losses) gains of defined benefits		32,855,910	
Disposal of investments in equity instruments at fair value through other comprehensive income		1,285,710	
Adjusted Unappropriated Retained Earnings		204,341,064	
Plus:		426,704,417	
Net income of 2022	426,704,417		
Adjusted Retained Earnings Available for Distribution		631,045,481	
Less:			
Legal Reserve		(46,084,604)	
Distribution item:		(300,000,000)	
Dividends to shareholders - cash dividends (NT\$1.5 per share)	(300,000,000)		
Unappropriated Retained Earnings		284,960,877	

Chairman of the Board :



Manager :



Head of Accounting :



**Comparison Table of the Amendments to some articles of
Rules of Procedure for Shareholders' Meetings of
Taiyen Biotech Co.**

After Amendment	Current Article	Description
<p>Article 2 (Convening of Shareholders' Meetings and Notice of Meetings) Unless otherwise provided by law, the Board of Directors shall convene a meeting of shareholders of the Company. <u>Except as otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, the convening of a Shareholders' meeting by video conference shall be specified in the Articles of Incorporation and resolved by the Board of Directors, and shall be attended by more than two-thirds of the Directors and approved by a majority of the Directors present.</u> The changes in the convening method of the Company's shareholders' meeting shall be made through the resolution by the Board, which shall be done no later than the dispatch of the meeting notice of the shareholders' meeting. The notice of the shareholders' meeting, the proxy form, and the agenda and explanatory information of each motion for recognition, discussion, election or dismissal of directors shall be sent to the Market Observation Post System (MOPS) 30 days in advance for regular meetings and 15 days in advance for extraordinary meetings. The shareholders' meeting manual and supplementary information will be sent to the Market Observation Post System (MOPS) electronically no later than 21 days before the regular shareholders'</p>	<p>Article 2 (Convening of Shareholders' Meetings and Notice of Meetings) Unless otherwise provided by law, the Board of Directors shall convene a meeting of shareholders of the Company. The changes in the convening method of the Company's shareholders' meeting shall be made through the resolution by the Board, which shall be done no later than the dispatch of the meeting notice of the shareholders' meeting. The notice of the shareholders' meeting, the proxy form, and the agenda and explanatory information of each motion for recognition, discussion, election or dismissal of directors shall be sent to the Market Observation Post System (MOPS) 30 days in advance for regular meetings and 15 days in advance for extraordinary meetings. The shareholders' meeting manual and supplementary information will be sent to the Market Observation Post System (MOPS) electronically no later than 21 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting. A copy of the handbook and supplementary information for the meeting shall be made available to shareholders 15 days before the meeting and shall be displayed at the Company and the</p>	<p>1. In order to protect the rights and interests of Shareholders, paragraph 2 is added to state that the Company shall convene a Shareholders' meeting by video conference as specified in the Articles of Incorporation and resolved by the Board of Directors, and shall be attended by at least two-thirds of the Directors and approved by a majority of the Directors present.</p>

After Amendment	Current Article	Description
<p>meeting or 15 days before the extraordinary shareholders' meeting. A copy of the handbook and supplementary information for the meeting shall be made available to shareholders 15 days before the meeting and shall be displayed at the Company and the professional stockbroker appointed by the Company.</p> <p>The Company shall provide the meeting handbook and supplementary data of the meeting in the preceding paragraph on the day of the shareholders' meeting to shareholders for reference based on the following methods:</p> <p>I. Distribute at the site of the shareholders' meeting for any physical shareholders' meeting.</p> <p>II. Distribute at the site of the shareholders' meeting and upload the electronic files to the video conference platform for any hybrid shareholders' meeting.</p> <p>III. Upload the electronic files to the video conference platform for any virtual shareholders' meeting.</p> <p>The notice and announcement shall state the reason for the meeting and may be given by electronic means with the consent of the person to whom it is given.</p> <p>The election or dismissal of directors, change of Articles of Incorporation, reduction of capital, application for suspension of public offering, permission for directors to compete for business, transfer of capital from surplus to capital, transfer of capital from reserves to capital, dissolution, merger, demerger or division of the Company, or any of the matters set forth in Article 185, Paragraph 1, of the Company Act, shall be set forth in the grounds for the meeting and the main contents thereof shall be stated. The</p>	<p>professional stockbroker appointed by the Company.</p> <p>The Company shall provide the meeting handbook and supplementary data of the meeting in the preceding paragraph on the day of the shareholders' meeting to shareholders for reference based on the following methods:</p> <p>I. Distribute at the site of the shareholders' meeting for any physical shareholders' meeting.</p> <p>II. Distribute at the site of the shareholders' meeting and upload the electronic files to the video conference platform for any hybrid shareholders' meeting.</p> <p>III. Upload the electronic files to the video conference platform for any virtual shareholders' meeting.</p> <p>The notice and announcement shall state the reason for the meeting and may be given by electronic means with the consent of the person to whom it is given.</p> <p>The election or dismissal of directors, change of Articles of Incorporation, reduction of capital, application for suspension of public offering, permission for directors to compete for business, transfer of capital from surplus to capital, transfer of capital from reserves to capital, dissolution, merger, demerger or division of the Company, or any of the matters set forth in Article 185, Paragraph 1, of the Company Act, shall be set forth in the grounds for the meeting and the main contents thereof shall be stated. The main content may be placed on the website designated by the competent securities authority or</p>	

After Amendment	Current Article	Description
<p>main content may be placed on the website designated by the competent securities authority or the Company and the website address shall be set out in the notice.</p> <p>If a general meeting of shareholders has been convened for the purpose of general election of directors and the date of their appointment, the date of their appointment shall not be changed by way of an ad hoc motion or otherwise at the same meeting after the completion of such election.</p>	<p>the Company and the website address shall be set out in the notice. If a general meeting of shareholders has been convened for the purpose of general election of directors and the date of their appointment, the date of their appointment shall not be changed by way of an ad hoc motion or otherwise at the same meeting after the completion of such election.</p>	
<p>Article 7-1 (Convening virtual shareholders' meetings and particulars to be included in shareholders' meeting notice)</p> <p>To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:</p> <p>I. How shareholders attend the virtual meeting and exercise their rights.</p> <p>II. Actions to be taken if the video conference 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:</p> <p>(I) 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.</p> <p>(II) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.</p> <p>(III) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total</p>	<p>Article 7-1 (Convening virtual shareholders' meetings and particulars to be included in shareholders' meeting notice)</p> <p>To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:</p> <p>I. How shareholders attend the virtual meeting and exercise their rights.</p> <p>II. Actions to be taken if the video conference 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:</p> <p>(I) 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.</p> <p>(II) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.</p>	<p>1. Considering that when a video Shareholders' meeting is held, Shareholders can only participate by video, new provisions are added in paragraph 3 to state that the Company shall provide the necessary assistance to convene a video Shareholders' meeting and specify the period during which shareholders may apply to the Company, among other matters.</p>

After Amendment	Current Article	Description
<p>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 shareholders' 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.</p> <p>(IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</p> <p>III. To convene a virtual shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified. <u>Except for the circumstances stipulated in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide the necessary assistance to convene a video Shareholders' meeting and specify the period during which shareholders may apply to the Company, among other matters.</u></p>	<p>(III) 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 shareholders' 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.</p> <p>(IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</p> <p>III. To convene a virtual shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.</p>	

After Amendment	Current Article	Description
<p>Article 24 (Handling of digital divide) When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online. <u>Except for the circumstances stipulated in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide the necessary assistance to convene a video Shareholders' meeting and specify the period during which shareholders may apply to the Company, among other matters.</u></p>	<p>Article 24 (Handling of digital divide) When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.</p>	<p>1. The reason for the amendments is the same as for Article 7-1.</p>
<p>Article 25 (Implementation) This Regulation shall come into full force after passing by the shareholders' meeting. The same procedure is applicable to any amendments thereto. Settled at the Ordinary General Meeting on November 26, 1998. Amended at the 1st Extraordinary General Meeting on October 8, 2002. Amended at the 1st Extraordinary General Meeting on June 26, 2003. Amended at the Ordinary General Meeting on June 28, 2012. Amended at the Ordinary General Meeting on June 22, 2018, except for the deletion of the Supervisor, which shall take effect upon the re-election of the 12th Director in 2019, the remaining amendments shall take effect upon the approval of this Annual General Meeting. Amended at the Ordinary General Meeting of Shareholders on June 19, 2020.</p>	<p>Article 25 (Implementation) This Regulation shall come into full force after passing by the shareholders' meeting. The same procedure is applicable to any amendments thereto. Settled at the Ordinary General Meeting on November 26, 1998. Amended at the 1st Extraordinary General Meeting on October 8, 2002. Amended at the 1st Extraordinary General Meeting on June 26, 2003. Amended at the Ordinary General Meeting on June 28, 2012. Amended at the Ordinary General Meeting on June 22, 2018, except for the deletion of the Supervisor, which shall take effect upon the re-election of the 12th Director in 2019, the remaining amendments shall take effect upon the approval of this Annual General Meeting. Amended at the Ordinary General Meeting of Shareholders on June 19,</p>	<p>1. Added the date for the amended provisions.</p>

After Amendment	Current Article	Description
<p>Amended at the Ordinary General Meeting of Shareholders on June 23, 2022.</p> <p><u>Amended at the Ordinary General Meeting of Shareholders on (mm/dd/yyyy).</u></p>	<p>2020.</p> <p>Amended at the Ordinary General Meeting of Shareholders on June 23, 2022.</p>	

Resignation Letter

I, Ho Hua-Hsun (ID No. J1*****), Independent Director and member of the Audit Committee of Taiyen Biotech Co., Ltd. (Business ID No. 89397503), due to other personal planning, will serve until June 18, 2023, resigning from the position of an Independent Director and a member of the Audit Committee of Taiyen Biotech Co., Ltd. from June 19, 2023.

Sincerely,

To the Board of Directors of Taiyen Biotech Co., Ltd.



(Signature or seal)

March 10, 2023

Securities and Exchange Act

Article 14- 2

1. A company that has issued stock in accordance with this Act may appoint Independent Directors in accordance with its Articles of Incorporation. The Competent Authority, however, shall as necessary in view of the company's scale, shareholder structure, type of operations, and other essential factors, require it to appoint Independent Directors, not less than two in number and not less than one-fifth of the total number of Directors.
2. Independent Directors shall possess professional knowledge and there shall be restrictions on their shareholdings and the positions they may concurrently hold. They shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the company. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to Independent Directors shall be prescribed by the Competent Authority.
3. The Company may not impede, refuse, or evade the actions of the Independent Directors in the performance of their duties. As the Independent Directors deem necessary to the performance of their duties, they may request the board of directors to appoint relevant personnel, or may at their own discretion hire professionals to provide assistance. The related expenses will be borne by the company.
4. Given any of the following circumstances, a person may not act as an Independent Director, or if already acting in such capacity, shall be dismissed:
 - A. Any circumstance set out in a subparagraph of Article 30 of the Company Act.
 - B. The Director is a government agency, juristic person, or representative thereof, and was elected in accordance with Article 27 of the Company Act.
 - C. The person fails to meet the qualifications for independent director set forth in paragraph 2.
5. Transfer of an Independent Director's shareholdings is not subject to the provisions of the latter part of paragraph 1 or of paragraph 3, Article 197, of the Company Act.
6. When an Independent Director is dismissed for any reason, resulting in a number of Directors lower than that required under paragraph 1 or the Company's Articles of Incorporation, a by-election for Independent Director

shall be held at the next following Shareholders meeting. When all Independent Directors have been dismissed, the company shall convene a special Shareholders meeting to hold a by-election within 60 days from the date on which the situation arose.

List of Candidates for 13th-term Independent Director of Taiyen Biotech Co., Ltd.

Category of nominee	Name of nominee	Education	Experience	Current position	Name of represented government or juristic person	Has served as an Independent Director for three consecutive terms
Independent Director	Lin, Yu-Pen	Master in Accounting, National Chengchi University	1. Assistant Manager, Advantec Enterprise Co., Ltd. 2. Manager, Century Development Corporation, Inc. 3. Accountant, Tianyao United Accountants	1. PARAMOUNT CPAs 2. Supervisor, Career Consulting Co., Ltd.	None	No

Articles of the Rules of Procedure of the General Meeting of

Taiyen Biotech Co.

Article 1 (Applicable Principles)

Taiyen Biotech Co. (hereinafter referred to as the Company) shall be governed by these rules unless otherwise provided by law or the Articles of Incorporation.

Article 2 (Convening of Shareholders' Meetings and Notice of Meetings)

Unless otherwise provided by law, the Board of Directors shall convene a meeting of shareholders of the Company.

The changes in the convening method of the Company's shareholders' meeting shall be made through the resolution by the Board, which shall be done no later than the dispatch of the meeting notice of the shareholders' meeting.

The notice of the shareholders' meeting, the proxy form, and the agenda and explanatory information of each motion for recognition, discussion, election or dismissal of directors shall be sent to the Market Observation Post System (MOPS) 30 days in advance for regular meetings and 15 days in advance for extraordinary meetings. The shareholders' meeting manual and supplementary information will be sent to the Market Observation Post System (MOPS) electronically no later than 21 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting. A copy of the handbook and supplementary information for the meeting shall be made available to shareholders 15 days before the meeting and shall be displayed at the Company and the professional stockbroker appointed by the Company.

The Company shall provide the meeting handbook and supplementary data of the meeting in the preceding paragraph on the day of the shareholders' meeting to shareholders for reference based on the following methods:

- I. Distribute at the site of the shareholders' meeting for any physical shareholders' meeting.
- II. Distribute at the site of the shareholders' meeting and upload the electronic files to the video conference platform for any hybrid shareholders' meeting.
- III. Upload the electronic files to the video conference platform for any virtual shareholders' meeting.

The notice and announcement shall state the reason for the meeting and may be given by electronic means with the consent of the person to whom it is given.

The election or dismissal of directors, change of Articles of Incorporation, reduction of capital, application for suspension of public offering, permission for directors to compete for business, transfer of capital from surplus to capital, transfer of capital from reserves to capital, dissolution, merger,

demerger or division of the Company, or any of the matters set forth in Article 185, Paragraph 1, of the Company Act, shall be set forth in the grounds for the meeting and the main contents thereof shall be stated. The main content may be placed on the website designated by the competent securities authority or the Company and the website address shall be set out in the notice.

If a general meeting of shareholders has been convened for the purpose of general election of directors and the date of their appointment, the date of their appointment shall not be changed by way of an ad hoc motion or otherwise at the same meeting after the completion of such election.

Article 3 (Proposals for ordinary general meetings)

A shareholder holding at least 1% of the total number of issued shares may propose a motion to the Company for an ordinary general meeting. Proposals for ordinary general meetings shall be made in accordance with the provisions of Article 172-1 of the Company Act.

Article 4 (Preparation and Announcement of Handbook)

A shareholders' meeting shall be convened by preparing a handbook for the proceedings of the shareholders' meeting, and the handbook and other information related to the meeting shall be published and distributed prior to the shareholders' meeting in accordance with the "Rules Governing the Recording of and Compliance with the Procedures of Shareholders' Meetings of Public Companies."

Article 5 (Attendance by proxy and authorization)

A shareholder may appoint a proxy to attend a shareholders' meeting by producing a proxy form issued by the Company, specifying the scope of authority to attend the meeting.

A proxy shall be issued by a member and shall be limited to one person and shall be delivered to the Company not later than 5 days before the date of the general meeting. In the event of duplication of proxies, the first to be delivered shall prevail. In the event of a duplication of proxies, the first to be served shall be the first to be served, except where a declaration is made revoking a previous proxy.

If, after the proxy has been delivered to the Company, a shareholder wishes to attend a shareholders' meeting in person or to exercise his or her voting rights in writing or by electronic means, he or she shall give notice in writing to the Company of the revocation of the proxy 2 days before the shareholders' meeting; if the proxy is revoked after that date, the voting rights shall be exercised in the presence of the proxy.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the date of the meeting. If the cancellation notice is submitted after that time,

votes cast at the meeting by the proxy shall prevail.

Article 6 (Principle of Venue and Time of General Meetings)

A general meeting shall be convened at the place where the Company is located or at a place convenient for the shareholders to attend and suitable for the holding of a general meeting, and shall commence no earlier than 9:00 a.m. or later than 3:00 p.m.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual shareholders' meeting.

Article 7 (Preparation of Books of Signatures, etc.)

The Company shall specify the time and place for the registration for shareholders, solicitors and proxies (collectively "shareholders") attending the sessions of the shareholders' meeting and other for attention in the meeting's notice.

The aforementioned span of time for registration of those attending the shareholders' meeting shall be 30 minutes. Signs should be properly posted at the spot for registration with the appointment of enough personnel to perform the registration. 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 attending the shareholders' meeting in person.

The Company shall keep a sign-in book for attendance by the members present in person or by proxy (hereinafter referred to as members) or by the presentation of a sign-in card by the members present to sign in for them.

The Company shall deliver to the members present at the meeting the book of business, annual report, attendance card, speech slips, voting papers and other materials for the meeting. In the case of election of directors, a separate voting paper shall be attached.

Shareholders shall attend the shareholders' meeting with their certificate of attendance, attendance cards or other attendance documents; the solicitor of a proxy shall bring along identification documents for verification.

When a government or a legal entity is a shareholder, no more than one representative may attend a general meeting. If a legal entity is entrusted to attend a shareholders' meeting, it may only appoint one representative to attend.

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

In the event of a virtual shareholders' meeting, the Company shall upload the meeting handbook, annual report and other meeting materials to the video conference platform at least 30 minutes before the meeting starts, and keep the information disclosed until the end of the meeting.

Article 7-1 (Convening virtual shareholders' meetings and particulars to be included in shareholders' meeting notice)

To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the video conference 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:
 - (I) 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.
 - (II) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (III) 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 shareholders' 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.
 - (IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- III. To convene a virtual shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 8 (Chairman, Attendance at General Meetings)

If a shareholders' meeting is convened by the board of directors, the chairman of the meeting shall be the chairman of the board of directors. If the chairman of the board of directors is absent from work or is unable to exercise his or her powers and functions for any reason, the chairman of the board of directors shall appoint a director to act as his or her proxy; if no proxy is appointed, the directors shall appoint a proxy from among themselves.

To be eligible for appointment to preside over the session of the shareholders' meeting, the Director should be in office for at least 6 months, with a good understanding of the financial position and operations of the Company. The same criteria shall be applicable to an Institutional Director appointed to preside over the session.

The Chairman of the Board shall preside in person at any general meeting convened by the Board and a majority of the Directors of the Board shall be present in person and at least one member of each functional committee shall

be present, and their attendance shall be recorded in the minutes of the general meeting.

If a shareholders' meeting is convened by a person other than the Board of Directors, the chairman of the meeting shall be that person, and if there are more than two such persons, one of them shall be elected from among themselves.

The Company may appoint the lawyers, certified public accountants, or related personnel to attend the shareholders' meeting as observers.

Article 9 (Recorded or video-recorded proceedings of general meetings)

The Company shall keep audio or video recordings of all meetings of the Members for at least one year.

If a legal action is instituted pursuant to Article 189 of the Company Act, the aforementioned records shall be kept until the conclusion of the legal action. Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuous audio and video records, without interruption, as well as 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 the Company 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, the Company is advised to audio and video record the back-end operation interface of the video conference platform.

Article 10 (Calculation of the number of shares present at a general meeting and the holding of such meeting)

The attendance of the shareholders shall be calculated on the basis of the number of shares being represented. The number of shares for attending the session shall be calculated on the basis of the number of shares specified in the guest book or the attendance cards, and the shares checked in on the video conference platform, submitted for registration to the session, plus the number of shares for exercising voting rights by correspondence or electronic means.

The Chairman shall declare a meeting open at the time when it is due to commence, provided that if members representing more than half of the total number of shares in issue are not present, the Chairman may adjourn the meeting for a period not exceeding one hour in total. If, after two postponements, less than one-third of the total number of issued shares are still not present, the Chairman shall declare the meeting to be adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the video conference platform.

If there are not enough shareholders representing at least one-third of the total number of issued shares to attend the meeting after the second postponement, a bogus resolution may be made in accordance with Paragraph 1, Article 175 of the Company Act and the shareholders shall be notified of the bogus resolution and a further general meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 7.

If, before the conclusion of the meeting, the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may submit the bogus resolution to the shareholders' meeting for a new vote in accordance with Article 174 of the Company Act.

Article 11 (Discussion of Motions)

Where the shareholders' meeting is convened by the Board of Directors, the agenda shall be decided by the Board of Directors, and the related motions (including extraordinary motions and amendments to motions) shall be voted one by one. The agenda shall proceed accordingly, and is not allowed to be changed without a resolution rendered by the shareholders' meeting.

The foregoing provisions shall apply if the shareholders' meeting is convened by a person having the right to convene other than the Board.

In the event that the chairman of the meeting adjourns the meeting in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the shareholders present to elect a chairman by a majority of the voting rights of the shareholders present in accordance with the legal procedures and continue the meeting.

The chairman shall give sufficient opportunity to explain and discuss the motions and amendments or provisional motions proposed by the shareholders, and when he/she considers that the motions have reached the level of being ready for voting, he/she may declare that the discussion has ceased, put the motions to vote, and arrange for an appropriate time for voting.

Article 12 (Speeches by shareholders)

Before a shareholder attends to speak, he/she shall fill in a speech slip stating summary of the speech, the shareholder's account number (or attendance card number) and his/her name, and the Chairman shall determine the order of his/her speech.

A member present who merely refers to the speech slip but does not speak shall be deemed not to have spoken. If there is any discrepancy between the contents of the speech and the speech slip, the contents of the speech shall prevail.

Each member shall not speak more than twice on the same motion and each time for not more than five minutes without the consent of the chairman, provided that the chairman may stop any member speaking in contravention of the rules or outside the scope of the question.

When a shareholder is present to speak, no other shareholder shall interfere with his speech except with the consent of the chairman and the shareholder speaking, and the chairman shall stop any such interruption.

Where a shareholder is a corporation and has appointed more than two representatives to attend a general meeting, only one person may speak on the same motion.

After a shareholder in session has presented the speech, the Chairman shall respond to the speech in person or appoint a concerned personnel to respond to the speech.

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the video conference 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 video conference platform.

Article 13 (Calculation of the number of shares to be voted on, recusal system)

Voting at a shareholders' meeting shall be based on shares.

The number of shares of non-voting shareholders shall not be counted as part of the total number of issued shares in a shareholders' meeting.

A shareholder may not vote at a meeting if he or she has an interest in the matter that would be detrimental to the interests of the Company, and may not exercise his or her voting rights on behalf of another shareholder.

The number of shares on which voting rights may not be exercised as aforesaid shall not be counted towards the voting rights of the shareholders present.

Except for a trust business or a stock agency approved by the competent securities authority, if a person is appointed by more than two shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total number of issued shares, and the voting rights in excess of this shall not be counted.

Article 14 (Voting on Motions)

Each shareholder is entitled to one vote for each share of holdings except for shares under restriction or as specified in Paragraph 2, Article 179 of the Company Act.

The Company shall convene a general meeting by electronic means and may exercise its voting power in writing in accordance with the provisions of Articles 177-1 and 177-2 of the Company Act.

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 the Company, by the same means by which the voting rights were exercised, two 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.

The voting of a motion shall be deemed passed by consent representing a simple majority of the shareholders in session unless the Company Act and the Articles of Incorporation of the Company provide otherwise.

At the time of voting, the Chairman or the designated personnel shall announce the votes represented by all shareholders in the session, followed by the casting of votes by the shareholders on each of the motions, and enter the results of the shareholders' approval, disapproval and abstentions into the Public Information Observation Post System on the day following the date of the general meeting.

In the event of amendments or substitutions to the same motion, the Chairman shall determine the order of voting thereon together with the original motion. If one of the motions has been passed, the other motions shall be deemed to be rejected and no further vote shall be taken.

Article 15 (Supervision and Counting of Votes)

The chairman of the meeting shall appoint a scrutineer and a teller of votes for a motion, but the scrutineer shall be a shareholder.

The counting of votes on motions for shareholders' meetings or elections shall be done openly on the floor of the shareholders' meeting, and the results of the voting, including the number of votes counted, shall be announced and recorded immediately after the counting of votes is completed.

When the Company convenes a virtual shareholders' meeting, after the chairman declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the video conference platform before the chairman 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 chairman announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders, solicitors and proxies who have registered to attend the meeting online in accordance with Article 7 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 16 (Elections)

In the event of an election of directors at a shareholders' meeting, the election shall be conducted in accordance with the relevant election regulations of the Company, and the election results shall be announced immediately.

The ballot papers for the aforesaid election shall be sealed and signed by the scrutineers and kept in a safe place for at least one year. If a legal action is instituted pursuant to Article 189 of the Company Act, the aforementioned records shall be kept until the conclusion of the legal action.

Article 17 (Minutes and signatures)

Minutes of meeting on record shall be prepared and signed or sealed by the Chairman and distributed to the shareholders within 20 days of the meeting. Minutes of meeting on record may be prepared and released by electronic means.

The foregoing minutes may be distributed by means of an announcement entered into the Market Observation Post System.

The minutes of meeting should be recorded in accordance with the year, month, day, venue, name of the chairman, resolution method, key points of the proceedings, and voting results (including statistical weights) of the meeting. When directors are elected, the weight of votes of each candidate should be disclosed. It shall be kept permanently for the duration of the Company's existence.

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 chairman's and secretary's name, and actions to be taken in the event of disruption to the video conference 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 shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 18 (Public Announcement)

The number of shares acquired by the solicitor, the number of shares represented by proxy, and the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by

correspondence or electronic means shall be clearly disclosed in a statistical table prepared in accordance with the prescribed form on the date of the shareholders' meeting. In the event of a virtual shareholders' meeting, the Company shall upload the meeting handbook, annual report and other meeting materials to the video conference platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company'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 video conference 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.

The Company shall transmit to the Market Observation Post System (MOPS), within the prescribed time, any resolution of the shareholders' meeting that contains material information required by law or by the Taiwan Stock Exchange Corporation (Taipei Exchange).

Article 19 (Maintenance of order in the meeting room)

The meeting personnel conducting the shareholders' meeting shall wear identification cards or armbands.

The chairman may direct a marshal or security officer to assist in the maintenance of order in the meeting room. When present to assist in the maintenance of order, the marshal or security officer shall wear an armband or identification badge bearing the word "marshal."

The chairman may stop a member from speaking other than through the equipment provided by the Company if the meeting venue is equipped with sound amplifying devices.

If a shareholder disobeys the Chairman's correction of a breach of the rules of procedure and obstructs the proceedings of the meeting, he/she may be asked to leave the meeting room by the Chairman at the direction of the marshals or security personnel.

Article 20 (Breaks, adjournments)

In the event of an unavoidable situation, the Chairman may decide to suspend the meeting and announce the time of the adjourned meeting, as the case may be.

If the meeting venue cannot be used before the end of the meeting (including temporary motions), the shareholders' meeting may resolve to find another venue for the continuation of the meeting.

In accordance with Article 182 of the Company Act, the shareholders' meeting may resolve to adjourn or renew the meeting within five days.

Article 21 (Disclosure of information at virtual meetings)

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

Article 22 (Location of the chairman and secretary of the virtual shareholders' meeting)

When the Company convenes a virtual shareholders' meeting, both the chairman and secretary shall be in the same location, and the chairman shall declare the address of their location when the meeting is called to order.

Article 23 (Handling of disconnection)

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairman shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the video conference platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other forces 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 Paragraph 2, 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 Paragraph 2, 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 the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in Paragraph 2, 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 shareholders' meeting, then the shareholders' meeting shall continue, and no 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 Paragraph 2, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

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

Article 24 (Handling of digital divide)

When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 25 (Implementation)

This Regulation shall come into full force after passing by the shareholders' meeting. The same procedure is applicable to any amendments thereto.

Settled at the Ordinary General Meeting on November 26, 1998.

Amended at the 1st Extraordinary General Meeting on October 8, 2002.

Amended at the 1st Extraordinary General Meeting on June 26, 2003.

Amended at the Ordinary General Meeting on June 28, 2012.

Amended at the Ordinary General Meeting on June 22, 2018, except for the deletion of the Supervisor, which shall take effect upon the re-election of the 12th Director in 2019, the remaining amendments shall take effect upon the approval of this Annual General Meeting.

Amended at the Ordinary General Meeting of Shareholders on June 19, 2020.

Amended at the Ordinary General Meeting of Shareholders on June 23, 2022.

Articles of Incorporation of Taiyen Biotech Co.

Chapter I General Provisions

- Article 1 The Company shall be organized under the provisions of the Companies Act and shall be known as Taiyen Biotech Co.
- Article 2 The scope of business is as follows:
1. C109010 Manufacture of Seasoning.
 2. C110010 Beverage Manufacturing.
 3. C199990 Manufacture of Other Food Products Not Elsewhere Classified.
 4. F203010 Retail sale of Food Products and Groceries.
 5. C801010 Basic Industrial Chemical Manufacturing.
 6. C802100 Cosmetics Manufacturing.
 7. F208040 Retail Sale of Cosmetics.
 8. C802090 Cleaning Products Manufacturing.
 9. F20730 Retail Sale of Cleaning Supplies.
 10. CF01011 Medical Devices Manufacturing.
 11. F108031 Wholesale of Medical Devices.
 12. F208031 Retail sale of Medical Equipment.
 13. C802041 Drugs and Medicines Manufacturing.
 14. F108021 Wholesale of Western Pharmaceutical.
 15. F208021 Retail Sale of Western Pharmaceutical.
 16. C201010 Feed Manufacturing.
 17. F401010 International Trade.
 18. I199990 Other Consulting Service.
 19. J701020 Amusement Parks.
 20. F501060 Restaurants.
 21. G202010 Parking area Operators.
 22. F212011 Gas Stations.
 23. ZZ99999 All Business Items that Are Not Prohibited or Restricted by Law, Except Those that Are Subject to Special Approval.
- Article 3 The Company is at Tainan City, and may, if necessary, establish salt factories (farms), other factories (farms), business units and warehouses at suitable locations; and may establish branches or offices in the country or abroad as may be required by the facts.
- Article 4 (Deleted)

Chapter II Shares

- Article 5 The total share capital of the Company shall be fixed at eight billion New Taiwan Dollars. The share capital of the Company shall be divided into eight

billion shares of one hundred million New Taiwan dollars each, to be issued as ordinary shares in several tranches.

- Article 6 The shares of the Company shall be issued in registered form, signed or sealed by three or more directors of the Company, numbered, and contain the particulars set forth in Article 162 of the Company Act, and shall be issued by the competent authority or its approved issuing registrar.
Shares of the Company is exempted from actual printing but shall be registered with the Taiwan Depository and Clearing Corporation.
- Article 7 The shares of the Company shall bear the true name of each shareholder and, where the name of the government or corporation is used, the name and address of the government or corporation shareholder.
- Article 8 In the event that the shareholders of the Company transfer their shares, create pledges of rights, lose them, inherit them, give them as gifts, change their seals or change their addresses, and exercise one of their rights, the Company shall, unless otherwise provided by law or securities regulations, follow the “Rules Governing the Handling of Shares of Publicly Traded Companies.”
- Article 9 Any changes inscribed in the Shareholder Registry is prohibited within a period of 60 days prior to the scheduled date of a regular session or 30 days prior to the scheduled date of a special session of the shareholders’ meeting, or 5 days prior to the dividend day or payment day of the bonus or other benefits by the Company.

Chapter III Shareholders’ Meeting

- Article 10 The ordinary meeting of shareholders shall be held once a year, within 6 months after the end of each fiscal year, but may be postponed for justifiable reasons with the approval of the competent authority. Extraordinary meetings shall be convened when necessary.
Unless otherwise provided in the Company Act, the Board of Directors shall convene a shareholders’ meeting.
Shareholders’ meetings of the Company may be conducted via video conferences or through other methods announced by the central competent authority.
- Article 11 A shareholders’ meeting shall be held at the seat of the head office or at such other place within the territory of the ROC as the Board of Directors may decide.
- Article 12 All shareholders shall be notified of the convening of a shareholders’ meeting 30 days in advance for regular meetings and 15 days in advance for extraordinary meetings, stating the reasons for the convening.
- Article 13 Unless otherwise provided in the Company Act, the Chairman of the Board of Directors shall be the chairman of the shareholders’ meeting. In the absence of the Chairman due to leave or other reasons, a proxy shall act on behalf of and in the name of the Chairman to the appointment of the Chairman. If no proxy is appointed, the Directors shall appoint one amongst themselves to preside over the session. The Directors shall attend the sessions of the Board of Directors in person.
- Article 14 If a shareholder is unable to attend a general meeting for any reason, he may appoint a proxy to attend and exercise his rights in a letter of proxy issued by the Company specifying the scope of authority. However, a shareholder may only issue one proxy and appoint one person.

The use of the aforementioned proxies shall be governed by the “Rules Governing the Use of Proxies for Attendance at shareholders’ meetings of Public Companies.”

- Article 15 Unless otherwise provided in the Company Act, a resolution at a shareholders’ meeting shall be made with the consent of a majority of the shareholders present and representing a majority of the total number of issued shares.
- Article 16 Each shareholder of the company is entitled to one vote per share.
- Article 17 The minutes of the shareholders’ meeting shall contain the year, month, day, place, name of the chairman and the method of resolution, and shall also contain the main points of the proceedings and the results thereof, it shall be signed or sealed by the chairman, and shall be announced or distributed to shareholders within 20 days after the meeting. The signature book of shareholders attending the meeting and the proxy form shall be kept in accordance with the provisions of the Company Act.
- Article 18 The Company shall not be a shareholder with unlimited liability of another company or a partner in a partnership. If the Company is a limited liability shareholder of another company, it shall be governed by Article 13 of the Company Act.

Article 19 (Deleted)

Chapter IV Director and Audit Committee

- Article 20 The Company shall have seven to nine directors, at least three of whom shall be independent directors. The election of directors shall be conducted in accordance with the provisions of Article 198 of the Company Act. Independent directors and non-independent directors shall be elected together, and the number of directors to be elected shall be calculated separately. The Directors shall be elected by the shareholders’ meeting for a term of 3 years and shall be eligible for re-election. The total number of shares held by all directors in the Company’s registered share capital is determined in accordance with the standards set forth in the “Rules for Implementation of the Rules Governing the Composition and Audit of Shareholdings of Directors and Supervisors of Public Companies” promulgated by the Financial Supervisory Commission, Executive Yuan. If a representative of a government or corporate shareholder is elected as a director, such representative may be reappointed at any time to fill the original term of office.
- Article 21 The Board of Directors of the Company shall elect a chairman from among its members with the presence of at least two-thirds of the Directors and the consent of a majority of the Directors present to conduct the regular business of the Board of Directors and to represent the Company externally.
- Article 22 Except for the first meeting of each newly elected Board of Directors, which shall be convened by the Director with the highest number of votes representing the right to vote, the Board of Directors shall be convened by the Chairman of the Board of Directors once every two months, and shall notify the Directors of the date and place of the meeting and the reason for the convening seven days in advance, except in case of emergency, which may be convened at any time. The foregoing may be convened by E-mail or by fax.
- Article 23 Unless otherwise provided in the Company Act, a meeting of the Board of Directors shall be convened with the consent of a majority of the Directors

- present, and minutes of the meeting shall be kept.
- Article 24 The chairman of the board of directors shall be the chairman of the board of directors. If the chairman of the board of directors is absent from work or is unable to exercise his or her duties and responsibilities for any reason, the chairman of the board of directors shall designate a director to act as his or her proxy. If no proxy is designated, the Directors present shall appoint one from among themselves to act as proxy.
- Article 25 At meetings of the Board of Directors, the Directors shall attend in person. If a Director is unable to attend for any reason, he/she may appoint another Director to act as his/her proxy by specifying in writing the extent of his/her authority to do so, provided that each Director may only act as proxy for one other Director.
- Article 26 If a vacancy in the number of Directors reaches one-third, the Board shall convene an interim meeting of shareholders within sixty days to elect a new Director.
- Article 27 The Board of Directors duties are specified below:
1. Long-term and medium-term plans and annual plans shall be approved.
(2) Approval of the Company's and the Board's organizational rules.
(3) Approval or ratification of major rules and contracts.
The appointment and dismissal of the President, Vice President and Chief Executive Officer.
Approval of budgets and review of financial reports.
Approval of capital expenditures for unbudgeted projects.
7. Approval of amendments to the Articles of Incorporation, changes in capital, and motions for dissolution or merger of the Company.
Review and approval of proposals for distribution of earnings or indemnification of losses.
Convening of shareholders' meetings and execution of resolutions of shareholders' meetings.
Approval of remuneration standards for employees.
Approval of the sale or exchange of land, buildings, and major machinery and equipment.
Any other empowerment under the law.
- Article 28 The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee's authority, organizational procedures and other matters to be followed shall be in accordance with the provisions of the Company Act, the Securities and Exchange Act and other relevant laws and regulations and the Articles of Incorporation.
- Article 29 (Deleted)
- Article 30 The directors' travel expenses, the remuneration of independent directors and the remuneration of the chairman of the board of directors are authorized to be determined by the board of directors. The Chairman of the Board of Directors shall make other payments in accordance with the rules governing the remuneration of employees.
- Article 30-1 The Company may purchase liability insurance for the benefit of its directors and managers in respect to their liability under the law for the performance of

their business.

Chapter V Managerial officers

Article 31 The Company shall have a general manager, deputy general manager and chief executive officer, who shall be dismissed and appointed in accordance with the provisions of the Companies Act.

Article 32 The General Manager shall conduct the day-to-day affairs of the Company in accordance with the directions of the Chairman and the resolutions of the Board of Directors and the shareholders' meeting.

Chapter VI Accounting

Article 33 The accounting year of the Company shall commence from January 1st to December 31st each year.

Article 34 At the end of each accounting year, the Company shall prepare a final account and shall submit the business report, financial statements and proposals for the distribution of profits or the appropriation of losses to the Audit Committee for examination 30 days prior to the ordinary general meeting in accordance with the provisions of the Company Act, and shall issue an audit report and submit it to the shareholders' meeting for resolution.

Article 35 If the Company makes a profit during the year, it shall allocate 2.25% to 3.75% of the profit to employee compensation and less than 1.5% to director compensation to be distributed to directors in office at the end of the year (excluding independent directors). If the Company has accumulated losses, it shall reserve the amount for compensation. The distribution of remuneration paid to employees and directors and supervisors shall be adopted by a resolution by a majority voting of the directors present at the Board meeting attended by two-thirds of the directors and reported in the shareholders' meeting.

If the Company makes a profit in a year, it shall pay taxes and make up for any accumulated losses first, and set aside 10% of the remaining amount as legal reserve, unless the legal reserve has already reached the total capital; then, the Company may set aside or reverse special reserves according to the business needs or statutory requirements. After the dividends are distributed, the shareholders' meeting shall decide whether to distribute bonuses to shareholders using the surplus, if any. For the distribution of dividends to shareholders, more than 10% of the accumulated undistributed earnings may be set aside additionally, and cash dividends shall not be less than 50%.

Chapter VII Supplementary Provisions

Article 36 The constitution of the Board of Directors, the internal constitution of the Company and the Articles of Business of the Company shall be prescribed separately.

Article 37 All matters not covered by these Articles of Incorporation shall be governed by the provisions of the Companies Act and the relevant laws and regulations.

Article 38 These Articles of Incorporation shall take effect from the date of the resolution of the shareholders' meeting and shall be amended as well.

These Articles of Incorporation were approved at the Founding Meeting on June 23, 1995.

It was amended for the first time at the Extraordinary shareholders' meeting

on September 21, 1995.
Amended for the second time at the Extraordinary General Meeting on March 21, 1996.
Third amendment at the Extraordinary General Meeting on December 19, 1996.
Fourth amendment at the Ordinary General Meeting on September 25, 1997.
Fifth amendment at the Extraordinary General Meeting on June 23, 1998.
Sixth amendment at the Ordinary General Meeting on November 26, 1998.
Seventh amendment at the Extraordinary General Meeting on April 22, 1999.
Eighth amendment at the Ordinary General Meeting on October 26, 1999.
Ninth amendment at the Ordinary General Meeting on May 31, 2001.
Tenth amendment at the Extraordinary General Meeting on October 8, 2002.
Eleventh amendment at the Ordinary General Meeting on April 16, 2003.
Twelfth amendment at the Ordinary General Meeting on June 26, 2003.
Thirteenth amendment at the Extraordinary General Meeting on February 16, 2004.
Fourteenth amendment at the Ordinary General Meeting on May 7, 2004.
Fifteenth amendment at the Extraordinary General Meeting on March 25, 2005.
Sixteenth amendment at the Ordinary General Meeting on June 15, 2007.
Seventeenth amendment at the Extraordinary General Meeting on December 24, 2007.
Eighteenth amendment at the Ordinary General Meeting on June 13, 2008.
Nineteenth amendment at the Ordinary General Meeting on June 25, 2010.
Twentieth amendment at the Extraordinary General Meeting on December 23, 2010.
Twenty-first amendment at the Ordinary General Meeting on June 24, 2011.
Twenty-second amendment at the Ordinary General Meeting on June 28, 2012.
Twenty-third amendment at the Ordinary General Meeting on June 25, 2014.
Twenty-fourth amendment at the Ordinary General Meeting on June 25, 2015.
Twenty-fifth amendment at the Ordinary General Meeting on June 20, 2016.
Twenty-sixth amendment at the Ordinary General Meeting of Shareholders on June 22, 2018. The provisions of Article 20, except for the provision that “Directors shall be elected by nomination,” the provisions of the title of Chapter IV, Articles 20, 22, 28, 29, 30, 30-1, 34 and 35 shall be effective upon the re-election of the twelfth term of Directors in 2019.
Twenty-seventh amendment at the Ordinary General Meeting of Shareholders on June 19, 2020.
Twenty-eighth amendment at that Ordinary General Meeting on June 23, 2022.

Regulations for the Election of Directors of Taiyen Biotech Co., Ltd.

Annual shareholders' meeting on June 22, 2018

- Article 1 Except as otherwise provided by law and regulation or by this Company's Articles of Incorporation, elections of directors shall be conducted in accordance with these Regulations.
- Article 2 The overall composition of the board of directors shall be taken into consideration in the selection of the Company'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 includes, 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, or 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. Ability to make operational judgments
 2. Ability to perform accounting and financial analysis
 3. Ability to conduct management administration
 4. Ability to conduct crisis management
 5. Knowledge of the industry
 6. An international market perspective
 7. Ability to lead
 8. Ability to make policy decisions
- 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.
- Article 3 The qualifications for the independent directors of the Company 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 the Company 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 4 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. To review whether the director candidates' qualification, educational background, and experience has any issues stated in subparagraphs under Article 30 of the Company Act, the Company may add other certification documents for qualification and shall provide the review results to shareholders for reference, so as to select the appropriate directors. When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls below one-third of the total number prescribed in the Company's Articles of Incorporation, the Company shall call an

extraordinary 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 provision of Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting to fill the vacancy. If the independent directors are dismissed en masse, an extraordinary shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

- Article 5 The cumulative single registered voting method shall be used for the election of the directors at the Company. Each share will have voting rights in numbers equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 6 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors 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 7 The number of directors will be as specified in the Company'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 chairman drawing lots on behalf of any person not in attendance.
- Article 8 Before the election begins, the chairman 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 9 When the candidate is a shareholder, the voting shareholder shall fill out the account name and shareholder number of the candidate on the ballot; when the candidate is not a shareholder, the voting shareholder shall fill out the name and ID number of the candidate. However, when the candidate is a government or corporate shareholder, the voting shareholder shall fill out the name of the government or corporate shareholder in the candidate column on the ballot, or the name of the government or corporate shareholder and the name of its representative. When there are multiple representatives, the full name of the representative shall be filled out additionally.
- Article 10 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. When the candidate stated is a shareholder, the account name or shareholder's number is inconsistent with the members' register; when the candidate stated is not a shareholder, the name or ID number is inconsistent upon verification.
 5. Other words or marks are entered in addition to the account name (name) or shareholder's number (ID number) of the candidate and the number of voting rights allotted.
 6. The name of the candidate stated is the same as other shareholders, with no shareholder's ID number provided for identification.

7. The number of candidates exceeds the limit set by the requirements.
 8. The independent director candidate stated is not on the list for the independent director candidate.
- Article 11 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 chairman on site.
- Article 12 The board of directors of the Company shall issue notifications to the persons elected as directors.
- Article 13 The Regulations were implemented after being approved by the shareholders' meeting; the same shall apply upon any amendment. The Regulations were established at the annual shareholders' meeting on November 26, 1998.
 The 1st amendment was made at the annual shareholders' meeting on March 28, 2002.
 The 2nd amendment was made at the annual shareholders' meeting on April 16, 2003.
 The 3rd amendment was made at the 1st extraordinary shareholders' meeting on June 26, 2003.
 The 4th amendment was made at the annual shareholders' meeting on May 7, 2004.
 The 5th amendment was made at the annual shareholders' meeting on June 15, 2007.
 The 6th amendment was made at the annual shareholders' meeting on June 28, 2012.
 The 7th amendment was made at the annual shareholders' meeting on June 22, 2018; except for the amendments to Articles 2 and 4 that are implemented after being approved by the shareholders' meeting, the remaining amendments were implemented upon the election of the 12th-term directors in 2019.

Shareholding Profile of Directors of Taiyen Biotech Co.

1. The Company's paid-in capital was NT\$2,000,000,000 and the number of issued shares was 200,000,000.
2. In accordance with Article 26 of the Securities and Exchange Act, all directors of the Company shall hold a minimum of 12,000,000 shares.
3. The individual shareholdings and the shareholdings of all directors as recorded in the register of members as at the date of closure of the ordinary general meeting are as follows:

Title	Name	Representative Shareholder	Shareholding
Acting Chairman	Liu, Ya-Chuan	Ministry of Economic Affairs	77,768,272
Director	Liao, Hsien-Kuei		
Director	Wang, Ching-Tien		
Director	Chao, Kuo-Hsiang Shareholding (%) :	Tungwei Construction	10,000,000
Director	Chen, Kuan-Ping	Sunshine Protech Inc.	797,337
Independent Director	Wu, Shi-Hao	In person	0
Independent Director	Li, Chia-Ling	In person	0
Independent Director	Ho, Hua-Hsun	In person	0
Total shareholding of all directors			88,565,609