



Taiyen Biotech Co., Ltd.
2024 Shareholders' Meeting
Handbook

Time: June 21, 2024

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

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Agenda for the 2024 Annual General Meeting of Taiyen Biotech Co., Ltd.

Time: Friday, June 21, 2024 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 2023.
2. The Audit Committee Shall Examine the Report on the Company's Operating Accounts for the Year 2023.
3. Report on 2023 Remuneration Distribution for Employees and Directors.
4. Passed the amendment to the "Regulations Governing Procedure for Board of Directors Meetings".

IV. Recognizing Issues

1. The 2023 Business Report and Financial Statements.
2. The Distribution of the Company's Earnings for 2023.

V. Extempore Motion

VI. Meeting Adjourned

Reporting Issues:

Case 1: The Company's Business Report for 2023.

(Proposed by the Board of Directors)

Description:

1. Submission of the Company's Annual Business Report for 2023 (please refer to Attachment 1).
2. This proposal has been considered and approved by the Board of Directors at the Fourteenth Meeting of the Thirteenth Board of Directors on March 11, 2024.

Case 2: The Audit Committee Shall Examine the Report on the Company's Operating Accounts for the Year 2023.

(Proposed by the Board of Directors)

Description:

1. The 2023 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 2023 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 2023 was NT\$434,790,091, which was allocated 3.22% to employee compensation (amounting to NT\$14,000,241) and 1.29% to director compensation (amounting to NT\$5,608,792).
3. The aforementioned allotment amount was submitted to the the Sixth Meeting of the 5th Salary and Compensation Committee of the Company on February 29, 2024 for consideration and approval, and was approved by the Fourteenth Meeting of the Thirteenth Board of Directors on March 11, 2024.

Case 4: Passed the amendment to the “Regulations 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.

1120383996 and issued on January 11, 2024 (please refer to Attachment 3, pages 3-1~3) and the “Directive in the name Formulation of Regulations” of the Company (please refer to Attachment 3, pages 3-4~5), the Regulations Governing Procedure for Board of Directors Meetings of the Company were amended.

2. The main points of the amendments to the Regulations Governing Procedure for Board of Directors Meetings are listed as follows:

A. Article 12: In order to avoid any dispute arising from the undetermined postponement meeting of the Board of Directors, the meeting chair may announce that the time limit for the postponement of the meeting shall be limited on the same day if there is a shortage of attendees.

B. Article 13: Considering the fact that during the proceedings of a board meeting, the meeting chair is unable to preside over the meeting for some reason or fails to declare the meeting closed as provided in provisions, in order to avoid affecting the operation of the Board of Directors, stipulates

the selection of the deputy to act the meeting chair in place thereof.

3. This proposal has been considered and approved by the Board of Directors at the Fourteenth Meeting of the Thirteenth Board of Directors on March 11, 2024.

4. Comparison Table of amendments to “Regulations Governing Procedure for Board of Directors Meetings” (please refer to Attachment 3, pages 3-6~8) and the original text (please refer to Attachment 3, pages 3-9~14).

Recognizing Issues:

Case 1: The 2023 Business Report and Financial Statements are submitted for recognition.

(Proposed by the Board of Directors)

Description:

1. The Company's 2023 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 2023 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 2023 is proposed for recognition.

(Proposed by the Board of Directors)

Description:

1. The Company's net income after tax for 2023 is NT\$300,386,116, and the Earnings Per Share(EPS) is NT\$1.5 , adjusted for actuarial gains of defined loss of NT\$30,040,256, and undistributed surplus at the beginning of the year of NT\$284,960,877. The earnings available for distribution for the year amounted to NT\$555,306,737. The cash dividends are intended to be distributed at NT\$1.2 per share, and request the Shareholders' Meeting to authorize the

Board of Directors to resolve additionally the dividend record date and the payment date of cash dividend distribution.

2. The total dividend of the distribution of individual shareholders is distributed to the dollar amount, rounded off to the nearest NT Dollar. The fractional amounts are accounted as other income of the company.
3. Please find attached of the 2023 earnings distribution table. (please refer to Attachment 5).

Resolution:

Extempore Motion

Business Report

I. Business Results for 2023

(I) Implementation of Business Plan

Over the past year, thanks to the joint efforts of all employees, Taiyen's consolidated operating revenue in 2023 reached NT\$3,408,811 thousand, consolidated gross profit was NT\$1,257,478 thousand, and consolidated net income for the period was NT\$217,296 thousand. Net income attributable to the parent company was \$300,386 thousand, a decrease of 29.60% from 2022.

According to the requirements of the FSC, listed food companies should complete the "Sustainability Report" by the end of 2023. The Company has also completed the report within the deadline. In 2023, the Company was awarded the "2023 Taiwan Corporate Sustainability Awards" by the Taiwan Corporate Sustainability Awards Executive Committee in the category of Sustainability Report - Traditional Manufacturing Industry - Category 2 Silver, which enabled the Company to continue to move towards sustainable operations.

Unit: NT\$ thousands

Item \ Year	Year: 2023	Year: 2022	Increase/Decrease	
			Amount	%
Operating income	3,408,811	3613607	(204,796)	(5.67)
Operating cost	2,151,333	2337002	(185,669)	(7.94)
Operating gross profit	1,257,478	1276605	(19,127)	(1.50)
Operating Expenses	944,050	831555	112495	13.53
Business Benefits	313,428	445050	(131,622)	(29.57)
Non-operating Income	15,688	85537	(69,849)	(81.66)
Net profit before tax	329,116	530587	(201,471)	(37.97)
Income tax	111,820	103,071	8,749	8.49
Net Income for current period	217,296	427,516	(210,220)	(49.17)
Net Income Attributable to the Parent	300,386	426,704	(126,318)	(29.60)

(II) Profitability Analysis

Item	Year: 2023	Year: 2022
Return on Assets (%)	2.66%	5.16%
Return on equity (%)	3.28%	6.48%
Ratio of Operating Income to Paid-up Capital	15.67%	22.25%
Ratio of Net Income before Tax to Paid-up Capital	16.45%	26.52%
Net Profit Margin	6.37%	11.83%
Net Profit per Share after Tax (NT\$)	1.50	2.13

(III) Implementation of Research and Development:

The Company's research and development in 2023 was fruitful. In addition to the launch of various new products, six products, namely "Gold Elixir 10X Revitalising Ampoule", "Himalayan Rose Salt Toothpaste", "Beisumei Exfoliating Facial Wash", "Sesame E Good Night Capsules", "Taiyen Ocean Pure Water" and "Taiyen Ocean Alkaline Ionised Water", were also recognised by major awards both at home and abroad. The company also has received the Crystal Glory Trophy by Monde Selection®, an international quality assessment Organization, for 10 consecutive years.

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) Beauty care products: The Company strengthened the competitiveness of its products with its core technology by launching LUMIEL "Gold Bouncing Moisture Light Sunscreen SPF50+ ★★★★★", and continued to focus on strengthening the "MÉDECURA Medical Beauty Series" and "Taiyen Beauty Series" product lines. The "MÉDECURA Medical Beauty Series" combines the local plant Taiwan Red Bean Pine to launch three new products, including "Brightening Hydration Essence SPF50 ★★★★★", "24K Gold Diamond Peptide Firming Cream", and "Purple Diamond Original Repairing Eye Cream". "Taiyen Beauty Series" uses fermented collagen and super-conducting water to create two new products, "Brightening Essence" and "Brightening Eye Cream", which are unique in the market.
- (2) Cleaning products: Under the global trend of naturalness, environmental protection, and harmony with the earth, the Company has already obtained three eco-labels for personal cleansing products in 2022, and this year, the Company has again obtained the eco-labels for "Salt & Clean Eco Laundry Detergent" and "Salt & Clean Eco Dishwashing Detergent". Consumers have developed the habit of strengthening personal hygiene and emphasising the quality of home life in the wake of the pandemic. In response to the related demand and changes, the Company launched four bathing salts, including "Salty and Refreshing Mouthwash" and "Himalayan Hand-Harvested Rose Deep Mineral Bathing Salt" for oral care and cleansing products.
- (3) Health food products: In response to market demand, the Company, with its unique core competitiveness, invested more in its own raw materials and products to deepen its research, and launched seven trending products, including "Vitality Calcium Complex Powder", "Hao Ji Li EX Strength Protein", "Yeast B Complex Capsules", "Collagen Powder Miracle Shine", "Hao Ji Li Multi Peptide Superior Protein", and "Perfect Dynamic Slender Fruit Pectin". These products are designed to enhance the competitiveness of the products in bone, joint and muscle mobility, physical strength maintenance and youth and beauty care, and to cater for the health needs of consumers returning to normal life after the quarantine.
- (4) Salt products: Climate change has led to the intensification of extreme weather. "Thermal injuries" have increased by nearly 90% over the past 10 years. The company combines salt, seawater concentrated minerals, non-degenerative collagen type II three core materials to produce a variety of applications, and develop portable salt tablets electrolyte supplements to meet the needs of sports groups and labourers to replenish electrolytes after sweating and to prevent heat stroke. The related products also have the health effects of improving endurance and reducing exercise fatigue.

2. Technological Development

- (1) Focus on the extended development of collagen and implement the circular economy.

Our company uses an original and novel sub-micron collagen-coated carrier technology to coat the best known clear mono scavenger - natural astaxanthin with

singlet oxygen. The nano water and oil phases are both soluble in the collagen-coated astaxanthin particles. After the efficacy test, the product has been verified to have excellent anti-dark spot and anti-wrinkle effects, and is far superior to the Japanese nano astaxanthin emulsion competitors on the market. It won the top innovation award of the French Cosmetic Awards 2022-2023.

In order to further expand the efficacy of collagen in promoting the production of collagen, our company has developed naturally extracted fish scale collagen raw materials with high concentrations of collagen-producing peptides. In addition to the collagen obtained from aquatic waste fish scales, we have also obtained natural calcium and phosphorus compounds (Hydroxyapatite), which have been proven to have the effect of remineralising dental enamel. Oral care products developed from this natural source can improve the problem of tooth sensitivity.

(2) Continuous development of natural cosmetic ingredients as the cornerstone of sustainability

In order to improve the problem of grey hair as we age and to satisfy consumers' desire for beauty and self-confidence, the company developed a natural hair complex extract, which has been verified by cell tests to increase the melanin production rate, and thus obtained the patent for the invention of I824248.

In order to reduce the impact on marine ecosystems, we have developed natural sunscreens with high UV absorbing capacity, which can be combined with physical sunscreens to produce a variety of sunscreens with SPF over 50. These products are completely free of chemicals, so are safer and more environmentally friendly.

During the year under review, the Company has completed the safety trials of four self-manufactured natural cosmetic ingredient substitutes, and can provide non-animal safety data in line with the world trend, which improves the information on the safety of unique raw materials and provides further safety protection for consumers.

3. Awards

The Company's products have, at home and abroad, been repeatedly rewarded 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 are widely trusted and well received by consumers. To demonstrate the Company's efforts in green beauty products, in 2023, the Company participated in the UK's Global Green Beauty Awards for the first time, where "Himalayan Rose Salt Toothpaste" and "Petsumi Exfoliating Facial Wash" won the Silver Award for Salt-Based Products and the Highly Commended Award for Natural Oral Products respectively. Other awards in 2023 are listed below:

- (1) 2023 Monde Selection: "Taiyen Marine Alkaline Ionised Water" and "Taiyen Small Molecule Marine Aqua" won Gold Awards; "Golden Elixir 10X Revitalising Ampoule" won Silver Award; and "Taiyen Biotech Co., Ltd." was awarded the Crystal Glory Award for the 10th consecutive year.
- (2) 2023 International Flavour Institute (ITI): "Taiyen Marine Alkaline Ionized Water" and "Taiyen Small Molecule Marine Water" were both awarded 3 stars for excellent flavour.
- (3) 2022-2023 Victoires de la Beauté: The new product "LUMIEL LUXURY REVERSE SKIN WHITENING CONCENTRATE LOTION" was awarded the Top Innovation Award, and it is the only whitening product that was selected for the award.
- (4) 2023 Nutritional Food Innovation Award by Health Food Society of Taiwan: "Sesame E Good Night Capsule" won the Innovation Award.

4. Protection of intellectual property

In 2023, the Company obtained a patent in the Republic of China (R.O.C.) for the invention

of "Plant extract for use in the preparation of compositions for increasing the melanin content and MITF performance of hair", and three patents in the R.O.C. for new types of products, including "Container structure containing serum containing isotonic encapsulated droplets", "Droplet structure encapsulated with astaxanthin", and "Foaming set of traditional Chinese herbal medicines".

In addition, two R.O.C. invention patents are pending, including "Hydroxyapatite prepared from fish scales and its preparation method and use" and "Method of manufacturing giant knot weed extract and sunscreen composition containing it".

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 to cultivate the "circular economy", in 2023, the Company has built its own solar power plant on unused land in the Luzhu District of Kaohsiung City, and has invested in Taiyen Solar Power Co. In addition, its Taiyen Green Energy subsidiary continues to co-operate with solar power plants to implement the "Fisheries and Electricity Co-generation" programme.

In terms of the overall economy, according to the forecasts of the International Monetary Fund (IMF) and the Organization for Economic Co-operation and Development (OECD), the global economic growth in 2024 will range from 2.9% to 3.0%. With the supply chain gradually stabilizing, the supply-side impact of the price hike caused by the war in Ukraine being gradually eliminated, and inventories in the manufacturing sector being reduced, global economic growth is expected to avoid the risk of a hard landing. Although the risk of geopolitical uncertainty may impact business and consumer confidence, global economic growth in 2024 is forecast to be higher than in 2023.

On the whole, global consumption of end products is warming up and inventories are gradually returning to healthy levels, which will help boost Taiwan's exports and production. In addition, as investment in semiconductor and green energy facilities continues to expand, and private consumption remains solid, economic performance is expected to rebound in 2024. The Office of the Comptroller General of the Executive Yuan, the Taiwan Institute of Economic Research, and the China Academy of Financial Research forecast that Taiwan's GDP growth rate in 2024 will be 3.10%~3.35%, a rebound from 1.41%~1.43% in 2023.

III. Future Development Strategy

The Company's business strategy continues to focus on the development of marine biotechnology, and its business model has made Taiyen a leader in the field. With continuous innovation and quality, the Company will become the guardian of consumers' health in salt, packaged water and beauty and health food.

The Company's investment in research and development is based on the principle of "ensuring product safety and satisfying consumer needs". In terms of future development strategy, the

Company will continue to consolidate its leading position in the saline market. The company will also actively develop diversified channels for its biotech-trend products and promote the internationalisation of its brands in order to accelerate the development of overseas markets. In line with national policies and global trends, the company will implement ESG, follow the GRI guidelines, and endeavour to save energy and reduce carbon emissions. To achieve this, the Company will develop low-carbon products and services, and implement sustainable strategies and concepts.

The Company will uphold the spirit of innovation and progress, and continuously optimise its products to meet the needs of consumers in their pursuit of health and beauty. With the most rigorous and forward-looking professionalism, the Company will enhance the quality of life and taste of the public, and move towards the value proposition of "Taiyen Salt Good" to establish a foothold in Taiwan and rise to the international arena.

IV. Outline of Business Plan for 2024

1. Business Policy

The Company will continue its business policies of “healthy growth in revenue, improving profits, and improving operating efficacy” and set “diverse and young projects, clicks-and-mortar digitalization, brand optimization, market internationalization, and asset activation” as its future operating policies. Significant measures are as follow:

(1). Sales

- i. In terms of salt products, amidst the fermentation of food safety issues and the trend of increasingly stringent government regulations, the Company will continue to provide guidance to agricultural and fishery product processors, feed feeders, and pickle operators to choose the Company's food processing salt or common refined salt, in order to expand its market share in the food processing market. In addition, in response to consumer demand, the Company has developed the "Taiyen Strictly Choice" imported salt series and continues to develop new products, and has even expanded its GT and online shopping channels in order to increase the sales of edible salt, consolidate the Company's position as a market leader, and enhance the sense of brand value.
- ii. In terms of packaged water, the Company's "Marine Alkaline Ionised Water" currently occupies the leading position in the domestic functional packaged water market. The Company has diversified its product specifications, strengthened brand value communication and deepened channel deployment to expand its market share. In terms of channels, the Company is deeply committed to the hypermarket and online shopping markets to develop comprehensive channel penetration, consolidate its niche, and maintain its revenue growth. In addition, the Company continues to develop customised and multi-series products such as "Taiyen Ocean Pure Water" and "Taiyen Ocean Generating Water". With the support of the existing packaged water brand, the company is able to expand its channels and market share of Taiyen packaged water to enhance its overall sales performance.
- iii. In the area of nutritional products, LUMIEL products are prepared for a number of product tests by using the novel technology of sub-micron collagen carriers encapsulating astaxanthin. It is expected that a new generation of spot reduction products will be launched this year. The "5 billion collagen particles in one drop" is a dual-action all-round whitening and anti-scarring product that opens up the skin's care channels. The new whitening ingredient can be absorbed in layers until it penetrates into the skin. LUMIEL, Taiyen Beauty and MÉDECURA have developed niche segments independently. Each brand strengthens its core brand aspirations and uniqueness, and adopts a multi-channel development strategy to expand its market through the integration of virtual and physical channels.
- iv. In terms of cleaning products, Taiyen toothpaste products were widely publicised with newly-designed IP characters and cartoon films placed in dental clinics across the province. The aim was to promote the toothpaste products in a more accessible way and

to establish new indicators for oral hygiene. In addition, in order to implement ESG, the company has successfully obtained environmental labels for five products, using recycled plastic bottles and environmentally friendly formulations to implement corporate social responsibility.

- v. In terms of franchised channels, the Company continues to carry out changes in channel operation, using hierarchical management as the basis for incentives and counselling, and strengthening marketing activities to give full play to the channel's customer collection effect and brand value, thereby enhancing competitiveness. In terms of other channels, the Company has been actively deploying multiple channels, directly operating shops in mass-market channels, and even setting up an online shopping website, in order to implement virtual integrated marketing and gradually expand the sales market.
- vi. In terms of export sales, the Company focuses on specialty products and adopts strategic cooperation between distributors and channel agents to jointly expand overseas markets.
- vii. In terms of asset revitalisation, the Company carried out land revitalisation, lowered the idle rate, actively implemented the Cigu Recreation Area project, and upgraded its human assets.
- viii. Green Energy Development: The Company continues to pursue the "circular economy" by building its own solar power plant and actively promoting a clean and sustainable fishery-electricity co-generation solar photovoltaic service platform.

(2) Production

- i. We will take a full evaluation of the product benefits and reduce slow moving inventory to improve inventory turnover.
- ii. 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
- iii. The company implemented various quality management policies to strengthen the quality control of upstream raw materials to ensure product quality and safety, and implemented a product tracking system.
- iv. The company promotes measures to improve the energy efficiency of production units to reduce emissions from carbon emission hotspots.

(3) Management

- i. 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.
- ii. 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.
- iii. In response to the COVID-19 pandemic, the Company fully cooperated with the policies and regulations of the Central Pandemic Command Centre to implement cleaning and disinfection operations in all units/places, and to make over-the-horizon deployments so as to ensure safe and normal operation of the enterprise.

2. Expected sales volume in 2024 and its basis

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

Item \ Year	Expected sales volume in 2024	Unit
Salt	About 260,000	Metric ton
Bottled Water	About 100,000	Metric ton
Cosmetics	About 530,000	Bottle/Box/Set
Cleaning Products	About 2.7 million	Bottle/Box/Set
Health Food	About 1.33 million	Bottle/Box/Set

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

1. The sales volume of salt products was estimated based on the average monthly sales volume in 2023.
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.

3. 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

Taiyen's development has been closely linked to Taiwan's economic growth, and it has been established for more than 70 years with an outstanding reputation. The Company always upholds the core value of excellence and innovation. In addition to focusing on the salt industry, the Company is also responsible for the country's economic development by providing a stable supply of salt for the people's livelihood, and the brand vision of pure ocean energy water to inspire unlimited health and vitality. The company's business scope includes packaged drinking water, health care products, cleaning products, health care products, Cigu and Tung-Hsiao Tourism and Cultural Park. The company has won numerous awards and has become a national leading brand model of "corporate dedication to reassure society and consumers".

In the face of the fast changing market, Taiyen utilises its established corporate strengths to make consumers feel that "Taiyen" is a reliable and trustworthy partner. The company also continues to develop in the Taiwan market, and has been working on co-operation projects in Southeast Asian countries based on its quality advantage. In addition, the company has been actively promoting digital transformation to generate profits through e-commerce and smart workflow.

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, the company also upholds a macro vision, in line with global trends and government policies, continue to invest in its own power plants, the development of solar power business, and actively promote clean, sustainable green solar energy, in order to give back to the countryside. The company promotes a new generation of environmentally friendly energy and protects the land of Taiwan with all its 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 2023 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:

2024 General Shareholders' Meeting of Taiyen Biotech Co., Ltd.

Taiyen Biotech Co., Ltd.

Convener of Audit Committee:



March 11, 2024

Description of Amendments to Articles 12 and 13 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 five times. In order to complete the procedures of the board of directors and strengthen corporate governance, these Regulations have been amended. The main points of the amendments are listed as follows:

1. In order to avoid any dispute arising from the undetermined postponement meeting of the Board of Directors, the meeting chair may announce that the time limit for the postponement of the meeting shall be limited on the same day if there is a shortage of attendees. (Amendments to Article 12)
2. Considering the fact that during the proceedings of a board meeting, the meeting chair is unable to preside over the meeting for some reason or fails to declare the meeting closed as provided in provisions, in order to avoid affecting the operation of the Board of Directors, stipulates the selection of the deputy to act the meeting chair in place thereof. (Amendments to Article 13)

Comparison Table of the amendments to Articles 12 and 13 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies

Amended Article	Current Article	Description
<p>Article 12</p> <p>When the meeting time is due and one-half all board directors are not present, the meeting chair may announce that the meeting time will be postponed <u>on the same day</u>, provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair may re-convene the meeting following the procedures provided in Article 3, paragraph 2.</p> <p>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.</p>	<p>Article 12</p> <p>When the meeting time is due and one-half all board directors are not present, the meeting chair may announce that the meeting time will be postponed, provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair may re-convene the meeting following the procedures provided in Article 3, paragraph 2.</p> <p>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.</p>	<p>1. In order to avoid any dispute arising from the undetermined postponement meeting of the Board of Directors, the meeting chair may announce that the time limit for the postponement of the meeting shall be limited on the same day if there is a shortage of attendees.</p> <p>2. The second paragraph is not amended.</p>
<p>Article 13</p> <p>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.</p> <p>The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.</p> <p>If at any time during the proceedings of a board of directors meeting the directors sitting at the meeting are not more than</p>	<p>Article 13</p> <p>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.</p> <p>The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.</p> <p>If at any time during the proceedings of a board of directors meeting the directors sitting at the meeting are not more than</p>	<p>1. The first to third paragraphs are not amended.</p> <p>2. Considering the fact that during the proceedings of a board meeting, the meeting chair is unable to preside over the meeting for some reason or fails to declare the meeting closed as provided in provisions, in order to avoid affecting the operation of the Board of Directors, add the paragraph 4, the provisions of Article 10, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof, that the Vice Chairperson shall do so in place of the Chairperson, or, if there is no</p>

<p>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 the meeting, in which case paragraph 1 of the preceding article shall apply mutatis mutandis.</p> <p><u>During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 10, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</u></p>	<p>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 the meeting, in which case paragraph 1 of the preceding article shall apply mutatis mutandis.</p>	<p>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.</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 Regulations of Procedure for Board of Directors Meetings of Taiyen Biotech Co., Ltd.

Amended Article	Current Article	Description
<p>Article 12</p> <p>When the meeting time is due and one-half all board directors are not present, the meeting chair may announce that the meeting time will be postponed <u>on the same day</u>, provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair may re-convene the meeting following the procedures provided in Article 3, paragraph 2.</p> <p>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.</p>	<p>Article 12</p> <p>When the meeting time is due and one-half all board directors are not present, the meeting chair may announce that the meeting time will be postponed, provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair may re-convene the meeting following the procedures provided in Article 3, paragraph 2.</p> <p>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.</p>	<p>1. To cooperate the“Regulations Governing Procedure for Board of Directors Meetings of Public Companies” of the Financial Supervisory Commission , amended on January 11, 2024.</p> <p>2. In order to avoid any dispute arising from the undetermined postponement meeting of the Board of Directors, the meeting chair may announce that the time limit for the postponement of the meeting shall be limited on the same day if there is a shortage of attendees.</p> <p>3. The second paragraph is not amended.</p>
<p>Article 13</p> <p>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.</p> <p>The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.</p> <p>If at any time during the proceedings 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</p>	<p>Article 13</p> <p>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.</p> <p>The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.</p> <p>If at any time during the proceedings 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</p>	<p>1. The first to third paragraphs are not amended.</p> <p>2. Considering the fact that during the proceedings of a board meeting, the meeting chair is unable to preside over the meeting for some reason or fails to declare the meeting closed as provided in provisions, in order to avoid affecting the operation of the Board of Directors, add the paragraph 4, the provisions of Article 10, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof, that 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</p>

Amended Article	Current Article	Description
<p>shall declare a suspension of the meeting, in which case paragraph 1 of the preceding article shall apply mutatis mutandis.</p> <p><u>During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 10, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</u></p>	<p>shall declare a suspension of the meeting, in which case paragraph 1 of the preceding article shall apply mutatis mutandis.</p>	<p>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.</p>
<p>Article 20</p> <p>This proceeding Regulation shall come into effect upon the approval of the Board of Directors. The same procedure is applicable to any amendments thereto.</p> <p>On April 17, 2006, the Fourth Meeting of the Seventh Board of Directors formulated these rules.</p> <p>On February 22, 2008, the first amendment was made at the Fourth Meeting of the Eighth Board of Directors.</p> <p>On March 26, 2010, the second amendment was made at the 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</p>	<p>Article 20</p> <p>This proceeding Regulation shall come into effect upon the approval of the Board of Directors. The same procedure is applicable to any amendments thereto.</p> <p>On April 17, 2006, the Fourth Meeting of the Seventh Board of Directors formulated these rules.</p> <p>On February 22, 2008, the first amendment was made at the Fourth Meeting of the Eighth Board of Directors.</p> <p>On March 26, 2010, the second amendment was made at the 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</p>	<p>Added the date for the amended articles.</p>

Amended Article	Current Article	Description
<p>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><u>On March 11, 2024, the eighth amendment was made at the Fourteenth Meeting of the Thirteenth Board of Directors.</u></p>	<p>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>	

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

- Article 1 These Regulations 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.
- 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 mattersto be reported.
 2. Discussions:
 - A. Items discussed and continued from the last meeting.
 - B. Items for discussion atthis 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. If the Board of Directors does not have Managing Directors, the election or discharge of the Chairman of the Board of Directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
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.
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 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 the preceding article shall apply mutatis mutandis to the procedure for meetings of the Managing Directors and 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. 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 Regulation 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.
On February 3, 2023, the seventh amendment was made at the Fifth Meeting of the Thirteenth 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 2023 and 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2023 and 2022, 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 2023 and 2022, and their consolidated financial performance and cash flows for the years ended 31 December 2023 and 2022, 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 2023 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.

1. Disclosure of investment property fair value

As of 31 December 2023, the Group's net investment property at cost amounted to NT\$1,234,062 thousand, and constituted 16% of total consolidated assets, 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 by external specialists offered by the Group, 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 Group.

We also assessed the adequacy of disclosures of the investment property. Please refer to Notes V and VI(8) to the Group's consolidated financial statements.

2. Valuation for slow-moving inventories

As of 31 December 2023, the Group's net inventories amounted to NT\$394,735 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(6) 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 2023 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 2023 and 2022.

Tseng, Yu-Che

Lee, Fang-Wen

Ernst & Young, Taiwan
11 March 2024

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 2023 and 2022
 (Expressed in thousands of New Taiwan Dollars)

ASSETS	Notes	31 Dec. 2023	31 Dec. 2022	LIABILITIES AND SHAREHOLDERS' EQUITY	Notes	31 Dec. 2023	31 Dec. 2022
Current assets				Current liabilities			
Cash and cash equivalents	IV/VI.1	\$1,444,734	\$1,529,098	Short-term borrowings	IV/VI.10	\$100,000	\$20,000
Current financial assets at fair value through profit or loss	IV/VI.2	390,613	353,179	Current contract liabilities	IV/VI.15	98,034	102,230
Current financial assets at amortized cost	IV/VI.3、16/VIII	4,235	4,944	Notes payable		97,018	132,924
Current contract assets	IV/VI.15、16	393,380	472,758	Trade payables		287,484	266,136
Notes receivable, net	IV/VI.4、16	2,679	2,006	Others payable		311,397	288,752
Trade receivable, net	IV/VI.5、16	267,172	175,518	Current tax liabilities	IV/VI.21	66,293	42,170
Inventories, net	IV/VI.6	394,735	407,366	Lease liabilities, current	IV/VI.17	7,261	9,270
Other current assets		128,701	149,088	Long-term borrowings, current portion	IV/VI.11/VIII	15,313	8,646
Total current assets		3,026,249	3,093,957	Other current liabilities		118,226	55,921
				Total current liabilities		1,101,026	926,049
Non-current assets				Non-current liabilities			
Non-Current financial assets at amortized cost	IV/VI.3、16/VIII	33,960	33,960	Long-term borrowings, non-current portion	IV/VI.11/VIII	72,503	68,927
Property, plant and equipment	IV/VI.7	3,872,461	3,674,664	Deferred tax liabilities	IV/VI.21	34,381	34,232
Right-of-use assets	IV/VI.17	32,912	38,198	Lease liabilities, non-current	IV/VI.17	25,093	28,594
Investment properties	IV/VI.8、17	1,234,062	1,259,749	Long-term deferred revenue	IV/VI.12	307,188	320,053
Intangible assets		6,414	5,341	Net defined benefit liability, non-current	IV/VI.13	94,038	62,387
Deferred tax assets	IV/VI.21	81,899	72,124	Guarantee deposits		131,453	108,534
Prepayments for equipment		1,832	-	Other non-current liabilities, others		5,222	986
Refundable deposits		5,821	6,037	Total non-current liabilities		669,878	623,713
Other non-current assets	IV/VI.9	24,133	27,636	Total liabilities		1,770,904	1,549,762
Total non-current assets		5,293,494	5,117,709				
				Equity attributable to the parent company			
				Common stock	IV/VI.14	2,000,000	2,000,000
				Capital surplus	IV/VI.14	2,501,782	2,501,718
				Retained earnings	IV/VI.14		
				Legal reserve		1,392,111	1,346,026
				Special reserve		45,420	45,420
				Unappropriated earnings		555,306	631,044
				Subtotal		1,992,837	2,022,490
				Other equity		(3,380)	(2,994)
				Non-controlling interests	VI.14	57,600	140,690
				Total equity		6,548,839	6,661,904
				Total liabilities and equity		\$8,319,743	\$8,211,666
Total assets		\$8,319,743	\$8,211,666				

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 2023 and 2022
 (Expressed in thousands of New Taiwan Dollars, except for earnings per share)

ITEMS	NOTE	2023.1.1~ 2023.12.31	2022.1.1~ 2022.12.31
Operating revenue	IV/VI.15/VII	\$3,408,811	\$3,613,607
Operating costs	IV/VI.6、9、13、18	(2,151,333)	(2,337,002)
Gross profit		1,257,478	1,276,605
Operating expenses	IV/VI.9、13、16、17、18		
Sales and marketing expenses		(589,498)	(553,681)
General and administrative expenses	VII	(212,485)	(217,234)
Research and development expenses		(60,495)	(60,640)
Expected credit losses (gains)		(81,572)	-
Subtotal		(944,050)	(831,555)
Operating income		313,428	445,050
Non-operating income and expenses			
Other income	IV/VI.19	113,038	121,579
Other gains and losses	IV/VI.9、19	(94,001)	(31,519)
Financial costs	IV/VI.19	(3,349)	(4,523)
Subtotal		15,688	85,537
Income from continuing operations before income tax		329,116	530,587
Income tax expense	IV/VI.21	(111,820)	(103,071)
Net income		217,296	427,516
Other comprehensive income (loss)	IV/VI.20		
Not to be reclassified to profit or loss in subsequent periods			
Remeasurements of the defined benefit plans		(37,549)	41,070
Unrealized gains from equity instruments investments measured at fair value through other comprehensive income		-	206
Income tax related to items that will not be reclassified subsequently		7,510	(8,214)
To be reclassified to profit or loss in subsequent periods			
Exchange differences resulting from translating the financial statements of foreign operations		(386)	242
Total other comprehensive income, net of tax		(30,425)	33,304
Total comprehensive income		\$186,871	\$460,820
Net income attributable to:			
Stockholders of the parent		\$300,386	\$426,704
Non-controlling interests		\$(83,090)	\$812
Comprehensive income attributable to:			
Stockholder of the parent		\$269,961	\$460,008
Non-controlling interests		\$(83,090)	\$812
Earnings per share (NTD)	VI.22		
Earnings per share-basic		\$1.50	\$2.13
Earnings per share-diluted		\$1.50	\$2.13

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 2023 and 2022

(Expressed in thousands of New Taiwan Dollars)

ITEMS	Equity attributable to the parent company								Non-controlling interests	Total equity
	Common stock	Capital surplus	Retained earnings			Other equity		Total equity attributable to owners of parent		
			Legal reserve	Special reserve	Unappropriated earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income			
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 measured 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
Balance as of 1 January 2023	\$2,000,000	\$2,501,718	\$1,346,026	\$45,420	\$631,044	\$(2,994)	\$-	\$6,521,214	\$140,690	\$6,661,904
Appropriation and distribution of 2022 retained earnings										
Legal reserve	-	-	46,085	-	(46,085)	-	-	-	-	-
Cash dividends	-	-	-	-	(300,000)	-	-	(300,000)	-	(300,000)
Other changes in additional paid-in capital	-	64	-	-	-	-	-	64	-	64
Net income for the year ended 31 December 2023	-	-	-	-	300,386	-	-	300,386	(83,090)	217,296
Other comprehensive income (loss) for the year ended 31 December 2023	-	-	-	-	(30,039)	(386)	-	(30,425)	-	(30,425)
Total comprehensive income	-	-	-	-	270,347	(386)	-	269,961	(83,090)	186,871
Balance as of 31 December 2023	\$2,000,000	\$2,501,782	\$1,392,111	\$45,420	\$555,306	\$(3,380)	\$-	\$6,491,239	\$57,600	\$6,548,839

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 2023 and 2022

(Expressed in thousands of New Taiwan Dollars)

ITEMS	2023.1.1~ 2023.12.31	2022.1.1~ 2022.12.31	ITEMS	2023.1.1~ 2023.12.31	2022.1.1~ 2022.12.31
Cash flows from operating activities:			Cash flows from investing activities:		
Net income before tax	\$329,116	\$530,587	Proceeds from disposal of financial assets at fair value through other comprehensive income	-	1,266
Adjustments for:			Acquisition of financial assets at amortized cost	-	(1,544)
Income and expense adjustments:			Proceeds from disposal of financial assets at amortized cost	709	-
Depreciation	186,897	183,878	Proceeds from disposal of financial assets at fair value through profit or loss	(30,000)	-
Amortization	11,162	11,070	Acquisition of property, plant and equipment	(339,818)	(246,113)
Expected credit losses	81,572	-	Proceeds from disposal of property, plant and equipment	-	144
Net (losses) gains on financial assets or liabilities at fair value through profit or loss	(7,434)	360	Increase in refundable deposits	-	(592)
Interest expense	3,349	4,523	Decrease in refundable deposits	216	-
Interest revenue	(35,929)	(17,875)	Acquisition of intangible assets	(3,483)	(490)
Losses on disposal of property, plant and equipment	1,279	1,279	Increase in prepayments for equipment	(1,832)	-
Losses on disposals of investment properties	-	2	Interest received	34,908	17,694
(Gains) on disposals of other assets	-	(23)	Net cash (used in) investing activities	(339,300)	(229,635)
Losses on disaster	4,134	5,538			
Changes in operating assets and liabilities:			Cash flows from financing activities		
Contract assets	79,378	89,249	Increase in short-term loans	290,000	440,000
Notes receivable, net	(673)	2,574	Decrease in short-term loans	(210,000)	(707,530)
Trade receivables, net	(165,213)	15,498	Borrowing of long-term debt	20,000	25,260
Inventories	(2,898)	(25,231)	Repayments of long-term debt	(9,757)	(5,056)
Other current assets	13,428	9,223	Increase in guarantee deposits	22,919	26,120
Contract liabilities	(4,196)	23,210	Cash payments for the principle portion of the lease liabilities	(10,070)	(10,620)
Notes payable	(39,329)	17,985	Cash dividends	(300,000)	(300,000)
Accounts payable	21,348	(104,596)	Interest paid	(2,374)	(3,860)
Others payable	21,537	(21,447)	Change in non-controlling interests	-	(12,325)
Other current liabilities	62,305	7,627	Other changes in capital surplus	64	32
Net defined benefit liabilities	(5,898)	(5,349)	Net cash (used in) financing activities	(199,218)	(547,979)
Other non-current liabilities	(8,629)	(13,133)			
Cash generated from operations	545,306	714,949	Effect of exchange rate changes on cash and cash equivalents	(385)	242
Interest paid	(921)	(816)			
Income tax paid	(89,846)	(133,444)	Net (decrease) in cash and cash equivalents	(84,364)	(196,683)
Net cash provided by operating activities	454,539	580,689	Cash and cash equivalents at the beginning of year	1,529,098	1,725,781
			Cash and cash equivalents at the end of year	\$1,444,734	\$1,529,098

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 2023 and 2022, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2023 and 2022, 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 2023 and 2022, and its financial performance and cash flows for the years ended 31 December 2023 and 2022, 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 2023 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 2023, the Company's net investment property measured at cost amounted to NT\$1,234,062 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.9 to the Company's parent company only financial statements.

2. Valuation for slow-moving inventories

As of 31 December 2023, the Company's net inventories amounted to NT\$394,568 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.6 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 2023 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
11 March 2024

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 2023 and 2022

(Expressed in thousands of New Taiwan Dollars)

ASSETS	Notes	31 Dec. 2023	31 Dec. 2022	LIABILITIES AND SHAREHOLDERS' EQUITY	Notes	31 Dec. 2023	31 Dec. 2022
Current assets				Current liabilities			
Cash and cash equivalents	IV/VI.1	\$1,299,930	\$1,393,693	Current contract liabilities	IV/VI.14	\$33,802	\$46,521
Current financial assets at fair value through profit or loss	IV/VI.2	390,613	353,179	Notes payable		96,970	132,924
Notes receivable, net	IV/VI.4、15	2,656	2,006	Trade payable		53,853	77,249
Trade receivables, net	IV/VI.5、15	158,753	167,613	Others payable		278,152	262,170
Inventories, net	IV/VI.6	394,568	402,767	Current tax liabilities	IV/VI.20	66,293	36,416
Other current assets		87,357	25,792	Lease liabilities, current	IV/VI.16	5,450	5,859
Total current assets		<u>2,333,877</u>	<u>2,345,050</u>	Other current liabilities		55,220	46,055
				Total current liabilities		<u>589,740</u>	<u>607,194</u>
Non-current assets				Non-current liabilities			
Non-current financial assets at amortized cost	IV/VI.3/VIII	33,960	33,960	Deferred tax liabilities	IV/VI.20	34,381	34,232
Investments accounted for using equity method	IV/VI.7	136,577	301,546	Lease liabilities, non-current	IV/VI.16	24,374	27,255
Property, plant and equipment	IV/VI.8	3,766,689	3,580,284	Long-term deferred revenue	IV/VI.11	307,188	320,053
Right-of-use assets	IV/VI.16	30,382	33,447	Net defined benefit liability, non-current	IV/VI.12	94,038	62,387
Investment properties	IV/VI.9、16	1,234,062	1,259,749	Guarantee deposits		103,719	85,280
Intangible assets		3,888	4,362	Other non-current liabilities, others		1,222	986
Deferred tax assets	IV/VI.20	77,070	67,092	Total non-current liabilities		<u>564,922</u>	<u>530,193</u>
Refundable deposits		5,263	5,475	Total liabilities		<u>1,154,662</u>	<u>1,137,387</u>
Other non-current assets	IV/VI.10	24,133	27,636	Equity			
Total non-current assets		<u>5,312,024</u>	<u>5,313,551</u>	Common stock	IV/VI.13	2,000,000	2,000,000
				Capital surplus	IV/VI.13	2,501,782	2,501,718
				Retained earnings	IV/VI.13		
				Legal reserve		1,392,111	1,346,026
				Special reserve		45,420	45,420
				Unappropriated earnings		555,306	631,044
				Subtotal		<u>1,992,837</u>	<u>2,022,490</u>
				Other equity		<u>(3,380)</u>	<u>(2,994)</u>
				Total equity		<u>6,491,239</u>	<u>6,521,214</u>
Total assets		<u>\$7,645,901</u>	<u>\$7,658,601</u>	Total liabilities and equity		<u>\$7,645,901</u>	<u>\$7,658,601</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 2023 and 2022

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

ITEMS	NOTES	2023.1.1~ 2023.12.31	2022.1.1~ 2022.12.31
Operating revenue	IV/VI.14/VII	\$3,171,759	\$3,044,180
Operating costs	IV/VI.6、10、12、17	(1,844,877)	(1,826,787)
Gross profit		1,326,882	1,217,393
Operating expenses	IV/VI.10、12、15、16、17		
Sales and marketing expenses		(565,888)	(534,773)
General and administrative expenses	VII	(173,559)	(184,415)
Research and development expenses		(58,401)	(55,914)
Subtotal		(797,848)	(775,102)
Operating income		529,034	442,291
Non-operating income and expenses			
Other income	IV/VI.18	111,759	88,674
Other gains and losses	IV/VI.10、18	(63,547)	(5,641)
Financial costs	IV/VI.18	(699)	(685)
Share of profit of associates and joint ventures accounted for using equity method	IV/VI.7	(164,583)	3,637
Subtotal		(117,070)	85,985
Income from continuing operations before income tax		411,964	528,276
Income tax expense	IV/VI.20	(111,578)	(101,572)
Net income		300,386	426,704
Other comprehensive income (loss)	IV/VI.19		
Not to be reclassified to profit or loss in subsequent periods			
Remeasurements of the defined benefit plans		(37,549)	41,070
Unrealized gains from equity instruments investments measured at fair value through other comprehensive income		-	206
Income tax related to items that will not be reclassified subsequently		7,510	(8,214)
To be reclassified to profit or loss in subsequent periods			
Exchange differences resulting from translating the financial statements of foreign operations		(386)	242
Total other comprehensive income, net of tax		(30,425)	33,304
Total comprehensive income		\$269,961	\$460,008
Earnings per share (NTD)	VI.21		
Earnings per share-basic		\$1.50	\$2.13
Earnings per share-diluted		\$1.50	\$2.13

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 2023 and 2022
 (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 measured at fair value through other comprehensive income	
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 measured 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>
Balance as of 1 January 2023	\$2,000,000	\$2,501,718	\$1,346,026	\$45,420	\$631,044	\$(2,994)	\$-	\$6,521,214
Appropriation and distribution of 2022 retained earnings								
Legal reserve	-	-	46,085	-	(46,085)	-	-	-
Cash dividends	-	-	-	-	(300,000)	-	-	(300,000)
Other changes in additional paid-in capital	-	64	-	-	-	-	-	64
Net income for the year ended 31 December 2023	-	-	-	-	300,386	-	-	300,386
Other comprehensive income (loss) for the year ended 31 December 2023	-	-	-	-	(30,039)	(386)	-	(30,425)
Total comprehensive income	-	-	-	-	270,347	(386)	-	269,961
Balance as of 31 December 2023	<u>\$2,000,000</u>	<u>\$2,501,782</u>	<u>\$1,392,111</u>	<u>\$45,420</u>	<u>\$555,306</u>	<u>\$(3,380)</u>	<u>\$-</u>	<u>\$6,491,239</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 2023 and 2022

(Expressed in thousands of New Taiwan Dollars)

ITEMS	2023.1.1~ 2023.12.31	2022.1.1~ 2022.12.31	ITEMS	2023.1.1~ 2023.12.31	2022.1.1~ 2022.12.31
Cash flows from operating activities:			Cash flows from investing activities		
Net income before tax	\$411,964	\$528,276	Proceeds from disposal of financial assets at fair value through other comprehensive income	-	1,266
Adjustments for:			Acquisition of financial assets at fair value through profit or loss	(30,000)	-
Income and expense adjustments:			Acquisition of property, plant and equipment	(320,764)	(243,202)
Depreciation	174,558	171,445	Increase in refundable deposits	-	(906)
Amortization	10,658	10,552	Decrease in refundable deposits	212	-
Net (losses) gains on financial assets at fair value through profit or loss	(7,434)	360	Acquisition of intangible assets	(1,432)	(395)
Interest expense	699	685	Interest received	34,498	17,467
Interest revenue	(35,519)	(17,648)	Net cash used in investing activities	(317,486)	(225,770)
Losses and (gains) of associates for using the equity method	164,583	(3,637)			
Losses on disposal of property, plant and equipment	1,268	662	Cash flows from financing activities		
Losses on disposals of investment properties	-	2	Increase in guarantee deposits	18,439	20,926
Losses on disaster	4,134	5,538	Cash payments for the principle portion of the lease liabilities	(6,436)	(6,458)
Changes in operating assets and liabilities:			Cash dividends	(300,000)	(300,000)
Notes receivable, net	(650)	519	Other changes in capital surplus	64	32
Trade receivables, net	8,860	(3,393)	Net cash used in financing activities	(287,933)	(285,500)
Inventories	(7,330)	(83,996)			
Other current assets	(60,544)	(3,586)	Net (decrease) increase in cash and cash equivalents	(93,763)	18,251
Contract liabilities	(12,719)	9,658	Cash and cash equivalents at the beginning of year	1,393,693	1,375,442
Notes payable	(39,377)	18,174	Cash and cash equivalents at the end of year	\$1,299,930	\$1,393,693
Accounts payable	(23,396)	12,500			
Others payable	15,982	(6,018)			
Other current liabilities	9,165	3,402			
Net defined benefit liabilities	(5,898)	(5,349)			
Other non-current liabilities	(12,629)	(13,132)			
Cash generated from operations	596,375	625,014			
Interest paid	(699)	(685)			
Dividend received	-	24,742			
Income tax paid	(84,020)	(119,550)			
Net cash provided by operating activities	511,656	529,521			

Taiyen Biotech Co., Ltd.
2023 Earnings Distribution Table

Item	Amount		Remarks
	Subtotal	Total	
Unappropriated Retained Earnings of Previous Years		284,960,877	1. Article 34 of the Articles of Association
Plus:			
Actuarial (losses) gains of defined benefits		(30,040,256)	2. Actuarial gains and losses on defined benefits (carried forward from other comprehensive income to retained earnings)
Adjusted Unappropriated Retained Earnings		254,920,621	
Plus:		300,386,116	3. 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%.
Net income of 2023	300,386,116		
Adjusted Retained Earnings Available for Distribution		555,306,737	
Less:			
Legal Reserve		(27,034,586)	
Distribution item:		(240,000,000)	
Dividends to shareholders - cash dividends (NT\$1.2 per share)	(240,000,000)		
Unappropriated Retained Earnings		288,272,151	

Chairman of the Board :



Manager :



Head of Accounting :



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.
 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.
 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. 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.

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 shall 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. 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.

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.

Amended at the Ordinary General Meeting of Shareholders on June 19, 2023.

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.

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	Chu, Wei-I		
Director	Chao, Kuo-Hsiang	Tungwei Construction	9,998,000
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	Lin, Yu-Pen	In person	0
Total shareholding of all directors			88,563,609