

# SHAREHOPE MEDICINE CO.,LTD.

**ShareHope**  
盛弘醫藥股份有限公司  
ShareHope Medicine Co.,Ltd.

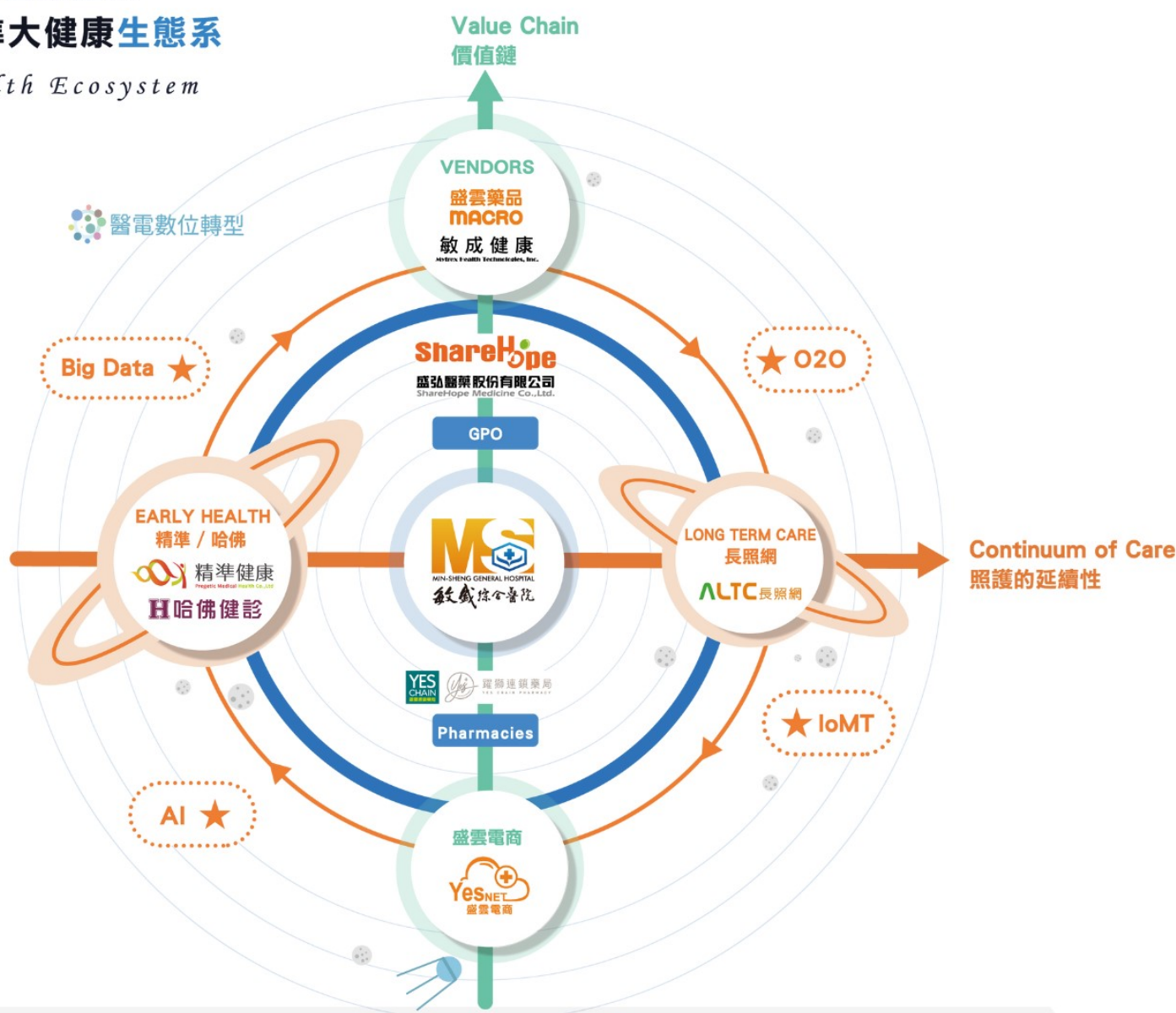
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## 2023 ANNUAL SHAREHOLDERS' MEETING HANDBOOK

ASIA'S LEADING HEALTHCARE ECOSYSTEM

敏盛醫療體系  
精準大健康生態系

*Health Ecosystem*



TIME: 9:00 AM ON JUNE 30, 2023 (FRIDAY)

LOCATION : FLOOR 23, NO. 168, JINGGUO ROAD, TAOYUAN DISTRICT,  
TAOYUAN CITY

METHOD : ENTITY SHAREHOLDERS' MEETING

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**ShareHope Medicine Co., Ltd.**  
**Procedure for the 2023 Annual Meeting of Shareholders**

**1 、 Commencement of the Meeting**

**2 、 Chairperson's Statements**

**3 、 Report Matters**

**4 、 Recognition Matters**

**5 、 Discussion Matters**

**6 、 Elections Matters**

**7 、 Other Matters**

**8 、 Extemporaneous Matters**

**9 、 Adjournment**

**ShareHope Medicine Co., Ltd.**  
**2023 Annual General Shareholders Meeting Agenda**

Time/Date: 9:00 a.m., June 30, 2023( Friday)

Place: 23F., No. 168, Jingguo Rd., Taoyuan Dist., Taoyuan City

**1. Commencement of the Meeting**

**2. Chairperson's Statements**

**3. Report Matters**

- (1) 2022 Business Report.
- (2) 2022 Audit Committee Review Report.
- (3) 2022 Distributable Compensation for Employees and Directors.

**4. Recognition Matters**

- (1) Adoption of the 2022 Business Report, Financial Statement and Combined Financial Statement.
- (2) Distribution of 2022 Profits.

**5. Discussion Matters:**

- (1) Issue of the Earning Distribution for Discussion.
- (2) Amendment to the “Rules of Procedures for Shareholders’ Meetings” for Discussion.

**6. Election Matters:**

- (1) Proposal to elect two directors (including one independent director).

**7. Other Matters:**

- (1) Proposal of Releasing the Prohibition on Directors from Participation in Competitive Business (including independent directors)

**8. Extemporary Matters**

**9 Adjournment**

## **Report Matters**

### Report No. 1

Proposal: 2022 Business Reports

Explanation: The 2022 Business Report is attached as pp.11.

### Report No. 2

Proposal: 2022 Audit Committee Review Report

Explanation: The 2022 Business Report is attached as pp.12.

### Report No. 3

Proposal: 2022 Distributable Compensation for Employees and Directors

Explanation:

1. According to Article 21 of the Company's Articles of Association, the provisions on the remuneration of directors and supervisors and the provision of employee remuneration, the principles are as follows:  
If the company makes profits in the year, it should allocate 6% to 10% as employee remuneration, which shall be distributed in the form of stocks or cash by the resolution of the board of directors. The distribution targets include employees of subordinate companies who meet certain conditions; According to the resolution of the board of directors, no more than 3% of the profit will be appropriated as remuneration for directors and supervisors.
2. The company's net profit before tax in 2011 without adding the remuneration of directors, supervisors and employees is NT\$408,239,929 (the same below), which has reached the profit-making conditions stipulated in the articles of association. 1% of the net profit before tax is remuneration for directors and supervisors, and 6% is remuneration for employees. The provisioned amounts are \$4,082,399 and \$24,494,396 respectively.

## **Recognition Matters**

### **Report No. 1 (Board of Directors Proposal)**

Proposal: Adoption of the 2022 Business Report, Financial Statement and Combined Financial Statement.

Explanation:

1. The Company's Financial Statements, including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent auditors, PwC. Also Business Report and Financial Statements have been approved by the Board and examined by the supervisors of the Company.
2. The 2022 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached in the Meeting Agenda, pp. 11-30.
3. Please approve.

Resolution:

### **Report No. 2 (Board of Directors Proposal)**

Proposal: Distribution of 2022 Profits.

Explanation: 1. The company's 2022 surplus distribution plan was approved by the resolution of the 14th meeting of the seventh session of the board of directors on May 12, 2022. The surplus distribution table is as follows:

ShareHope Medicine Co., Ltd.  
Distribution of 2022 Profits

Unit: NTD

Item	Amount
Unappropriated retained earnings of prior years	436,700,706
2022 net profit	293,945,540

Share of other comprehensive profit or loss of subsidiaries recognized using the equity method	712,804
Changes in ownership interests in subsidiaries	2,208,876
Changes in remeasurements of defined benefit plans for the current period	1,104,062
Other	(3,335)
The net profit after tax of the current period is added to the net profit of the current period, and the items other than the net profit after tax of the current period are included in the current year's undistributed surplus	297,967,947
Provision of statutory surplus reserve (10%)	(29,796,795)
Turn around and set aside special surplus reserve according to law	26,135,512
Deficit yet to be compensated – at the end of 2022	731,007,370
Items for compensating deficit:	
Shareholder dividends - 0.50000007 NTD per share	(60,021,090)
Shareholder bonus - cash per share 0.50000000 NTD	(60,021,081)
Undistributed surplus at the end of the period	610,965,199
Note: Priority distribution of 2022 annual net profit	

**Chairperson: Hung-jen Yang    Manager: Ching-wen Liu**

**Chief Accounting Officer: Ya-meí Huang**

2. If there is a change in the company's share capital that affects the number of shares in circulation and the shareholder's allotment dividend rate changes and needs to be revised, it is proposed to submit to the shareholders' meeting to authorize the chairman to handle it with full authority; the cash dividend distribution is less than 1 NTD. The amount is included in other income of the company.
3. After this case is approved by the resolution of the shareholders' general meeting and submitted to the competent authority for approval, the board of directors will hold a separate meeting to decide on the ex-rights and interest base date and other related matters.
4. Please approve.

Resolution:

## **Discussion Matters**

### Proposal 1: (Proposed by the Board)

Proposal: Issue of the Earning Distribution for Discussion.

- Explanation:
1. In order to distribute stock dividends, the company plans to distribute dividends of NT\$60,021,090 based on distributable earnings, and issue 6,002,109 new shares with a par value of NT\$10 per share for capital increase.
  2. The case of transferring surplus to capital increase and issuing new shares shall be allocated according to the shareholding ratio of shareholders recorded in the shareholder list on the base date of capital increase and allotment. 50.000007 shares will be allocated for free for every thousand shares, and if less than one share is allocated, the shareholders may stop the transfer by themselves. Register with the company's stock affairs agency within five days of the company's stock affairs agency to make up the whole share, and make up the odd and odd shares that are less than one share. According to the provisions of Article 240 of the Articles of Incorporation, the cash (up to RMB) will be changed, and the shareholders' meeting will be requested to authorize the chairman of the board of directors Contact a specific person to purchase at value.
  3. The rights and obligations of the new shares issued this time are the same as those of the original shares.
  4. After this case is approved by the regular meeting of shareholders and submitted to the competent authority for approval, another meeting of the board of directors shall be held to set the base date for ex-rights.
  5. If the number of outstanding shares is affected due to changes in the company's share capital, and the total amount of stock dividend distribution remains unchanged, if the allotment ratio changes and needs to be revised, it is proposed to submit to the shareholders' meeting to authorize the chairman to handle it with full authority.
  6. If matters related to the transfer of surplus to capital increase and the issuance of new shares are required to be changed due to legal regulations or approval by the competent authority, or to meet the operational needs of the objective environment, the board of directors is proposed to authorize the chairman to handle the matter.
  7. Please discuss.

Resolution:



Proposal 2: (Proposed by the Board)

Proposal: Amendment to the “Rules of Procedures for Shareholders’ Meetings” for Discussion.

Explanation: 1. Handled in accordance with the Financial Supervisory Commission’s letter No.

1120334642 dated March 14, 2012, and Taiwan Stock Exchange Co., Ltd.’s letter No. 11200041671 dated March 17, 2012, mainly for security Shareholders' rights and interests, the company's convening of a video-conference shareholders' meeting should be subject to a special resolution of the board of directors, and related matters such as assistance in providing shareholders with connection equipment and necessary assistance, amending some provisions of the company's "Rules of Procedure for Shareholders' Meetings". The comparison table of the amended provisions is as follows:

Amendments	Current Provisions	Explanation
<p>Article 3</p> <p>Unless otherwise stipulated by laws and regulations, the general meeting of shareholders of the company shall be convened by the board of directors.</p> <p><u>The company shall hold a videoconference of the shareholders' meeting, unless otherwise stipulated in the stock affairs handling guidelines of companies offering shares to the public, which shall be specified in the articles of association and shall be resolved by the board of directors. A resolution approved by more than half of the directors shall be implemented.</u></p> <p>(abbreviated below)</p>	<p>Article 3</p> <p>Unless otherwise stipulated by laws and regulations, the general meeting of shareholders of the company shall be convened by the board of directors.</p> <p>(abbreviated below)</p>	<p>Since the company holds a video-conference shareholders meeting, shareholders can only participate in the shareholders meeting in the form of a video conference, and there are many restrictions on the rights and interests of shareholders. In order to protect the rights and interests of</p>

Amendments	Current Provisions	Explanation
		<p>shareholders,</p> <p>the second item</p> <p>is added. Unless</p> <p>otherwise</p> <p>stipulated in the</p> <p>stock affairs</p> <p>handling</p> <p>guidelines of a</p> <p>company</p> <p>offering shares</p> <p>to the public, it</p> <p>shall be</p> <p>specified in the</p> <p>articles of</p> <p>association and</p> <p>resolved by the</p> <p>board of</p> <p>directors, and</p> <p>the company's</p> <p>convening of a</p> <p>video-</p> <p>conference</p> <p>shareholders'</p> <p>meeting shall</p> <p>require the</p> <p>attendance of</p> <p>more than two-</p> <p>thirds of the</p> <p>directors and</p> <p>the consent of</p> <p>more than half</p> <p>of the directors</p> <p>present (i.e.</p>

Amendments	Current Provisions	Explanation
		special resolution).
<p>Article 6-1</p> <p>When the company holds a shareholders meeting via videoconference, the following items shall be specified in the shareholders meeting convening notice:</p> <p>The first and second paragraphs are omitted.</p> <p>3. To convene a video-conference shareholders meeting, which shall specify appropriate alternative measures for shareholders who have difficulty participating in video-conferencing. <u>Except for the circumstances stipulated in Item 6, Article 44-9, of the Standards for the Handling of Share Affairs of Companies Offering Shares to the Public, at least shareholders shall be provided with connection equipment and necessary assistance, and the period during which shareholders may apply to the company and other relevant notices shall be specified.</u> <u>matter.</u></p>	<p>Article 6-1</p> <p>When the company holds a shareholders meeting via videoconference, the following items shall be specified in the shareholders meeting convening notice:</p> <p>The first and second paragraphs are omitted.</p> <p>3. To convene a video-conference shareholders meeting, which shall specify appropriate alternative measures for shareholders who have difficulty participating in video-conferencing.</p>	<p>1. Considering the convening of the video-conference shareholders meeting, shareholders can only participate in the shareholders meeting via video conference. In order to provide appropriate alternative measures for shareholders who have difficulty participating in the video conference, and to assist them to use connection equipment to participate in the shareholders' meeting, please refer to the third</p>

Amendments	Current Provisions	Explanation
		<p>In the latter paragraph of the new paragraph, it is stipulated that the company shall at least provide the connection equipment and venue for the shareholders to participate in the meeting held by video conference, and assign relevant personnel on the spot to provide necessary assistance to shareholders, and shall convene the shareholders meeting</p> <p>The notice specifies the period during which shareholders can apply to the company and other related</p>

Amendments	Current Provisions	Explanation
		<p>matters that should be paid attention to.</p> <p>2. In addition, if the provisions of Item 6, Article 44-9, of the Standards for the Handling of Share Affairs of Public Offering Companies occur, due to natural disasters, accidents, or other force majeure events, the Ministry of Economic Affairs announces that the company shall, within a certain period of time, not stipulated in the articles of association In special circumstances where the</p>

Amendments	Current Provisions	Explanation
		shareholders' meeting can be convened by way of video conferencing, since it is necessary to provide relevant necessary supporting measures depending on the situation at the time, the cancellation document is added to the third paragraph, and it is clearly stipulated that if the situation stipulated in the sixth paragraph of Article 44-9 occurs, there is no need to The latter paragraph of paragraph 3 applies.
Article 22 When the company holds a video-conference shareholders meeting, it shall provide appropriate alternative measures for	Article 22 When the company holds a video-conference shareholders meeting, it shall provide appropriate alternative measures for	The reason for the amendment is the same as Article 1.

Amendments	Current Provisions	Explanation
shareholders who have difficulties in attending via video-conferencing. <u>Except for the circumstances stipulated in Item 6, Article 44-9, of the Standards for the Handling of Share Affairs of Companies Offering Shares to the Public, at least shareholders shall be provided with connection equipment and necessary assistance, and the period during which shareholders may apply to the company and other relevant notices shall be specified. matter.</u>	shareholders who have difficulties in attending via video-conferencing.	
Article 24 This rule was enacted on June 25, 2008 in the Republic of China. First revised edition: November 01, 2008. The second revision: June 29, 2012. The third revision: June 20, 2013. The fourth revision: June 23, 2015. The fifth revised edition: June 27, 2018. Sixth revision: June 30, 2020. The seventh revised edition: July 30, 2021. The eighth revision: June 29, 2022. <u>Ninth revised edition: June 30, 2023.</u>	Article 24 This rule was enacted on June 25, 2008 in the Republic of China. First revised edition: November 01, 2008. The second revision: June 29, 2012. The third revision: June 20, 2013. The fourth revision: June 23, 2015. The fifth revised edition: June 27, 2018. Sixth revision: June 30, 2020. The seventh revised edition: July 30, 2021. The eighth revision: June 29, 2022.	Added revision date.

2.Please discuss.

Resolution:

## Election Matters

Proposal: Proposal to elect two directors (including one independent director).

Explanation: 1. In order to meet the needs of the company's operation and development, it is planned to elect two more directors (including one independent director) at this shareholders' meeting, increasing the number of directors from the current 9 to 11.

2. The term of office of the newly elected directors (including independent directors) is the same as that of the current directors, from the date of election to July 29, 2011.

3. According to Article 14 of the company's articles of association, the company's director election adopts a candidate nomination system. The list of director candidates, academic experience and other relevant information are as follows, which were reviewed and approved by the company's board of directors on May 12, 2012. Shareholders should To be elected from the list of candidates.

4. Please vote.

Order	Category	Nominee	Educational Background	Employment Background	Representative legal person name
1	Director	Chen Wenzhong	1. Doctor of Medicine, Institute of Clinical Medicine, National Taiwan University 2. Bachelor of Medicine, Department of Medicine, National Taiwan University	current position: 1. Director of the Rosch Foundation 2. Honorary Professor, School of Medicine, National Taiwan University 3. Chief Dean of TaoNTD Minsheng Hospital 4. President of the Cardiology Society of the Republic of China experience: 1. Professor of Internal Medicine and Emergency Medicine, National Taiwan University School of Medicine 2. Director of Cardiovascular Center, National Taiwan University Hospital 3. Director of Department of Cardiology,	MISSIONCARE CO.



Order	Category	Nominee	Educational Background	Employment Background	Representative legal person name
				<p>National Taiwan University Hospital</p> <p>4. Director of Department of Emergency Medicine, National Taiwan University School of Medicine</p> <p>5. Director of Department of Emergency Medicine, National Taiwan University Hospital</p> <p>6. President of TaoNTD Hospital, Ministry of Health and Welfare, Executive NTD</p> <p>7. President of Hsinchu Hospital, Ministry of Health and Welfare, Executive NTD</p> <p>8. President of Luodong Boai Hospital</p>	
2	Independent Director	Yao Xiubi	<p>1. Master of Business Administration, University of Missouri-Columbia</p> <p>2. Tunghai University Super EPOST</p> <p>3. Department of Finance, National Chung Cheng University</p>	<p>current position:</p> <p>1. Manager of Strategic Investment Department of Yongsheng Optical Co., Ltd.</p> <p>2. Director of Baodao Optical Technology Co., Ltd.</p> <p>3. Director of Haichang Biochemical Technology Co., Ltd.</p> <p>4. Director of Yujiasheng Co., Ltd.</p> <p>5. Supervisor of Shanghai Jingcheng Co., Ltd.</p> <p>6. Director of Xiamen Weimeng Environmental Protection Materials Co., Ltd.</p> <p>experience</p> <p>1. Acting spokesperson of Ginko International Co., LTD</p> <p>2. Director of the Chairman's Office of Yongsheng Optical Co., Ltd.</p>	None

Election result:

## **Other Matters**

Proposal: Proposal of Releasing the Prohibition on Directors from Participation in Competitive Business (including independent directors)

Explanation: 1. Pursuant to Article 209 of the Company Act, directors shall explain the important content of their actions to the shareholders' meeting and obtain their approval for actions that fall within the scope of the company's business for themselves or others.

2. If the company's newly appointed directors (including independent directors) invest in or operate other companies with the same or similar business scope as the company and act as directors or managers, the newly elected directors will be dismissed without prejudice to the interests of the company. The non-competition of directors (including independent directors) is lifted as follows.

Order	Title	Name	Currently holding positions in other companies
1	Director	Representative of MISSIONCARE CO. Chen Wenzhong	1. Director of the Rosch Foundation
2	Independent Director	Yao Xiubi	1. Manager of Strategic Investment Department of Yongsheng Optical Co., Ltd. 2. Director of Baodao Optical Technology Co., Ltd. 3. Director of Haichang Biochemical Technology Co., Ltd. 4. Director of Yujiasheng Co., Ltd. 5. Supervisor of Shanghai Jingcheng Co., Ltd. 6. Director of Xiamen Weimeng Environmental Protection Materials Co., Ltd.

Resolution:

## **Extemporaneous Matters**

### **Adjournment**

## ShareHope Medicine Co., Ltd.

### 2022 Business Report

Ladies and gentlemen, shareholders:

The company's 2011 consolidated revenue was 4,137,132 thousand NTD, an increase of 287,105 thousand NTD over the previous year; in terms of profit, the net profit after tax attributable to the company was 293,946 thousand NTD, an increase of 61,283 thousand NTD over the previous year, and the earnings per share was 2.45 NTD. It was mainly due to the impact of the pandemic in 2022 and the substantial growth of the PCR business.

A summary of the operating results is as follows:

➤ Consolidated Financial Statements

(Unit: thousand)

	2022	2021
operating income	4,137,132	3,850,027
Operating cost	3,148,273	3,016,071
operating profit	988,859	833,956
Operating expenses	732,371	648,896
Other gains and expenses, net	87,577	73,391
business interest	344,065	258,451
Non-operating income and expenses	(4,127)	9,178
Net profit before tax	339,938	267,629
Income tax expense	95,828	74,201
Net profit for the period	244,110	193,428
Net profit for the period is attributable to:		
parent company owner	293,946	232,663
non-controlling interest	(49,836)	(39,235)

➤ Individual Financial Statement Summary

	2022	2021
Net profit for the year (thousand NTD)	293,946	232,663
Earnings per share: basic (NTD)	2.45	1.94
Earnings per share: diluted (NTD)	2.43	1.92

(Note) 2021 is retrospectively adjusted earnings per share.

Looking at 2023, with the slowdown of the pandemic and the relaxation of pandemic prevention, the health check business of health management will return to stable growth. The company and its subsidiaries will continue to cultivate the health check market in Taozhumiao and Greater Taipei, and will extend their tentacles to Tainan Established Shengyou Clinic. The real estate of Château de Château Taoyuan was purchased last year to create a smart "Mission Smart Medical City". The Shengyun Kangyu with rooms on the middle and high floors has begun trial operation, and the smart medical clinic on the lower floors has begun trial operation in mid-March 2023, covering outpatient clinics, health checkups, and medical beauty services, the benefits will gradually emerge, and a brand-new business model will be established for Taiwan's medical industry.

**Chairperson: Hung-jen Yang    Manager: Ching-wen Liu**

**Chief Accounting Officer: Ya-meí Huang**

## **Audit Committee Review Report**

The company's 2022 annual business report, financial statements and consolidated financial statements, and profit distribution proposals, etc., among which the financial statements and consolidated financial statements have been checked by PwC, and the audit report has been issued. The above-mentioned business report, financial statement, consolidated financial statement and profit distribution case have been reviewed and completed by the Audit Committee according to the law, and there are no discrepancies, and they are prepared in accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please review the report.

Sincerely,  
ShareHope Medicine Co., Ltd. 112th Annual General Meeting of Shareholders

ShareHope Medicine Co., Ltd.

The Audit Committee

Convener: Wu Genzai

May/12, 2023

## Attachment 3: 2022 Accountants Audit Report, Financial Statements and Consolidated Financial Statements.

### Independent Auditors' Report

Submitted to the Board of Directors of ShareHope Medicine Co., Ltd. and subsidiaries for review

#### Audit opinions

The Consolidated Balance Sheet of ShareHope Medicine Co., Ltd. and its subsidiaries (ShareHope Group) as of December 31, 2022 and 2021, and the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Cash Flow Statement and Notes to Consolidated Financial Statements (including the Summary of Major Accounting Policies) for the years ended December 31, 2022 and 2021, have been audited by the independent auditor.

In the independent auditor's opinion, the Consolidated Financial Statements referred to above have been prepared, in all material respects, in accordance with the Regulations Governing the Preparation of Financial Statements by Securities Issuers, and the International Financial Reporting Standards, International Accounting Standard, and their interpretations and interpretation announcements recognized by the Financial Supervisory Commission, based on the audit results of the independent auditor and the audit reports of other independent auditors (please refer to the Other Items section), which are sufficient for revealing the consolidated financial position of ShareHope Group as of December 31, 2022 and 2021 as well as its consolidated financial performance and consolidated cash flows for the years ended December 31, 2022 and 2021.

#### Foundation for audit opinions

The independent auditor performed the audit in compliance with the rules governing the certification of financial statements by independent auditors and the auditing standards. His responsibilities specified in these standards will be further explained in the section about independent auditors' responsibilities in auditing the Consolidated Financial Statements. The personnel subject to independence standards in the accounting firm, to which the said independent auditor is affiliated, have maintained independent from ShareHope Group in accordance with the CPA Professional and Ethical Guidelines, and have fulfilled other obligations under the Guidelines. Based on the audit results of the independent auditor and the audit reports of other independent auditors, the independent auditor holds that he has obtained sufficient and appropriate audit evidence as the basis for the audit opinions.

#### Key audit items

Key audit items refer to items of the greatest importance to be audited in the Consolidated Financial Statements of ShareHope Group for 2022, based on the professional judgment of the independent auditor. Given that such items have been considered in the course of auditing the Consolidated Financial Statements and forming the audit opinions, the independent auditor does not give opinions on these items separately. Based on the independent auditor's judgment, the key audit items that shall be included in the audit report are as follows:

##### Revenue recognition

For the accounting policies for revenue recognition and related disclosure information, please refer to Note 4 (15), Note 6 (29), and Note 7 (3) of the Consolidated Financial Statements.

Explanation on key audit items:

The operating revenue of ShareHope Group is a matter of concern to users of the financial statements and the competent authorities, and the Group's main sales customers are related parties of its medical system, whose operating revenue has a significant impact on the Consolidated Financial Statements. Accordingly, revenue recognition is among the important items to be evaluated by the independent auditor in the audit of the Consolidated Financial Statements of ShareHope Group.

Corresponding audit procedures:

The main audit procedures adopted by the independent auditor for the key audit items mentioned above include:

- Based on the understanding of the sales-related internal control procedures of ShareHope Group, establish internal control audit procedures in response to the risks generated thereof, to identify and evaluate the effectiveness of the internal control over sales transactions made by ShareHope Group with its related parties.
- Obtain sales revenue details from the management, confirm the completeness of the details, select adequate samples from the revenue details of main sales transactions with related parties, and review relevant vouchers and verify delivery of goods and receipt of payments, so as to confirm whether the revenues are recognized after relevant obligations are fulfilled as well as the authenticity of revenue recognition.
- Inspect whether there are major discounts or returns of sales revenue subsequent to the sales transactions and evaluate the authenticity of the sales revenue.
- Send a letter of inquiry to the relevant parties and confirm whether the recorded revenue is consistent with the transaction amount or has been adjusted appropriately.

#### **Other items**

Among the subsidiaries and equity method investments in the Consolidated Financial Statements of ShareHope Group, the financial statements of some subsidiaries and equity method investments have not been audited by the independent auditor, but have been audited by other independent auditors. Therefore, the opinions given by the independent auditor about the above-mentioned Consolidated Financial Statements concerning the amounts listed in the financial statements of such subsidiaries are based on the audit reports of other independent auditors. The total assets of such subsidiaries as of December 31, 2022 and 2021 accounted for 6.01% and 6.34% of the total consolidated assets respectively, and the net operating revenue for the years ended December 31, 2022 and 2021 accounted for 1.50% and 1.59% of the net consolidated operating revenue respectively. The equity method investments as of December 31, 2022 accounted for 0.26% of the total consolidated assets, and the share of losses of affiliates applying the equity method to part of the equity method investments for the year ended December 31, 2022 accounted for 0.22% of the net consolidated loss before tax.

ShareHope Medicine Co., Ltd. has prepared the Parent Company Only Financial Statements for 2022 and 2021, and the independent auditor has issued unqualified opinions which are recorded in the audit report included in the Other Items section for reference.

#### **Responsibilities of the management and governing body for the Consolidated Financial Statements**

The responsibility of the management is to prepare fairly presented Consolidated Financial Statements in accordance with the Regulations Governing the Preparation of Financial Statements by Securities Issuers, and the International Financial Reporting Standards, International Accounting Standard, and their interpretations and interpretation announcements recognized and issued by the Financial Supervisory Commission, and to maintain necessary internal control over the preparation of the Consolidated Financial Statements, so as to ensure no occurrence of material false statements due to fraud or error in the Consolidated Financial Statements.

The responsibility of the management in the preparation of the Consolidated Financial Statements also includes the evaluation of ShareHope Group's ability to continue business, the disclosure of related items, and the adoption of the accounting basis for continuation of the business, unless the management intends to liquidate ShareHope Group or close business, or there is no practical alternative to liquidation or close of the business.

The governing body (including the Audit Committee) of ShareHope Group is responsible for supervising the financial reporting process.

## **Responsibilities of the independent auditor for auditing the Consolidated Financial Statements**

The purpose of the independent auditor's audit of the Consolidated Financial Statements is to obtain reasonable assurance as to whether there are material false statements due to fraud or error in the Consolidated Financial Statements, and to issue an audit report. Reasonable assurance refers to the high degree of certainty. Nevertheless, there is no guarantee that the material false statements in the Consolidated Financial Statements will necessarily be detected merely based on the audit work conducted in compliance with the auditing standards. False statements may result from frauds or errors. False statements of several amounts or total amounts are considered material if they can reasonably be expected to affect the economic decisions made by users of the Consolidated Financial Statements.

The independent auditor performs professional judgment and professional skepticism when conducting an audit in accordance with the auditing standards. The independent auditor also undertakes the following tasks:

1. Identify and evaluate the risk of material false statements due to frauds or errors in the Consolidated Financial Statements, formulate and implement appropriate countermeasures for the risk evaluated, and obtain sufficient and appropriate audit evidence as the basis for audit opinions. Since fraud may involve collusion, forgery, intentional omission, false statements, or overstepping internal control, the risk of the failure to detect material false statements due to frauds is higher than that due to errors.
2. Obtain necessary understanding of the internal control essential to the audit, so as to formulate the appropriate audit procedures for the current situation, for all that the purpose is not to give opinions on the effectiveness of the internal control of ShareHope Group.
3. Evaluate the appropriateness of the accounting policies adopted by the management, as well as the reasonability of the accounting estimates and related disclosures made by them.
4. Draw conclusions on the appropriateness of the management's adoption of the accounting basis for continuation of the business, as well as whether there are significant uncertainties in events or situations that may give rise to material doubts about ShareHope Group's ability to continue its business, based on the audit evidences obtained. If the independent auditor believes that there are significant uncertainties in such events or situations, he shall remind users of the Consolidated Financial Statements to pay attention to the disclosures about the Consolidated Financial Statements, or revise the audit opinions when such disclosures are inappropriate. The independent auditor's conclusions are based on the audit evidences obtained up to the date of the audit report. However, future events or situations may result in ShareHope Group's loss of the ability to continue the business.
5. Evaluate the overall statements, structure, and contents of the Consolidated Financial Statements (including relevant notes), and whether relevant transactions and events are fairly presented in the Consolidated Financial Statements.
6. Obtain sufficient and appropriate audit evidence for the financial information of the constituent entities of the Group to give opinions on the Consolidated Financial Statements. The independent auditor is responsible for guiding, supervising, and executing the audit work of the Group, and for issuing audit opinions on the Group.

The items on which the independent auditor has communicated with the governing body include the planned scope and time of the audit work, as well as major audit findings (including significant deficiencies in internal control identified in the course of the audit).

The independent auditor has also provided the governing body with the statement that the personnel subject to independence standards in the accounting firm, to which the independent auditor is affiliated, have complied with the CPA professional and ethical guidelines regarding independence, and has communicated with the governing body on all relationships and other items that may be considered to affect the independence of independent auditors (including relevant protective measures).



The independent auditor has decided on the key items to be audited in the Consolidated Financial Statements of ShareHope Group for 2022, based on the items on which he has communicated with the governing body. The independent auditor has stated such items in the Independent Auditors' Report, unless some specific items are prohibited from disclosure according to laws and regulations, or the independent auditor decides not to communicate some items in the Independent Auditors' Report under extremely rare circumstances where it can be reasonably expected that the negative impact of such communication will outweigh the public interest it brings.

KPMG

Independent auditor:

Number of documents : Tai-Tsai-Zheng-(6)-Zi-0930106739  
approved and certified by Jin-Kuan-Zheng-Shen-Zi-1040003949  
the securities regulatory  
March 24, 2023

**ShareHope Medicine Co., Ltd. and its subsidiaries**

**Consolidated Balance Sheet**

**December 31, 2022 and 2021**

**Unit: NT\$ thousand**

		2022.12.31		2021.12.31				2022.12.31		2021.12.31	
Assets		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:											
1100	Cash and cash equivalents (Note 6 (1))	\$ 1,535,182	21	1,557,173	25	2100	Short-term loans (Note 6 (17) and Note 8)	\$ 306,254	4	276,100	5
1110	Financial assets at fair value through profit or loss - current (Note 6 (2))	10,341	-	10,279	-	2110	Short-term bills payable (Note 6 (18))	54,892	1	54,979	1
1136	Financial assets at amortized cost - current (Note 9)	5,001	-	5,220	-	2130	Contract liabilities - current (Note 6 (29))	5,525	-	7,280	-
1150	Notes receivable (Note 6 (4) and (29))	13,123	-	16,012	-	2150	Notes payable	100,470	1	99,302	2
1170	Net accounts receivable (Note 6 (4) and (29))	179,973	2	219,975	4	2170	Accounts payable	698,764	9	548,662	9
1180	Net accounts receivable - related parties (Note 6 (4), (6) and (29), and Note 7)	1,042,711	14	856,366	14	2181	Accounts payable - related parties (Note 7)	3,556	-	2,811	-
1200	Other net accounts receivable (Note 6 (5))	55,603	1	128,671	2	2200	Other payables (Note 6(23))	335,785	5	242,860	4
1210	Other accounts receivable - related parties (Note 6 (5) and Note 7)	26,445	-	20,073	-	2220	Other accounts payable - related parties (Note 7)	1,293	-	635	-
1220	Income tax assets for the period	50	-	532	-	2230	Income tax liabilities for the period	58,143	1	68,656	1
130X	Inventories (Note 6 (7))	272,537	4	290,640	5	2280	Lease liabilities - current (Note 6 (21))	118,503	2	119,204	2
1410	Prepayments (Note 7)	48,512	1	43,889	1	2322	Long-term loans due in one year (Note 6 (19) and Note 8)	31,753	-	33,065	-
1470	Other current assets	3,000	-	6,421	-	2323	Long-term accounts payable due in one year	2,658	-	-	-
Total current assets		3,192,478	43	3,155,251	51	2399	Other current liabilities	11,964	-	18,274	-
Non-current assets:											
1510	Financial assets at fair value through profit or loss - non-current (Note 6 (2))	82,086	1	82,799	1	2540	Long-term loans (Note 6 (19) and Note 8)	967,623	14	124,462	2
1517	Financial assets at fair value through other comprehensive income - non-current (Note 6 (3))	680,880	9	545,424	10	2570	Deferred income tax liabilities (Note 6 (25))	17,821	-	14,186	-
1536	Financial assets at amortized cost - non-current (Note 8)	40,590	1	41,126	1	2580	Lease liabilities - non-current (Note 6 (21))	526,576	7	600,975	10
1550	Equity method investments (Note 6 (10))	69,965	1	26,445	-	2612	Long-term payables	11,187	-	-	-
1600	Property, plant and equipment (Note 6 (12) and Note 8)	1,694,731	23	562,605	9	2640	Net defined benefit liabilities - non-current	7,972	-	9,137	-
1755	Right-of-use assets (Note 6 (13))	461,074	6	523,749	9	2645	Deposits received (Note 7)	18,022	-	8,926	-
1760	Investment properties (Note 6 (14) and Note 8)	346,792	5	365,858	6	Total non-current liabilities		1,549,201	21	757,686	12
1780	Intangible assets (Note 6 (15))	342,674	5	337,741	6	Total liabilities		3,278,761	44	2,229,514	36
1840	Deferred income tax assets (Note 6 (25))	10,975	-	14,001	-	Equity (Note 6 (9), (11), (15) and (26)):					
194D	Net long-term finance lease receivables (Note 6 (6) and (29), and Note 7)	11,879	-	19,643	-	3110	Ordinary share capital	1,200,422	16	1,143,259	19
1990	Other non-current assets (Note 6 (16) and Note 7)	443,632	6	438,166	7	3200	Additional paid-in capital	1,264,508	17	1,267,418	21
Total non-current assets		4,185,278	57	2,957,557	49	3310	Legal reserves	187,098	3	163,624	3

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

**Chairperson: Hung-jen Yang**

**Manager: Ching-wen Liu**

**Chief Accounting Officer: Ya-mei Huang**

**ShareHope Medicine Co., Ltd. and its subsidiaries**  
**Consolidated Statement of Comprehensive Income**  
January 1 to December 31, 2022 and 2021

**Unit: NT\$ thousand**

		<b>2022</b>		<b>2021</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenue (Note 6 (29) and Note 7)</b>	\$ 4,137,132	100	3,850,027	100
5000	<b>Operating costs (Note 6 (7), (12), (13) and (24), and Note 7)</b>	(3,153,221)	(76)	(3,016,071)	(78)
	<b>Gross profits</b>	983,911	24	833,956	22
	<b>Operating expenses (Note 6 (4), (12), (13), (15), (21) and (24), and Note 7):</b>				
6100	Marketing expenses	(229,331)	(6)	(123,920)	(3)
6200	Administrative expenses	(488,669)	(12)	(540,493)	(14)
6300	R&D expenses	(16,395)	-	-	-
6235	Gains on reversal of expected credit impairment	2,025	-	15,517	-
	Total operating expenses	(732,370)	(18)	(648,896)	(17)
6500	Other net income and expenses (Note 6 (31))	87,575	2	73,391	2
	<b>Net operating income</b>	339,116	8	258,451	7
	<b>Non-operating income and expenses (Note 6 (10), (21) and (32), and Note 7):</b>				
7100	Interest income	3,134	-	1,273	-
7010	Other income	76,072	2	21,760	1
7020	Other gains and losses	(39,826)	(1)	6,501	-
7050	Finance costs	(38,158)	(1)	(20,134)	(1)
7770	Share of losses of affiliates recognized by the equity method	(400)	-	(222)	-
	<b>Total non-operating income and expenses</b>	822	-	9,178	-
7900	<b>Net income before tax</b>	339,938	8	267,629	7
7950	<b>Income tax expenses (Note 6 (25))</b>	(95,828)	(2)	(74,201)	(2)
	<b>Net income for the period</b>	244,110	6	193,428	5
8300	<b>Other comprehensive income (Note 6 (25) and (26)):</b>				
8310	<b>Items not reclassified to profit or loss</b>				
8311	Remeasurement amount of defined benefit plans	2,830	-	2,754	-
8316	Unrealized valuation profits and losses on equity instrument investments at fair value through other comprehensive income	22,604	-	7,577	-
8320	Share of other comprehensive income of affiliates recognized by the equity method	(6)	-	(30)	-
8349	Less: income taxes related to non-reclassified items	6,153	-	462	-
	<b>Total items not reclassified to profit or loss</b>	19,275	-	9,839	-
8360	<b>Items that may be reclassified to profit or loss subsequently</b>				
8361	Exchange difference from translation of the financial statements of foreign operations	2,121	-	(734)	-
8399	Less: income taxes related to items that may be reclassified	387	-	(136)	-
	<b>Total items that may be reclassified to profit or loss subsequently</b>	1,734	-	(598)	-
8300	<b>Other comprehensive income for the period</b>	21,009	-	9,241	-
8500	<b>Total comprehensive income for the period</b>	<b>\$ 265,119</b>	<b>6</b>	<b>202,669</b>	<b>5</b>
	<b>Net profit for the period attributable to (Note 6 (11) and (15)):</b>				
8610	Owners of the parent company	\$ 293,946	7	232,663	6
8620	Non-controlling interests	(49,836)	(1)	(39,235)	(1)
	<b>Total comprehensive income attributable to (Note 6 (11) and (15)):</b>	<b>\$ 244,110</b>	<b>6</b>	<b>193,428</b>	<b>5</b>
8710	Owners of the parent company	\$ 331,172	8	242,077	6
8720	Non-controlling interests	(66,053)	(2)	(39,408)	(1)
	<b>Earnings per share (NT\$) (Note 6 (28))</b>				
9750	<b>Basic earnings per share</b>	<b>\$ 2.45</b>		<b>1.94</b>	
9850	<b>Diluted earnings per share</b>	<b>\$ 2.43</b>		<b>1.92</b>	

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

**Chairperson: Hung-jen Yang**

**Manager: Ching-wen Liu**

**Chief Accounting Officer: Ya-mei Huang**

**ShareHope Medicine Co., Ltd. and its subsidiaries**  
**Consolidated Statement of Changes in Equity**  
January 1 to December 31, 2022 and 2021

Unit: NT\$ thousand

	Ordinary share capital	Capital collected in advance	Additional paid-in capital	Legal reserves	Special reserves	Undistributed earnings	Exchange difference from translation of the financial statements of foreign operations	Unrealized gains or losses on financial assets at fair value through other comprehensive income	Total equity attributable to owners of the parent company	Non- controlling interests	Total equity
<b>Balance on January 1, 2021 (after retrospective adjustment)</b>	\$ 1,086,969	1,667	1,224,665	139,516	38,865	460,018	(2,763)	(30,706)	2,918,231	660,779	3,579,010
Net income for the period	-	-	-	-	-	232,663	-	-	232,663	(39,235)	193,428
Other comprehensive income for the period	-	-	-	-	-	2,133	(410)	7,691	9,414	(173)	9,241
Total comprehensive income for the period	-	-	-	-	-	234,796	(410)	7,691	242,077	(39,408)	202,669
Allocation and distribution of earnings:											
Appropriation of legal reserve	-	-	-	24,108	-	(24,108)	-	-	-	-	-
Ordinary share cash dividend	-	-	-	-	-	(54,441)	-	-	(54,441)	-	(54,441)
Ordinary share stock dividend	54,441	-	-	-	-	(54,441)	-	-	-	-	-
Reversal of special reserves	-	-	-	-	(5,396)	5,396	-	-	-	-	-
Conversion of convertible corporate bonds	1,849	(1,667)	417	-	-	-	-	-	599	-	599
The difference between the price and book value of subsidiaries' equity actually acquired and disposed of	-	-	(11,851)	-	-	-	-	-	(11,851)	11,401	(450)
Changes in ownership interests in subsidiaries	-	-	54,187	-	-	(53)	-	53	54,187	-	54,187
Share-based payment transaction	-	-	-	-	-	-	-	-	-	3,268	3,268
Increase or decrease of non-controlling interests	-	-	-	-	-	-	-	-	-	98,452	98,452
<b>Balance on December 31, 2021</b>	<b>1,143,259</b>	<b>-</b>	<b>1,267,418</b>	<b>163,624</b>	<b>33,469</b>	<b>567,167</b>	<b>(3,173)</b>	<b>(22,962)</b>	<b>3,148,802</b>	<b>734,492</b>	<b>3,883,294</b>
Net income for the period	-	-	-	-	-	293,946	-	-	293,946	(49,836)	244,110
Other comprehensive income for the period	-	-	-	-	-	1,817	1,084	34,325	37,226	(16,217)	21,009
Total comprehensive income for the period	-	-	-	-	-	295,763	1,084	34,325	331,172	(66,053)	265,119
Allocation and distribution of earnings:											
Appropriation of legal reserve	-	-	-	23,474	-	(23,474)	-	-	-	-	-
Ordinary share cash dividend	-	-	-	-	-	(57,163)	-	-	(57,163)	(2,161)	(59,324)
Ordinary share stock dividend	57,163	-	-	-	-	(57,163)	-	-	-	-	-
Reversal of special reserves	-	-	-	-	(7,333)	7,333	-	-	-	-	-
The difference between the price and book value of subsidiaries' equity actually acquired and disposed of	-	-	1,664	-	-	-	-	-	1,664	-	1,664
Changes in ownership interests in subsidiaries	-	-	(4,574)	-	-	2,209	-	(2,848)	(5,213)	4,508	(705)
Share-based payment transaction	-	-	-	-	-	-	-	-	-	6,950	6,950
Increase or decrease of non-controlling interests	-	-	-	-	-	-	-	-	-	2,000	2,000
Others	-	-	-	-	-	(3)	-	-	(3)	-	(3)
<b>Balance on December 31, 2022</b>	<b>\$ 1,200,422</b>	<b>-</b>	<b>1,264,508</b>	<b>187,098</b>	<b>26,136</b>	<b>734,669</b>	<b>(2,089)</b>	<b>8,515</b>	<b>3,419,259</b>	<b>679,736</b>	<b>4,098,995</b>

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

Chairperson: Hung-jen Yang

Manager: Ching-wen Liu

Chief Accounting Officer: Ya-mei Huang

**ShareHope Medicine Co., Ltd. and its subsidiaries**  
**Consolidated Cash Flow Statement**  
January 1 to December 31, 2022 and 2021

**Unit: NT\$**

	<u>2022</u>	<u>2021</u>
<b>Cash flows from operating activities:</b>		
Net income before tax for the period	\$ 339,938	267,629
<b>Items adjusted:</b>		
Income and expense items		
Depreciation expenses	282,501	283,355
Amortization expenses	24,648	21,170
Gains on reversal of expected credit impairment	(2,025)	(15,517)
Net gains on financial assets at fair value through profit or loss	(2,897)	(38,590)
Interest expenses	38,158	20,134
Interest income	(3,134)	(1,273)
Dividend income	(2,922)	(3,823)
Share-based payment remuneration cost	-	3,268
Share of losses of affiliates recognized by the equity method	400	222
Gains on disposal and retirement of properties, plants and equipment	(9,134)	(3,516)
Amount of property, plant and equipment recognized in expenses	-	3
Gains on disposal of intangible assets	-	(190)
Gains on disposal of subsidiaries' investments	(66)	-
Impairment losses on non-financial assets	51,466	25,650
Unrealized foreign exchange (gains) losses	(1,032)	4,658
Lease modification gains	603	(484)
Total income and expense items	376,566	295,067
Changes in assets/liabilities related to operating activities:		
Notes receivable (including related parties)	2,889	22,833
Accounts receivable (including related parties)	(144,986)	19,553
Lease payments receivable (including related parties)	8,402	(66,134)
Other receivables (including related parties)	3,380	(2,601)
Inventories	18,842	40,620
Prepayments	(4,623)	(3,524)
Other current assets	3,422	(6,235)
Notes payable (including related parties)	1,168	12,012
Accounts payable (including related parties)	150,847	(88,818)
Other payables (including related parties)	32,861	(2,480)
contract liability	(1,755)	(4,300)
Other current liabilities	(6,310)	5,805
Net defined benefit liabilities	(147)	53
Total net changes in assets and liabilities related to operating activities	63,990	(73,216)

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

Chairperson: Hung-jen Yang    Manager: Ching-wen Liu

Chief Accounting Officer: Ya-mei Huang

**ShareHope Medicine Co., Ltd. and its subsidiaries**

**Consolidated Cash Flow Statement (Continued)**

January 1 to December 31, 2022 and 2021

**Unit: NT\$**

	<b>2022</b>	<b>2021</b>
Cash inflow from operation	\$ 780,494	489,480
Interests received	3,134	1,273
Interests paid	(36,848)	(19,730)
Income taxes paid	(104,312)	(110,921)
<b>Cash inflow from operation</b>	<b>642,468</b>	<b>360,102</b>
<b>Cash flows from investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	(140,707)	(99,806)
Disposal of financial assets at fair value through other comprehensive income	12,562	-
Capital returned due to capital reduction in financial assets at fair value through other comprehensive income	16,250	15,000
Disposal of financial assets at fair value through profit or loss	3,548	70,057
Acquisition of long-term equity method investments	(73,900)	(10,000)
Acquisition of financial assets at amortized cost	755	(37,842)
Capital returned due to capital reduction of investees applying the equity method	-	17,500
Acquisition of property, plant and equipment	(1,265,977)	(137,514)
Disposal of property, plant and equipment	110,565	3,570
Increase in refundable deposits	(2,429)	(115,845)
Increase (decrease) in other receivables-related parties	(8,834)	7,835
Acquisition of intangible assets	(18,071)	(14,746)
Disposal of intangible assets	-	190
Increase in other non-current assets	(10,259)	(22,928)
Dividends received	2,922	3,823
<b>Cash outflow from investing activities:</b>	<b>(1,373,575)</b>	<b>(320,706)</b>
<b>Cash flows from financing activities:</b>		
Increase (decrease) in short-term loans	30,520	(67,634)
Increase in short-term bills payable	-	19,988
Redemption of corporate bonds	-	(99,990)
Borrowing of long-term loans	1,194,000	15,844
Repayment of long-term loans	(352,151)	(19,599)
Increase in deposits received	9,096	1,536
Lease principal payment	(124,809)	(111,299)
Distribution of cash dividends	(59,324)	(102,801)
Changes in non-controlling interests	8,950	200,549
<b>Cash inflow (outflow) from financing activities</b>	<b>706,282</b>	<b>(163,406)</b>
Impact of exchange rate changes on cash and cash equivalents	2,834	(5,369)
Decrease in cash and cash equivalents for the period	(21,991)	(129,379)
Balance of cash and cash equivalents at the beginning of the period	1,557,173	1,686,552
Balance of cash and cash equivalents at the end of the period	<b>\$ 1,535,182</b>	<b>1,557,173</b>

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

**Chairperson: Hung-jen Yang    Manager: Ching-wen Liu**

**Chief Accounting Officer: Ya-mei Huang**

## **Independent Auditors' Report**

Submitted to the Board of Directors of ShareHope Medicine Co., Ltd. and subsidiaries for review

### **Audit opinion**

The Balance Sheet of ShareHope Medicine Co., Ltd. as of December 31, 2022 and 2021, and the Statement of Comprehensive Income, Statement of Changes in Equity, Cash Flow Statement and Notes to Parent Company Only Financial Statements (including the Summary of Major Accounting Policies) for the years ended December 31, 2022 and 2021, have been audited by the independent auditor.

In the independent auditor's opinion, the Parent Company Only Financial Statements referred to above have been prepared, in all material respects, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, based on the audit results of the independent auditor and the audit reports of other independent auditors (please refer to the Other Items section), which are sufficient for revealing the financial position of ShareHope Medicine Co., Ltd. as of December 31, 2022 and 2021 as well as its financial performance and cash flows for the years ended December 31, 2022 and 2021.

### **Foundation for audit opinions**

The independent auditor performed the audit in compliance with the rules governing the certification of financial statements by independent auditors and the auditing standards. His responsibilities specified in these standards will be further explained in the section about independent auditors' responsibilities in auditing the Parent Company Only Financial Statements. The personnel subject to independence standards in the accounting firm, to which the said independent auditor is affiliated, have maintained independent from ShareHope Medicine Co., Ltd. in accordance with the CPA Professional and Ethical Guidelines, and have fulfilled other obligations under the Guidelines. Based on the audit results of the independent auditor and the audit reports of other independent auditors, the independent auditor holds that he has obtained sufficient and appropriate audit evidence as the basis for the audit opinions.

### **Key audit items**

Key audit items refer to items of the greatest importance to be audited in the Parent Company Only Financial Statements of ShareHope Medicine Co., Ltd. for 2022, based on the professional judgment of the independent auditor. Such items have been considered in the course of auditing the Parent Company Only Financial Statements and forming the audit opinions, and the independent auditor determines that the following key audit item shall be communicated in the audit report:

#### **Revenue recognition**

For the accounting policies for revenue recognition and related disclosure information, please refer to Note 4 (15), Note 6 (25), and Note 7 (3) of the Parent Company Only Financial Statements.

Explanation on key audit items:

The operating revenue of ShareHope Medicine Co., Ltd. is a matter of concern to users of the financial statements and the competent authorities, and the Group's main sales customers are related parties of its medical system, whose operating revenue has a significant impact on the Parent Company Only Financial Statements. Accordingly, revenue recognition is among the important items to be evaluated by the independent auditor in the audit of the Parent Company Only Financial Statements of ShareHope Medicine Co., Ltd.

Corresponding audit procedures:

The main audit procedures adopted by the independent auditor for the key audit items mentioned above include:

- Based on the understanding of the sales-related internal control procedures of ShareHope Medicine Co., Ltd., establish internal control audit procedures in response to the risks generated thereof, to identify and evaluate the effectiveness of the internal control over sales transactions made by ShareHope Medicine Co., Ltd. with its related parties.
- Obtain sales revenue details from the management, confirm the completeness of the details, select adequate samples from the revenue details of main sales transactions with related parties, and review relevant vouchers and verify delivery of goods and receipt of payments, so as to confirm whether the revenues are recognized after relevant obligations are fulfilled as well as the authenticity of revenue recognition.
- Inspect whether there are major discounts or returns of sales revenue subsequent to the sales transactions and evaluate the authenticity of the sales revenue.
- Send a letter of inquiry to the relevant parties and confirm whether the recorded revenue is consistent with the transaction amount or has been adjusted appropriately.

## **Other Matters**

Among the equity method investments of ShareHope Medicine Co., Ltd., the financial statements of investees applying the equity method have not been audited by the independent auditor, but have been audited by other independent auditors. Therefore, the opinions given by the independent auditor about the above-mentioned Parent Company Only Financial Statements concerning the amounts listed in the financial statements of such investees are based on the audit reports of other independent auditors. The equity-method investments in said investees accounted for 2.79% and 2.91% of total assets respectively as of December 31, 2022 and 2021, and the shares of subsidiaries and affiliates that apply the equity method of accounting to the investees accounted for (14.22)% and (2.79)% of net income before tax respectively for the years ended December 31, 2022 and 2021.

## **Responsibilities of the management and governing body for the Parent Company Only Financial Statements**

The responsibility of the management is to prepare fairly presented Parent Company Only Financial Statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and to maintain necessary internal control over the preparation of the Parent Company Only Financial Statements, so as to ensure no occurrence of material false statements due to fraud or error in the Parent Company Only Financial Statements.

The responsibility of the management in the preparation of the Parent Company Only Financial Statements also includes the evaluation of the ability of ShareHope Medicine Co., Ltd. to continue business, the disclosure of related items, and the adoption of the accounting basis for continuation of the business, unless the management intends to liquidate ShareHope Medicine Co., Ltd. or close business, or there is no practical alternative to liquidation or close of the business.

The governing body (including the Audit Committee) of ShareHope Medicine Co., Ltd. is responsible for supervising the financial reporting process.



## **Responsibilities of the independent auditor for auditing the Parent Company Only Financial Statements**

The purpose of the independent auditor's audit of the Parent Company Only Financial Statements is to obtain reasonable assurance as to whether there are material false statements due to fraud or error in the Parent Company Only Financial Statements, and to issue an audit report. Reasonable assurance refers to the high degree of certainty. Nevertheless, there is no guarantee that the material false statements in the Parent Company Only Financial Statements will necessarily be detected merely based on the audit work conducted in compliance with the auditing standards. False statements may result from frauds or errors. False statements of several amounts or total amounts are considered material if they can reasonably be expected to affect the economic decisions made by users of the Parent Company Only Financial Statements.

The independent auditor performs professional judgment and professional skepticism when conducting an audit in accordance with the auditing standards. The independent auditor also undertakes the following tasks:

1. Identify and evaluate the risk of material false statements due to frauds or errors in the Parent Company Only Financial Statements, formulate and implement appropriate countermeasures for the risk evaluated, and obtain sufficient and appropriate audit evidence as the basis for audit opinions. Since fraud may involve collusion, forgery, intentional omission, false statements, or overstepping internal control, the risk of the failure to detect material false statements due to frauds is higher than that due to errors.
2. Obtain necessary understanding of the internal control essential to the audit, so as to formulate the appropriate audit procedures for the current situation, for all that the purpose is not to give opinions on the effectiveness of the internal control of ShareHope Medicine Co., Ltd.
3. Evaluate the appropriateness of the accounting policies adopted by the management, as well as the reasonability of the accounting estimates and related disclosures made by them.
4. Draw conclusions on the appropriateness of the management's adoption of the accounting basis for continuation of the business, as well as whether there are significant uncertainties in events or situations that may give rise to material doubts about the ability of ShareHope Medicine Co., Ltd. to continue its business, based on the audit evidences obtained. If the independent auditor believes that there are significant uncertainties in such events or situations, he shall remind users of the Consolidated Financial Statements to pay attention to the disclosures about the Parent Company Only Financial Statements, or revise the audit opinions when such disclosures are inappropriate. The independent auditor's conclusions are based on the audit evidences obtained up to the date of the audit report. However, ShareHope Medicine Co., Ltd. may lose the ability to continue the business due to future events or situations.
5. Evaluate the overall statements, structure, and contents of the Parent Company Only Financial Statements (including relevant notes), and whether relevant transactions and events are fairly presented in the Parent Company Only Financial Statements.
6. Obtain sufficient and appropriate audit evidence for the financial information of the investees applying the equity method to give opinions on the Parent Company Only Financial Statements. The independent auditor is responsible for guiding, supervising, and executing the audit work, and for issuing audit opinions on the ShareHope Medicine Co., Ltd.

The items on which the independent auditor has communicated with the governing body include the planned scope and time of the audit work, as well as major audit findings (including significant deficiencies in internal control identified in the course of the audit).

The independent auditor has also provided the governing body with the statement that the personnel subject to independence standards in the accounting firm, to which the independent auditor is affiliated, have complied with the CPA professional and ethical guidelines regarding independence, and has communicated with the governing body on all relationships and other items that may be considered to affect the independence of independent auditors (including relevant protective measures).

The independent auditor has decided on the key items to be audited in the Parent Company Only Financial Statements of ShareHope Medicine Co., Ltd. for 2022, based on the items on which he has communicated with the governing body. The independent auditor has stated such items in the Independent Auditors' Report, unless some specific items are prohibited from disclosure according to laws and regulations, or the independent auditor decides not to communicate some items in the Independent Auditors' Report under extremely rare circumstances where it can be reasonably expected that the negative impact of such communication will outweigh the public interest it brings.

KPMG

Independent auditor:

Number of documents : Tai-Tsai-Zheng-(6)-Zi-0920000969  
approved and certified by Jin-Kuan-Zheng-Shen-Zi-1040003949  
the securities regulatory  
March 24, 2023

ShareHope Medicine Co., Ltd.

Balance sheet

December 31, 2022 and 2021

Unit: NT\$

		2022.12.31		2021.12.31				2022.12.31		2021.12.31	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6 (1))	\$ 769,708	14	643,593	15	2100	Short-term loans (Note 6 (15) and Note 8)	\$ -	-	30,000	1
1110	Financial assets at fair value through profit or loss - current (Note 6 (2))	10,341	-	10,279	-	2150	Notes payable	3,400	-	3,502	-
1150	Notes receivable (Note 6 (4) and (25))	884	-	884	-	2170	Accounts payable	613,945	11	456,861	10
1161	Notes receivable (Note 6 (4) and (25) and Note 7)	28,751	1	38,498	1	2180	Accounts payable - related parties (Note 7)	3,862	-	3,141	-
1170	Net accounts receivable (Note 6 (4) and (25))	42,711	1	47,169	1	2200	Other payables (Note 6(20))	185,228	4	119,044	3
1180	Net accounts receivable - related parties (Note 6 (4), (25), and Note 7)	983,425	16	814,862	19	2220	Other accounts payable - related parties (Note 7)	966	-	508	-
1200	Other accounts receivable (Note 6 (5))	-	-	102,137	2	2230	Income tax liabilities for the period	50,838	1	55,772	1
1210	Other accounts receivable - related parties (Note 6 (5) and Note 7)	589	-	240	-	2280	Lease liabilities - current (Note 6 (18))	46,211	1	43,521	1
130X	Inventories (Note 6 (7))	41,321	1	48,947	1	2322	Long-term loans due in one year or one operating cycle (Note 6 (16) and Note 8)	10,769	-	10,769	-
1410	Prepayments (Note 7)	8,270	-	964	-	2399	Other current liabilities (Note 6 (25))	8,744	-	6,730	-
1470	Other current assets	1,488	-	2	-	Total current liabilities		923,963	17	729,848	16
Total current assets		1,887,488	33	1,707,575	39	Non-current liabilities:					
Non-current assets:						2540	Long-term loans (Note 6 (16) and Note 8)	955,127	17	89,744	2
1510	Financial assets at fair value through profit or loss - non-current (Note 6 (2))	82,086	1	82,799	2	2570	Deferred income tax liabilities (Note 6 (22))	3,962	-	-	-
1517	Financial assets at fair value through other comprehensive income - non-current (Note 6 (3))	480,053	9	399,960	10	2580	Lease liabilities - non-current (Note 6 (18))	334,540	6	371,372	9
1536	Financial assets at amortized cost - non-current (Note 8)	30,000	1	30,000	1	2640	Net defined benefit liabilities - non-current (Note 6 (21))	7,972	-	9,137	-
1550	Equity method investments (Note 6 (8))	840,020	15	914,332	21	2645	Deposits received (Note 7)	12,411	-	3,356	-
1600	Property, plant and equipment (Note 6 (10) and Note 8)	1,379,529	24	203,190	5	Total non-current liabilities		1,314,012	23	473,609	11
1755	Right-of-use assets (Note 6 (11))	373,347	7	411,415	9	Total liabilities		2,237,975	40	1,203,457	27
1760	Net investment properties (Note 6 (12) and Note 8)	199,897	4	202,231	5	Equity (Note 6 (8), (9), (17), (22) and (23)):					
1780	Intangible assets (Note 6 (13))	8,438	-	13,918	-	3110	Ordinary share capital	1,200,422	21	1,143,259	27
1840	Deferred income tax assets (Note 6 (22))	7,305	-	9,133	-	3200	Additional paid-in capital	1,264,508	22	1,267,418	29
194D	Net long-term finance lease receivables (Note 6 (6) and Note 7)	12,026	-	19,643	-	3310	Statutory reserves	187,098	3	163,624	4
1990	Other non-current assets (Note 6 (14) and Note 7)	357,045	6	358,063	8	3320	Special reserves	26,136	1	33,469	1
Total non-current assets		3,769,746	67	2,644,684	61	3350	undistributed earnings	734,669	13	567,167	13
						3410	Exchange difference from translation of the financial statements of foreign operations	(2,089)	-	(3,173)	-
						3420	Unrealized gains and losses on financial assets at fair value through other comprehensive income	8,515	-	(22,962)	(1)
Total assets		\$ 5,657,234	100	4,352,259	100	Total equity		3,419,259	60	3,148,802	73
						Total liabilities and equity		\$ 5,657,234	100	4,352,259	100

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

Chairperson: Hung-jen Yang

Manager: Ching-wen Liu

Chief Accounting Officer: Ya-mei Huang

**ShareHope Medicine Co., Ltd.**  
**Statement of Comprehensive Income**  
January 1 to December 31, 2022 and 2021

**Unit: NT\$ thousand**

		<b>2022</b>		<b>2021</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenue</b> (Note 6 (25) and Note 7)	\$ 2,498,480	100	2,239,602	100
5000	<b>Operating costs</b> (Note 6 (7), (10), (11), (12), (13), (18), (21) and (26), and Note 7)	(1,874,303)	(75)	(1,766,374)	(79)
	<b>Gross profit</b>	624,177	25	473,228	21
	<b>Operating expenses</b> (Note 6 (4), (10), (11), (12), (13), (18), (21) and (27), and Note 7):				
6100	Marketing expenses	(15,844)	-	(17,074)	(1)
6200	Administrative expenses	(199,347)	(8)	(133,448)	(6)
6450	Gains on expected credit impairment	977	-	780	-
	<b>Total operating expenses</b>	(214,214)	(8)	(149,742)	(7)
6500	Other net income and expenses (Note 6 (27) and Note 7)	36,940	1	28,866	1
	<b>Other income and expenses in total</b>	36,940	1	28,866	1
	<b>Net operating income</b>	446,903	18	352,352	15
	<b>Non-operating income and expenses</b> (Note 6 (2), (8), (18) and (28), and Note 7):				
7100	Interest income	1,539	-	395	-
7010	Other income	10,449	-	5,342	-
7020	Other gains and losses	2,826	-	5,247	-
7050	Finance costs	(24,874)	(1)	(8,608)	-
7070	Share of profits and losses of subsidiaries and affiliates recognized by the equity method	(57,179)	(2)	(53,004)	(2)
	<b>Total non-operating income and expenses</b>	(67,239)	(3)	(50,628)	(2)
7900	<b>Net income before tax</b>	379,664	15	301,724	13
7950	<b>Income tax expenses</b> (Note 6 (22))	(85,718)	(3)	(69,061)	(3)
	<b>Net income for the period</b>	293,946	12	232,663	10
8300	<b>Other comprehensive income</b> (Note 6 (21), (22) and (23)):				
8310	<b>Items not reclassified to profit or loss</b>				
8311	Remeasurement amount of defined benefit plans	1,380	-	2,525	-
8316	Unrealized valuation profits and losses on equity instrument investments at fair value through other comprehensive income	52,217	1	12,957	1
8330	Share of other comprehensive income of subsidiaries and affiliates recognized by the equity method	(11,592)	-	(5,242)	-
8349	Less: income taxes related to non-reclassified items	5,863	-	416	-
	<b>Total items not reclassified to profit or loss</b>	36,142	1	9,824	1
8360	<b>Items that may be reclassified to profit or loss subsequently</b>				
8361	Exchange difference from translation of the financial statements of foreign operations	431	-	(246)	-
8380	Share of other comprehensive income of subsidiaries recognized by the equity method	739	-	(213)	-
8399	Less: income taxes related to items that may be reclassified	86	-	(49)	-
	<b>Total items that may be reclassified to profit or loss subsequently</b>	1,084	-	(410)	-
8300	<b>Other comprehensive income for this period (net of tax)</b>	37,226	1	9,414	1
8500	<b>Total comprehensive income for this period</b>	<b>\$ 331,172</b>	<b>13</b>	<b>242,077</b>	<b>11</b>
	<b>Earnings per share (NT\$) (Note 6 (24))</b>				
9750	<b>Basic earnings per share</b>	<b>\$ 2.45</b>		<b>1.94</b>	
9850	<b>Diluted earnings per share</b>	<b>\$ 2.43</b>		<b>1.92</b>	

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

Chairperson: Hung-jen Yang

Manager: Ching-wen Liu

Chief Accounting Officer: Ya-mei Huang

**ShareHope Medicine Co., Ltd.**  
**Statement of Changes in Equity**  
January 1 to December 31, 2022 and 2021

Unit: NT\$ thousand

	Ordinary share capital	Capital collected in advance	Additional paid-in capital	Legal reserves	Special reserves	Undistributed earnings	Exchange difference from translation of the financial statements of foreign operations	Unrealized gains or losses on financial assets at fair value through other comprehensive income	Total equity
<b>Balance on of January 1, 2021 (after retrospective adjustment)</b>	\$ 1,086,969	1,667	1,224,665	139,516	38,865	460,018	(2,763)	(30,706)	2,918,231
Net income for the period	-	-	-	-	-	232,663	-	-	232,663
Other comprehensive income for the period	-	-	-	-	-	2,133	(410)	7,691	9,414
Total comprehensive income for this period	-	-	-	-	-	234,796	(410)	7,691	242,077
Allocation and distribution of earnings:									
Appropriation of legal reserve	-	-	-	24,108	-	(24,108)	-	-	-
Common share cash dividend	-	-	-	-	-	(54,441)	-	-	(54,441)
Ordinary share stock dividend	54,441	-	-	-	-	(54,441)	-	-	-
Reversal of special reserves	-	-	-	-	(5,396)	5,396	-	-	-
Conversion of convertible corporate bonds	1,849	(1,667)	417	-	-	-	-	-	599
The difference between the price and book value of subsidiaries' equity actually acquired and disposed of	-	-	(11,851)	-	-	-	-	-	(11,851)
Changes in ownership interests in subsidiaries	-	-	54,187	-	-	(53)	-	53	54,187
<b>Balance on December 31, 2021</b>	1,143,259	-	1,267,418	163,624	33,469	567,167	(3,173)	(22,962)	3,148,802
Net income for the period	-	-	-	-	-	293,946	-	-	293,946
Other comprehensive income for the period	-	-	-	-	-	1,817	1,084	34,325	37,226
Total comprehensive income for this period	-	-	-	-	-	295,763	1,084	34,325	331,172
Allocation and distribution of earnings:									
Appropriation of legal reserve	-	-	-	23,474	-	(23,474)	-	-	-
Common share cash dividend	-	-	-	-	-	(57,163)	-	-	(57,163)
Ordinary share stock dividend	57,163	-	-	-	-	(57,163)	-	-	-
Reversal of special reserves	-	-	-	-	(7,333)	7,333	-	-	-
The difference between the price and book value of subsidiaries' equity actually acquired and disposed of	-	-	1,664	-	-	-	-	-	1,664
Changes in ownership interests in subsidiaries	-	-	(4,574)	-	-	2,209	-	(2,848)	(5,213)
Others	-	-	-	-	-	(3)	-	-	(3)
<b>Balance on December 31, 2022</b>	\$ 1,200,422	-	1,264,508	187,098	26,136	734,669	(2,089)	8,515	3,419,259

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

Chairperson: Hung-jen Yang

Manager: Ching-wen Liu

Chief Accounting Officer: Ya-mei Huang

**ShareHope Medicine Co., Ltd.**  
**Cash Flow Statement**  
January 1 to December 31, 2022 and 2021

**Unit: NT\$**

	<u>2022</u>	<u>2022</u>
<b>Cash flows from operating activities:</b>		
Net income before tax for the period	\$ 379,664	301,724
<b>Items adjusted:</b>		
Income and expense items		
depreciation expense	137,123	135,826
Amortization expenses	7,484	7,981
Gains on reversal of expected credit impairment	(977)	(780)
Net gains on financial assets and liabilities at fair value through profit or loss	(2,897)	(5,249)
Interest expenses	24,874	8,608
Interest income	(1,539)	(395)
Dividend income	(2,922)	(2,248)
Share of losses of subsidiaries and affiliates recognized by the equity method	57,179	53,004
Gains on disposal and retirement of properties, plants and equipment	(332)	(6,145)
Lease modification gains	-	(96)
Total income and expense items	217,993	190,506
Changes in assets/liabilities related to operating activities:		
Notes receivable (including related parties)	9,747	(662)
Accounts receivable (including related parties)	(166,000)	(68,321)
Lease payments receivable (including related parties)	10,489	(978)
Other receivables (including related parties)	(349)	365
Inventories	8,338	11,595
Prepayments (including related parties)	(7,306)	1,012
Other current assets	(1,486)	24
Notes payable	(102)	(1,768)
Accounts payable (including related parties)	157,805	(80,465)
Other payables (including related parties)	18,974	21,383
Other current liabilities	2,014	496
Net defined benefit liabilities	211	437
Total net changes in assets and liabilities related to operating activities	32,335	(116,882)
Cash inflow from operation	629,992	375,348
Interests received	1,539	395
Interests paid	(23,624)	(8,196)
Income taxes paid	(90,810)	(31,386)
<b>Net cash inflow from operating activities:</b>	517,097	336,161

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

Chairperson: Hung-jen Yang    Manager: Ching-wen Liu    Chief Accounting Officer: Ya-mei Huang

**ShareHope Medicine Co., Ltd.**  
**Cash Flow Statement (Continued)**  
January 1 to December 31, 2022 and 2021

**Unit: NT\$**

	<b>2022</b>	<b>2021</b>
<b>Cash flows from investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	\$ (44,126)	(27,015)
Capital returned due to capital reduction in financial assets at fair value through other comprehensive income	16,250	15,000
Acquisition of financial assets at amortized cost	-	(30,000)
Disposal of financial assets at fair value through profit or loss	3,548	17,204
Acquisition of equity method investments	-	(1,450)
Disposal of equity method investments	2,000	-
Capital returned due to capital reduction of investees applying the equity method	-	17,500
Acquisition of property, plant and equipment	(1,214,159)	(68,148)
Disposal of property, plant and equipment	100,801	-
Increase in refundable deposits	-	(86,697)
Acquisition of intangible assets	(1,884)	(1,452)
Increase in other non-current assets	(4,674)	(343)
Decrease in refundable deposits	5,571	-
Dividends received	4,085	78,621
<b>Cash outflow from investing activities:</b>	<b>(1,132,588)</b>	<b>(86,780)</b>
<b>Cash flows from financing activities:</b>		
Decrease in short-term loans	(30,000)	(50,000)
Redemption of corporate bonds	-	(99,990)
Borrowing of long-term loans	1,194,000	-
Repayment of long-term loans	(328,617)	(10,769)
Increase in deposits received	9,055	1,635
Lease principal payment	(45,669)	(32,888)
Distribution of cash dividends	(57,163)	(54,441)
<b>Cash inflow (outflow) from financing activities</b>	<b>741,606</b>	<b>(246,453)</b>
Increase in cash and cash equivalents for the period	126,115	2,928
Balance of cash and cash equivalents at the beginning of the period	643,593	640,665
Balance of cash and cash equivalents at the end of the period	<b>\$ 769,708</b>	<b>643,593</b>

(Please refer to the attached Notes to the Consolidated Financial Statements for details)

**Chairperson: Hung-jen Yang    Manager: Ching-wen Liu    Chief Accounting Officer: Ya-mei Huang**

### **III. Appendix**

#### **Appendix: Articles of Incorporation**

##### Chapter One General Provisions

Article 1: The company is organized in accordance with the provisions of the Articles of Incorporation for limited liability companies and is named "ShareHope Medicine Co., Ltd.".

Article 2: The business of the company is as follows:

- 01.F108021 Wholesale of western medicine.
- 02.F108011 Wholesale of traditional Chinese medicine.
- 03.F208050 Retailing of Class B finished medicines.
- 04.F108031 Wholesale of medical equipment.
- 05.F108040 Wholesale of cosmetics.
- 06.F208040 Retailing of cosmetics.
- 07.F118010 Information software wholesale industry.
- 08.F401010 International trade industry.
- 09.I103060 Management consulting industry.
- 10.I301010 Information software service industry.
- 11.IC01010 Drug testing industry.
- 12.IZ12010 Manpower dispatching industry.
13. JE01010 Leasing industry.
14. JZ99050 Intermediary service industry.
15. ZZ99999 In addition to the licensed business, it may operate business that is not prohibited or restricted by law.
- 16.F102170 Wholesale of food and miscellaneous goods.
- 17.F203010 Food and beverage retailing.
- 18.F208031 Retailing of medical equipment.

Article 3: When the company invests in another company and becomes a limited liability shareholder, the total investment amount is not restricted by Article 13 of



the Articles of Incorporation, which shall not exceed 40% of the paid-in share capital.

Article 4: The company may provide external guaranty for business needs, and shall do so after obtaining the approval of the board of directors in accordance with the company's "Endorsement Guarantee Operation Method".

Article 5: The head office of the company is located in Taoyuan City. When necessary, branch companies can be set up at home and abroad with the resolution of the board of directors.

## Chapter II Shares

Article 6: The company's total capital is rated at NT\$1.5 billion, divided into 150 million shares, and the amount of each share NT\$10, the board of directors is authorized to issue in installments.

NT\$150,000,000 is reserved in the total capital of the preceding paragraph for the issuance of employee stock option certificates, totaling NT\$150,000,000. Thousands of five million shares, with a value of NT\$10 per share, authorized the board of directors to issue in installments. The company issues employee stock option certificates whose stock option price is lower than the closing price of the common stock of the company on the date of issuance certificate, there should be a shareholders' meeting attended by shareholders representing more than half of the total number of issued shares, and shareholders attending the voting right. After more than two-thirds of the approval, it can be issued. If the company intends to transfer the repurchased shares of the company to its employees at a price lower than the average price of the actual repurchased shares. For workers, prior to the transfer, the most recent shareholder meeting must be attended by shareholders representing more than half of the total number of issued shares, and the consent of more than two-thirds of the voting rights of the attending shareholders shall be obtained.

Article 7: The shares of the company may be exempted from printing certificates. If the company prints stock certificates, they shall be registered stock certificates and shall be issued in

accordance with the Articles of Incorporation of the Republic of China and other relevant laws and regulations.

Article 8: The name change and transfer of shares shall not be carried out within 30 days before the regular meeting of shareholders, within 15 days before the extraordinary meeting of shareholders, or within 5 days before the company decides to distribute dividends, bonuses or other benefits. The above-mentioned period shall be calculated from the meeting date or the base date. After the public offering of shares by the company, changes to the records in the shareholder register shall not be made within 60 days before the regular shareholders' meeting or within 30 days before the extraordinary shareholders' meeting. When the company intends to cancel the public offering, it shall submit a resolution of the shareholders' meeting.

Article 9: Shareholders of the company shall handle stock matters such as stock transfer, pledge of rights, report of loss, inheritance, gift, report of loss or change of seal, change of address, etc., in accordance with the Articles of Incorporation and the regulations of the competent securities authority.

### Chapter III Shareholders' Meeting

Article 10: There are two types of shareholder meetings: regular meetings and extraordinary meetings. Regular meetings are held at least once a year within six months after the end of each fiscal year. The interim meeting shall be convened according to law when necessary. Unless otherwise provided by the Company Act, the shareholders' meeting referred to in the preceding paragraph shall be convened by the board of directors. The shareholders' meeting of the company may be held by video conference or other methods announced by the central competent authority. Relevant regulations such as the conditions, operating procedures, and other matters to be complied with for the adoption of a videoconference shareholder meeting, unless otherwise stipulated by the competent authority, shall prevail.

Article 11: When a shareholder is unable to attend the shareholders' meeting for any reason, he or she must issue a power of attorney issued by the company specifying the scope of

authorization, sign and seal the entrusting proxy to attend or exercise the voting rights of holding stocks by electronic voting as a shareholder present in person meeting. The standard of attendance by proxy shall be handled in accordance with Article 177 of the Articles of Incorporation.

Article 12: Except as otherwise provided by the Articles of Incorporation and the Articles of Association, the resolution of the shareholders' meeting shall be attended by shareholders representing more than half of the total number of issued shares, and shall be carried out with the consent of more than half of the voting rights of the attending shareholders.

Article 13: Except for the circumstances stipulated in Article 157, Paragraph 3 of the Articles of Incorporation, Article 179 and relevant laws and regulations, each shareholder of the company has one voting right.

#### Chapter IV Directors and Audit Committee

Article 14: The company has nine to eleven directors, adopts a nomination system for candidates, and the term of office is three years, and is elected by the shareholders meeting who have the capacity to act, and can be re-elected. The election of the directors of the company adopts the single-name accumulative election method. If there is a need to amend this method, it shall be handled in accordance with Article 172 of the Articles of Incorporation and other provisions, and the amendment to the method shall be listed in the reasons for convening the shareholders' meeting chart. After the public offering of the company, the number of independent directors shall not be less than three, and shall not be less than one-fifth of the number of directors. Restrictions, nomination and selection methods, and other matters to be complied with shall be handled in accordance with the relevant regulations of the securities regulatory authority. The company has established an audit committee in accordance with the Securities and Exchange Law, which is composed of all independent directors, one of whom serves as the convener, and at least one of them has accounting or financial expertise. The audit committee's responsibilities, organizational regulations, exercise

of powers and other matters to be followed shall be handled in accordance with the regulations of the competent authority. The company may, upon resolution of the board of directors, purchase liability insurance for the directors of the company.

Article 15: When the chairman asks for leave or is unable to exercise his powers for some reason, his agency shall be handled in accordance with the provisions of Article 208 of the Articles of Incorporation.

Article 16: The board of directors shall be organized by directors, and more than two-thirds of the directors shall be present, and more than half of the directors present shall elect a chairman, who shall represent the company externally. When necessary, the board of directors may add a vice chairman, who shall be elected by the directors according to the method mentioned in the preceding paragraph.

Article 17: The remuneration of all directors shall be based on the degree of participation in the company's operations and the value of their contributions, and the participation. According to the usual standards of the industry, the authorization shall be determined by the board of directors. The traveling expenses of all directors shall be determined by the board meeting.

Article 18: The reason for the convening of the board of directors of the company shall be stated, and the directors shall be notified seven days in advance; however, in case of emergency, the convening may be called at any time. The convening notice of the board of directors can be issued in writing, by fax or by electronic mail (E-mail).

## Chapter V Managers

Article 19: The company may set up managers, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Articles of Incorporation. The general manager shall handle the company's business in accordance with the resolutions of the shareholders' meeting or the board of directors, and shall have the right to manage and sign the company's affairs within the scope of authorization stipulated in the company's articles of association or contract.

## Chapter VI Decision

Article 20: The company shall, at the end of each accounting year, make a statement by the board of directors:

1. Business report
2. Financial statements
3. Proposals on profit distribution or loss recovery, etc.

Submit to the regular meeting of shareholders in accordance with the law and request for approval.

Article 21: If the company makes profits in the year, 6% to 10% should be appropriated as employee remuneration, and the board of directors. The resolution is issued in the form of stock or cash distributions, and the distribution targets include members of affiliated companies who meet certain conditions. The company can increase the amount of profit, and the resolution of the board of directors should allocate no more than 3% for directors and supervisors reward. Proposals on employee remuneration and distribution of remuneration to directors and supervisors shall be reported to the shareholders' meeting. However, if the company still has accumulated losses, it shall reserve the compensation amount in advance, and then appropriate employee remuneration and director and supervisor remuneration in accordance with the proportion in the preceding paragraph.

Article 22: If there is a surplus in the company's annual final accounts, it shall pay taxes in accordance with the law, and after making up for the accumulated losses, an additional percentage. Ten is the statutory surplus reserve, but when the statutory surplus reserve has reached the paid-in capital of the company, it may not be withdrawn. Listed; the rest will be listed or transferred to the special surplus reserve according to laws and regulations; if there is any remaining balance, it will be accumulated together. The accumulated undistributed earnings, the board of directors shall prepare a surplus distribution proposal, and submit to the shareholders' meeting for a resolution on the distribution of shareholder shares dividends. The company's shareholder dividend policy is based on consideration of

the company's current and future investment environment, capital needs, After the profit situation, capital structure and future operating needs, take into account the interests of shareholders, balance dividends and the company. Long-term financial planning, etc., are distributed in cash or stocks. Among the annual dividends distributed to shareholders. In principle, the proportion of cash dividends paid shall not be lower than 20% of the total dividends for the year, and the rest. Distributed in the form of stock dividends. However, the actual distribution ratio depends on the actual profit and operating conditions of the year

#### Chapter VII Supplementary Provisions

Article 23: Matters not specified in the Articles of Association shall be handled in accordance with the provisions of the Articles of Incorporation and other laws and regulations.

Article 24: This constitution was established on September 10, 2003.

The first revision was on April 27, 2005.

The second revision was on October 24, 2005.

The third revision was on December 30, 2005.

The fourth revision was on January 19, 2007.

The fifth revision was on October 31, 2007.

The sixth revision was on January 15, 2008.

The seventh revision was on April 14, 2008.

The eighth revision was on November 01, 2008.

The ninth revision was on June 24, 2009.

The tenth revision was on November 18, 2009.

The eleventh revision was made on June 23, 2010.

The twelfth revision was on October 29, 2010.

The thirteenth revision was made on June 27, 2011.

The fourteenth revision was on June 29, 2012.

The fifteenth revision was on June 20, 2013.

The sixteenth revision was on June 24, 2016.

The seventeenth revision was on June 28, 2017.

The eighteenth revision was made on December 05, 2017.

The nineteenth revision was on June 27, 2018.

The twentieth revision was made on July 29, 2021.

## **Appendix 2: Current Shareholding of Directors and Supervisors**

Article 1. In order to establish a good governance system of the company's shareholders meeting, improve the supervision function and strengthen the management function, this rule is formulated in accordance with Article 5 of the Code of Practice for Corporate Governance of Listed OTC Companies for compliance.

Article 2 The rules of procedure for shareholders of the company shall follow the provisions of these rules, unless otherwise stipulated by laws or articles of association.

Article 3. The shareholders' meeting of the company shall be convened by the board of directors unless otherwise stipulated by laws and regulations.

Changes in the method of convening the shareholders' meeting of the company shall be resolved by the board of directors, and shall be implemented no later than the dispatch of the notice of the shareholders' meeting.

The company shall, 30 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting, submit the notice of the shareholders' meeting, the power of attorney, the reasons and explanations for various proposals, such as the admission proposal, the discussion proposal, the election or dismissal of directors, etc.

The data is made into an electronic file and sent to the Public Information Observatory.

And 21 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting, the shareholders' meeting manual and meeting supplementary materials, make electronic files and send them to the public information observation station. If the amount reaches NT\$10 billion or more, or if the shareholders' list of shareholders held a regular meeting in the most recent fiscal year and the total shareholding ratio of foreign capital and mainland capital reaches 30% or more, the e-mail should be opened 30 days before the regular shareholders' meeting is completed. File transfer. Fifteen days before the shareholders' meeting, prepare the manual of the shareholders' meeting and supplementary materials for the meeting at any time for shareholders to consult at any time, and display them in the company and its professional stock affairs agency appointed by the company.

On the day of the general meeting of shareholders, the Company shall provide shareholders with reference to the procedural manual and meeting supplementary materials mentioned in the preceding paragraph in the following manner:

1. When the physical shareholder meeting is held, it shall be issued on the spot of the



shareholder meeting.

2. When convening a video-assisted shareholders' meeting, it shall be distributed at the site of the shareholders' meeting and sent to the video conference platform as an electronic file.

3. When convening a video conference, the electronic file shall be sent to the video conference platform.

The notification and announcement shall specify the reason for the convening; the notification may be done electronically if the counterparty agrees.

Appointment or dismissal of directors, change of articles of association, reduction of capital, application for cessation of public offering, directors' non-competition permit, capital increase from surplus, capital increase from public reserves, company dissolution, merger, division, or any of the provisions of Paragraph 1 of Article 185 of the Company Law Matters, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Issuer's Guidelines for Handling the Offering and Issuance of Securities shall be held at the convening. The main content shall be enumerated and explained in the reasons, and shall not be raised as an interim motion.

The reason for the convening of the shareholders' meeting has stated the general re-election of directors and independent directors, and the date of inauguration. After the re-election of the shareholders' meeting is completed, the same meeting shall not change the date of inauguration by temporary motion or other means.

Shareholders who hold more than 1% of the total number of issued shares may submit to the company a resolution for the general meeting of shareholders, and no more than one proposal shall be included in the resolution. In addition, if a proposal proposed by a shareholder falls under any of the circumstances in Item 4 of Article 172-1 of the Company Law, the board of directors may not include it as a proposal. Shareholders may submit suggestive proposals to urge the company to promote public interests or fulfill social responsibilities. The procedure shall be limited to one in accordance with the relevant provisions of Article 172-1 of the Company Law. Not included in the motion.

The company shall announce the acceptance of shareholders' proposals, written or electronic acceptance method, acceptance location, and acceptance period before the stockholders' general meeting closes; the acceptance period shall not be less than ten

days.

Proposals proposed by shareholders are limited to 300 words, and those exceeding 300 words will not be included in the proposal; the proposing shareholder should attend the general meeting of shareholders in person or entrust others to participate in the discussion of the proposal.

The company shall notify the proposing shareholders of the results of the handling before the notice date for the convening of the shareholders' meeting, and list the proposals that meet the provisions of this article in the meeting notice. For shareholder proposals that are not included in the proposal, the board of directors shall explain the reasons for not including them at the shareholders' meeting.

Article 4. Shareholders may issue a power of attorney issued by the company at each shareholders' meeting, specifying the scope of authorization, and entrust a proxy to attend the shareholders' meeting.

A shareholder shall issue a power of attorney, limited to one person, and shall deliver it to the company five days before the shareholders' meeting. If there are duplicate powers of attorney, the one delivered first shall prevail. However, this does not apply to those entrusted before the declaration is revoked.

After the power of attorney is delivered to the company, if the shareholder wishes to attend the shareholders' meeting in person or exercise voting rights in writing or electronically, he or she shall notify the company in writing of the cancellation of the proxy two days before the shareholders' meeting; The voting rights exercised by the person present shall prevail.

After the power of attorney is delivered to the company, shareholders wishing to attend the shareholders' meeting by videoconference shall notify the company in writing of the cancellation of the proxy two days before the shareholders' meeting;

Article 5. The place where the shareholders' meeting is held shall be the location of the company or a place that is convenient for shareholders to attend and is suitable for holding the shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 am or later than 3:00 pm. , shall fully consider the opinions of independent directors. When the company holds a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.

Article 6. The company shall specify in the notice of the meeting the time and place of registration of the accepting shareholders, solicitors, and authorized agents (hereinafter

referred to as shareholders), and other matters that should be paid attention to.

The time for accepting shareholder registration in the preceding paragraph shall be handled at least 30 minutes before the meeting starts; the registration office shall be clearly marked, and adequate and competent personnel shall be assigned to handle it; the shareholders meeting video meeting shall be held 30 minutes before the meeting starts at the shareholders meeting The meeting platform accepts registration, and shareholders who complete the registration are deemed to have attended the shareholders' meeting in person.

Shareholders should present their attendance certificates, attendance cards or other attendance certificates to attend the shareholders' meeting. The company shall not arbitrarily add other certificates to the certificates that shareholders rely on for attendance; the solicitor who is a solicitation letter of attorney shall bring his or her identity certificate , for verification.

The company shall set up a signature book for the attendance of shareholders to sign in, or the attendance card shall be submitted by the attending shareholder to sign in.

The company shall deliver the meeting manual, annual report, attendance certificate, speech slips, votes and other meeting materials to the shareholders attending the shareholders' meeting; if there are directors to be elected, the ballots shall be attached. When the government or legal person is the shareholder, the representative attending the shareholders meeting is not limited to one person. When a legal person is entrusted to attend a shareholders' meeting, it may only designate one representative to attend. If the shareholders meeting is convened by videoconference, shareholders who wish to attend by videoconference shall register with the company two days before the shareholders meeting.

If the shareholders' meeting is held by video conference, the company shall upload the procedure manual, annual report and other relevant materials to the shareholders' meeting video conference platform at least 30 minutes before the start of the meeting, and continue to disclose them until the end of the meeting.

Article 6-1. When the company convenes a shareholders meeting via videoconference, it shall specify the following items in the shareholders meeting convening notice:

1. Shareholders' participation in video conferences and methods for exercising their rights.
2. How to deal with obstacles caused by natural disasters, accidents, or other force

majeure events to the video conferencing platform or to participate in video conferences, including at least the following items:

(1) The time at which the meeting must be postponed or resumed due to the occurrence of previous obstacles that cannot be eliminated, and the date when the meeting must be postponed or continued.

(2) Shareholders who have not registered to participate in the original shareholders' meeting via video conference shall not participate in the postponed or continued meeting.

(3) To convene a video-assisted shareholders' meeting, if the video conference cannot be continued, after deducting the number of shares attending the shareholders' meeting via video conference, the total number of shares attended reaches the statutory quota for the shareholders' meeting, the shareholders' meeting should continue and participate in the video conference. Shareholders, whose number of shares attended shall be included in the total number of shareholders' shares present, shall be deemed to have abstained from voting on all proposals at the shareholders' meeting.

(4) How to deal with the situation where all the motions have been announced and no provisional motions have been made.

3. To convene a video-conference shareholders meeting, which shall specify appropriate alternative measures for shareholders who have difficulty participating in video-conferencing.

Article 7. If the shareholders' meeting is convened by the board of directors, the chairman shall be the chairman. When the chairman asks for leave or is unable to exercise his powers for some reason, the vice chairman shall act as his proxy. Therefore, when the power cannot be exercised, the chairman shall designate a managing director to act as an agent; if there is no managing director, designate a director to act as an agent; if the chairman does not designate an agent, the managing director or the directors shall recommend a person to act as the agent.

The chairman referred to in the preceding paragraph shall be the executive director or a director acting as an agent, and the executive director or director who has served for more than six months and understands the company's financial and business conditions shall serve as the chairman. The same applies if the chairman is the representative of the corporate director.

The chairman of the board of directors should preside over the shareholders' meeting

convened by the board of directors in person, and more than half of the directors of the board of directors should attend in person, and at least one member of various functional committees should attend the meeting, and the attendance status should be recorded in the minutes of the shareholders' meeting.

If the shareholders' meeting is convened by a person with the right to convene other than the board of directors, the person with the right to convene shall act as the chairman.

The company may appoint lawyers, accountants or related personnel to attend the shareholders' meeting.

Article 8. The company shall record and video record the whole process of the shareholders meeting.

The audio-visual materials mentioned in the preceding paragraph shall be kept for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Law, it shall be preserved until the lawsuit is concluded.

If the shareholders' meeting is held by video conference, the company shall keep records of shareholders' registration, registration, registration, questioning, voting, and company vote counting results, etc., and record and video the entire process of the video conference continuously.

The company shall properly keep the materials and audio and video recordings in the preceding paragraph during the duration of the company's existence, and provide the audio and video recordings to the person entrusted to handle the video conferencing affairs for storage.

If the shareholders' meeting is held by video conference, the company should make audio and video recordings of the background operation interface of the video conference platform.

Article 9 Attendance at the shareholders' meeting shall be calculated based on shares. The number of shares attended is calculated based on the number of shares registered on the signature book or attendance card and video conferencing platform, plus the number of shares that exercise voting rights in written or electronic means.

When the meeting time has expired, the chairman shall immediately announce the opening of the meeting, and at the same time announce relevant information such as the number of non-voting rights and the number of shares present. However, when shareholders representing more than half of the total number of issued shares are not

present, the chairman may announce the postponement of the meeting. The number of postponements is limited to two, and the total delay time shall not exceed one hour. If there are still not enough shareholders representing more than one-third of the total issued shares to attend after two delays, the chairman will announce the adjournment; if the shareholders' meeting is held by video conference, the company shall also announce the adjournment on the shareholders' meeting video conference platform. If the preceding paragraph is postponed twice and the amount is still insufficient and there are shareholders representing more than one-third of the total issued shares present, a false resolution may be made in accordance with Article 175, Paragraph 1 of the Company Law, and the false resolution shall be notified to all parties. Shareholders shall convene a shareholders' meeting again within one month; if the shareholders' meeting is convened by videoconference, shareholders who wish to attend by videoconference shall re-register with the company in accordance with Article 6. Before the end of the current meeting, if the number of shares represented by the attending shareholders reaches more than half of the total number of issued shares, the chairman may resubmit the false resolution made to the shareholders' meeting for voting in accordance with Article 174 of the Company Law.

Article 10. If the shareholders' meeting is convened by the board of directors, the agenda shall be determined by the board of directors. Relevant proposals (including temporary motions and amendments to original proposals) shall be voted on case by case. The resolution cannot be changed.

If the shareholders' meeting is convened by a person other than the board of directors who has the right to convene, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

Before the conclusion of the agenda (including temporary motions) scheduled in the preceding two items, the chairman shall not announce the adjournment of the meeting without a resolution; if the chairman violates the rules of procedure and announces the adjournment, other members of the board of directors shall promptly assist the attending shareholders in accordance with legal procedures to More than half of the voting rights of the present shareholders agree to elect one person as the chairman to continue the meeting.

The chairman shall give full explanations and opportunities for discussion on proposals and amendments or interim motions proposed by shareholders. When he

thinks that the proposals have reached the level that can be voted on, he may announce the suspension of discussions, put them up for voting, and arrange adequate voting time.

Article 11. Before attending a shareholder's speech, a statement must be filled out to indicate the gist of the speech, shareholder account number (or attendance card number) and account name, and the order of speeches shall be determined by the chairman. Shareholders attending the meeting who only put forward speech slips but did not make a speech shall be deemed as having not made a speech. If the content of the speech is inconsistent with the record of the speech, the content of the speech shall prevail. Each shareholder's speech on the same proposal shall not exceed two times without the consent of the chairman, and each time shall not exceed five minutes. However, if a shareholder's speech violates the regulations or exceeds the scope of the topic, the chairman may stop the speech. When a shareholder present speaks, other shareholders are not allowed to interfere with the speech unless the chairman and the shareholder who speaks agree, and the chairman should stop the violation. When a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, only one person may speak on the same proposal. After attending shareholders' speeches, the chairman may reply in person or by designating relevant personnel. If the shareholders meeting is convened by video conference, shareholders who participate in the video conference may ask questions in text on the shareholders meeting video conference platform after the chairman announces the meeting and before the meeting is closed. The number of questions for each proposal shall not exceed two times. The limit is 200 characters, and the provisions of items 1 to 5 do not apply. If the question in the preceding paragraph does not violate the regulations or exceed the scope of the proposal, it is advisable to disclose the question on the video conferencing platform of the shareholders meeting for public awareness.

Article 12. Voting at the shareholders' meeting shall be based on shares.

The number of shares of non-voting shareholders shall not be included in the total number of issued shares for the resolutions of the shareholders' meeting.

Shareholders who have their own interests in matters at the meeting that may harm the interests of the company may not participate in voting, and may not exercise their voting rights on behalf of other shareholders.

The number of shares for which voting cannot be exercised in the preceding paragraph shall not be included in the number of voting rights of shareholders present.

Except for a trust enterprise or a stock affairs agency approved by the competent securities authority, when one person is entrusted by two or more shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total number of issued shares. Not counted.

Article 13. Shareholders have one voting right for each share; however, this does not apply to those who are restricted or have no voting rights listed in Item 2 of Article 179 of the Company Law.

When the company convenes a general meeting of shareholders, voting rights shall be exercised electronically and may be exercised in written form; the method of exercise shall be specified in the notice convening the general meeting of shareholders. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, it shall be regarded as abstaining from voting on the temporary motion of the shareholders meeting and the amendment of the original motion. Therefore, the company should avoid filing interim motions and amendments to original motions.

For those who exercise their voting rights in writing or electronically in the preceding paragraph, their declaration of intent shall be delivered to the company two days before the shareholders' meeting. However, this does not apply to those who express their intention before the declaration is revoked.

After shareholders exercise their voting rights in writing or electronically, if they want to attend the shareholders' meeting in person or via video, they should revoke the declaration of intention to exercise voting rights in the preceding paragraph in the same way as exercising voting rights two days before the shareholders' meeting; Voting rights exercised electronically shall prevail. If voting rights are exercised in written or electronic means and a proxy is authorized to attend the shareholders' meeting with a power of attorney, the voting rights performed by the proxy shall prevail.

Unless otherwise provided for by the Company Law and the Articles of



Association of the company, voting on proposals shall be passed with the consent of more than half of the voting rights of the shareholders present. When voting, the chairman or his designee shall announce the total number of voting rights of shareholders present on a case-by-case basis. If the chairman consults with all the shareholders present and has no objection to the proposal, it shall be deemed passed, and its effect is the same as that of voting by ballot; if there is any objection, it shall be voted by ballot in accordance with the provisions of the preceding paragraph.

When there is an amendment or alternative to the same proposal, the chairman shall determine the order of voting with the original proposal. If one of the proposals has been passed, the other proposals shall be deemed to be rejected, and there is no need to vote again.

The scrutiny and counting personnel for voting on proposals shall be designated by the chairman, but the scrutiny personnel shall have the status of shareholders. The counting of votes or election proposals at the shareholders' meeting shall be done in a public place at the shareholders' meeting, and after the counting of votes is completed, the voting results shall be announced on the spot, including the counting weights, and shall be recorded.

The company holds a video meeting of the shareholders meeting. Shareholders who participate in the video conference shall vote on various proposals and election proposals through the video conference platform after the chairman announces the opening of the meeting. deemed a waiver.

If the shareholders' meeting is convened by videoconference, after the chairman announces that the voting is over, the votes shall be counted at one time, and the voting and election results shall be announced.

When the company holds a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting via videoconference in accordance with the provisions of Article 6, and wish to attend the physical shareholders' meeting in person, shall cancel the registration in the same manner as the registration two days before the shareholders' meeting; Those who cancel after the deadline can only attend the shareholders' meeting via video conference.

Those who exercise voting rights in writing or electronically without revoking their declaration of intention and participate in the shareholders' meeting by videoconference shall not exercise voting rights on the original proposals, propose amendments to the original proposals, or exercise voting rights on amendments to the original proposals, except for ad hoc motions.

Article 14. When the shareholders' meeting elects directors, it shall follow the director election method stipulated by the company, and the election results shall be announced on the spot, including the list of elected directors, independent directors and their number of votes, and the list of unsuccessful directors and their voting rights. number.

The ballots for the elections mentioned in the preceding paragraph shall be sealed and signed by the scrutineers, and shall be kept in a safe place for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Law, it shall be preserved until the lawsuit is concluded.

Article 15 The resolutions of the shareholders' meeting shall be recorded in minutes, signed or sealed by the chairman, and distributed to all shareholders within 20 days after the meeting. The production and distribution of the meeting minutes may be done electronically.

The distribution of the minutes of the proceedings mentioned in the preceding paragraph may be done by means of an announcement entered by the Public Information Observatory.

The minutes of the meeting shall be recorded according to the year, month, day, place, name of the chairman, resolution method, essentials of the proceedings and voting results (including statistical weights) of the meeting. When directors and independent directors are elected, each candidate shall be disclosed The number of votes a person has. During the existence of the company, it shall be permanently preserved.

The resolution method mentioned in the preceding paragraph is based on the chairman's consultation with shareholders. If shareholders have no objection to the proposal, it should record "passed after the chairman's consultation with all present shareholders without objection." proportional to weight.

If the shareholders meeting is convened by videoconference, in addition to the

matters that shall be recorded in accordance with the provisions of the preceding paragraph, the minutes shall also record the start and end time of the shareholders meeting, the method of convening the meeting, the name of the chairman and the minutes, and records of events caused by natural disasters, accidents or other force majeure. The handling method and handling situation when there is an obstacle to the video conferencing platform or participation in the form of video.

The Company shall hold a video-conference shareholders meeting, in addition to following the provisions of the preceding paragraph, and shall state in the minutes of the meeting that there are alternative measures provided by shareholders who have difficulties participating in video-conferencing.

Article 16 For the number of shares acquired by the solicitor, the number of shares represented by the entrusted agent, and the number of shares attended by shareholders in written or electronic form, the company shall prepare a statistical table in accordance with the prescribed format on the day of the shareholders' meeting. Clear announcements are made at the shareholders meeting; if the shareholders meeting is held by video conference, the company shall upload the above-mentioned information to the shareholders meeting video conference platform at least 30 minutes before the meeting, and continue to disclose it until the end of the meeting.

When the company holds a video conference of the shareholders' meeting and announces the meeting, the total number of shareholders' shares present shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights of shareholders present are counted separately during the meeting.

For resolutions of the shareholders' meeting, if there is any material information required by laws and regulations or by the OTC Securities Trading Center of the Republic of China, the company shall transmit the content to the public information observation station within the specified time.

Article 17. Personnel handling the shareholders' meeting shall wear identification cards or armbands.

The chairman may direct pickets or security personnel to assist in maintaining

order at the venue. When pickets or security personnel are present to help maintain order, they should wear armbands or identification cards with the words "Pickets".

If the venue is equipped with sound amplification equipment, the chairman may stop the shareholders from speaking through the equipment provided by the company.

Shareholders who violate the rules of procedure and refuse to obey the chairman's correction, obstruct the progress of the meeting and refuse to comply, may be ordered by the chairman to ask the pickets or security personnel to leave the meeting place.

Article 18. When the meeting is in progress, the chairman may announce a break at a discretionary time. When an irresistible event occurs, the chairman may rule to temporarily suspend the meeting and announce the time for the continuation of the meeting depending on the situation.

Before the conclusion of the agenda scheduled by the shareholders' meeting (including temporary motions), the venue for the meeting cannot continue to be used at that time, and the shareholders' meeting may resolve to find another venue to continue the meeting.

The shareholders' meeting may, in accordance with Article 182 of the Company Law, resolve to postpone or continue the meeting within five days.

Article 19. If the shareholders' meeting is held by video conference, the company shall immediately disclose the voting results of various proposals and election results on the video conference platform of the shareholders' meeting after the voting ends, and shall, after the chairman announces the adjournment of the meeting, Continue to expose for at least fifteen minutes.

Article 20. When the company holds a video-conference shareholders meeting, the chairman and recorder should be at the same place in China, and the chairman should announce the address of the place when the meeting is held.

Article 21. If the shareholders' meeting is held by video conference, the company may provide shareholders with a simple connection test before the meeting, and provide relevant services immediately before the meeting and during the meeting

to assist in dealing with technical problems in communication.

If the shareholders' meeting is convened by videoconference, the chairman shall, when announcing the opening of the meeting, separately announce that there is no need to postpone or continue the meeting except for the circumstances specified in Item 24, Article 44 of the Standards for the Handling of Stock Affairs of Public Offering Companies. Before the adjournment of the meeting, due to natural disasters, accidents or other force majeure, if the video conferencing platform or participation in video conferencing is hindered and lasts for more than 30 minutes, the date of the meeting shall be postponed or continued within five days, and the company law does not apply. Article 182.

Shareholders who have not registered to participate in the original shareholders' meeting via video conference shall not participate in the postponed or continued meeting in the event of the occurrence of the preceding paragraph.

The meeting shall be postponed or resumed according to the provisions of Paragraph 2. Shareholders who have registered to participate in the original shareholders' meeting and completed the registration through video conference, and those who have not participated in the postponed or continued meeting, the number of shares attended at the original shareholders' meeting, the voting rights exercised and Voting rights shall be included in the total number of shares, voting rights and voting rights of shareholders present at the postponed or resumed meeting.

When adjourning or adjourning a general meeting of shareholders in accordance with the provisions of Paragraph 2, no re-discussion and resolution is required for proposals that have completed voting and counting, and announced the voting results or lists of directors and supervisors.

When the company convenes a video-assisted shareholders' meeting, and the video conference cannot be continued under Paragraph 2, if the total number of shares present after deducting the number of shares attending the shareholders' meeting by video-conference still reaches the statutory quota for the shareholders' meeting, the shareholders' meeting shall continue There is no need to postpone or continue the meeting in accordance with the provisions of the second paragraph.

In the event that the meeting should continue as mentioned in the preceding paragraph, the shareholders who participate in the shareholders meeting via video conference shall count the number of shares present in the total number of shares of the shareholders present, but shall be deemed as abstaining from voting on all the resolutions of the shareholders meeting.

When the company postpones or continues the meeting in accordance with the provisions of the second paragraph, it shall follow the provisions listed in Article 44-27 of the Standards for the Handling of Share Affairs of Public Offering Companies, and handle relevant matters in accordance with the original date of the shareholders' meeting and the provisions of each article. Preliminary work. The second paragraph of Article 12 and Item 3 of Article 13 of the Rules for the Use of Power of Attorneys for Attending Shareholders' Meetings by Public Offering Companies, the Second Item of Article 44-5, and Article 44-10 of the Guidelines for the Handling of Stock Affairs of Public Offering Companies 5. During the period specified in Paragraph 1 of Article 44-17, the company shall postpone or continue the date of the shareholder meeting in accordance with the provisions of Paragraph 2.

Article 22. When the company holds a video-conference shareholders meeting, it shall provide appropriate alternative measures for shareholders who have difficulties in attending the shareholder meeting via video conference.

Article 23. These rules shall be implemented after the resolution of the board of directors of the company and the approval of the shareholders' meeting. The same is true for amendments.

Article 24. These rules were enacted on June 25, 2008.

First revised edition: November 01, 2008.

The second revision: June 29, 2012.

The third revision: June 20, 2013.

The fourth revision: June 23, 2015.

The fifth revised edition: June 27, 2018.

Sixth revision: June 30, 2020.

The seventh revised edition: July 30, 2021.

The eighth revision: June 29, 2022.

### **Appendix 3: Rules for Director and Supervisor Elections**

Article 1. The election of directors (including independent directors) of the company shall be handled in accordance with these Regulations.

Article 2. The directors (including independent directors) of the company are elected at the shareholders meeting.

Article 3. The selection of directors (including independent directors) of the company shall take into account the overall configuration of the board of directors. Diversification should be considered in the composition of the board of directors, and an appropriate diversification goal should be drawn up based on its own operation, business model and development needs, which should include but not limited to the following two major aspects:

1. Basic conditions and values: gender, age, nationality and culture, etc.
2. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), Professional skills and industry experience, etc.

Members of the board of directors should generally have the knowledge, skills and accomplishments necessary to perform their duties, and their overall abilities should be as follows:

- (1) Operational judgment ability.
- (2) Accounting and financial analysis skills.
- (3) Management ability.
- (4) Crisis handling ability.
- (5) Industrial knowledge.
- (6) international market outlook.
- (7) leadership.
- (8) decision-making ability.

Directors shall have more than half of the seats, and shall not be related to spouses or second-degree relatives.

The board of directors of the company shall consider adjusting the composition of the board of directors based on the results of performance evaluation.

Article 4. The qualifications of the company's independent directors shall comply with the provisions of Articles 2, 3, and 4 of the "Regulations on the Appointment of Independent Directors of Public Offering Companies and Matters to Be Followed". The selection and appointment of independent directors of the company shall comply with the provisions of Articles 5, 6, 7, 8 and 9 of the "Regulations on the Appointment of Independent Directors of Publicly Issued Companies and Matters to Be Followed", and shall be based on the "IPO Listing According to Article 24 of the Code of Practice on Corporate Governance of Cabinet Companies.

Article 5. The election of directors (including independent directors) of the company shall be conducted in accordance with the procedures of the candidate nomination system stipulated in Article 192-1 of the Company Law. Qualifications, educational backgrounds, and the existence of any of the conditions listed in Article 30 of the Company Law, etc., shall not be arbitrarily added to other qualifications, and the results of the review shall be provided to shareholders for reference, so as to select suitable directors (including independent director).

If the vacancy of directors reaches one-third of the number of seats stipulated in the articles of association, the company shall hold a by-election at an extraordinary general meeting of shareholders within 60 days from the date of occurrence of the fact.

The number of independent directors is insufficient. The proviso of Article 14-2, Paragraph 1 of the Securities and Exchange Act, and the specific provisions of the



provisions of Article 10, Paragraph 1 of the "Standards for the Examination of Securities Brokers' Business Places Trading Securities Examination Guidelines for Securities Firms' Business Places" by the Over-the-counter Securities Exchange Center of the Republic of China For those stipulated in Clause 8 of the Determination Standard, a by-election shall be held at the latest shareholders' meeting; when all independent directors are dismissed, a by-election at an extraordinary shareholders' meeting shall be held within 60 days from the date of occurrence of the fact.

Article 6. When electing directors (including independent directors) at the company's shareholders' meeting, the single-register cumulative election method is adopted, and each share has the same voting rights as the number of directors (including independent directors) to be elected. One person may be elected centrally or a number of persons may be allocated for election. The name of the elector may be replaced by the attendance card number printed on the ballot paper.

Article 7. The directors (including independent directors) of the company shall be elected as directors (including independent directors) according to the quota stipulated in the articles of association of the company, and the directors (including independent directors) shall be elected as directors (including independent directors) at the same time. Shareholders shall decide to serve as directors (including independent directors) on their own, and the vacancy shall be filled by the person elected by the majority of the original election. Those who have the same number of voting rights will be decided by lottery, and those who are not present will be drawn by the chairman.

Article 8. Election tickets are issued by the board of directors, numbered according to the number of the attendance certificate, and stamped with the number of voting rights.

Article 9. At the beginning of the election, the chairman shall designate a number of scrutineers, counting clerks, and counting clerks to perform various related tasks.

Article 10. Voting papers shall be prepared by the board of directors and inspected by the scrutineers in public before voting.

Article 11. The voter must fill in the name of the electee in the "Elected Person" column of the ballot paper, and may add the shareholder account number. However, if the shareholder account number added is wrong, the name of the electee shall still prevail.

Article 12. Ballots are invalid if one of the following conditions occurs:

1. Those who do not use ballots prepared by the board of directors.
2. Those who put blank ballots into the ballot box.
3. The handwriting is illegible and illegible.
4. If the person to be elected is a shareholder, his or her account name and shareholder account number do not match the shareholder register; if the person to be elected is not a shareholder, his or her name and ID number do not match after verification.
5. In addition to filling in the account name (name) of the electee or shareholder account number (identification document number) and the number of voting rights allocated, other words are inserted, and other words are inserted.
6. The name of the selected person filled in is the same as that of other shareholders, but the shareholder account number is not filled in for identification.

Article 13: After the voting is completed, the ballots shall be counted on the spot, and the result shall be announced by the chairman on the spot, including the list of elected directors (including independent directors) and their voting rights.

The ballots for the elections mentioned in the preceding paragraph shall be sealed and signed by the scrutineers, and shall be kept in a safe place for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Law, it shall be preserved until the lawsuit is concluded.

- Article 14. Directors (including independent directors) who are elected by voting shall be issued notices of election by the board of directors.
- Article 15. These Measures shall come into force after being approved by the shareholders' meeting, and the same shall apply when amended.
- Article 16. The first revision was on June 27, 2011.  
The second revision was on June 23, 2015.  
The third revision was on June 27, 2018.

## Appendix 4: Shareholding of Directors

- (1) The shareholding status of all directors recorded in the shareholder register as of the closing date of the shareholders meeting (2023.5.2) is as follows:

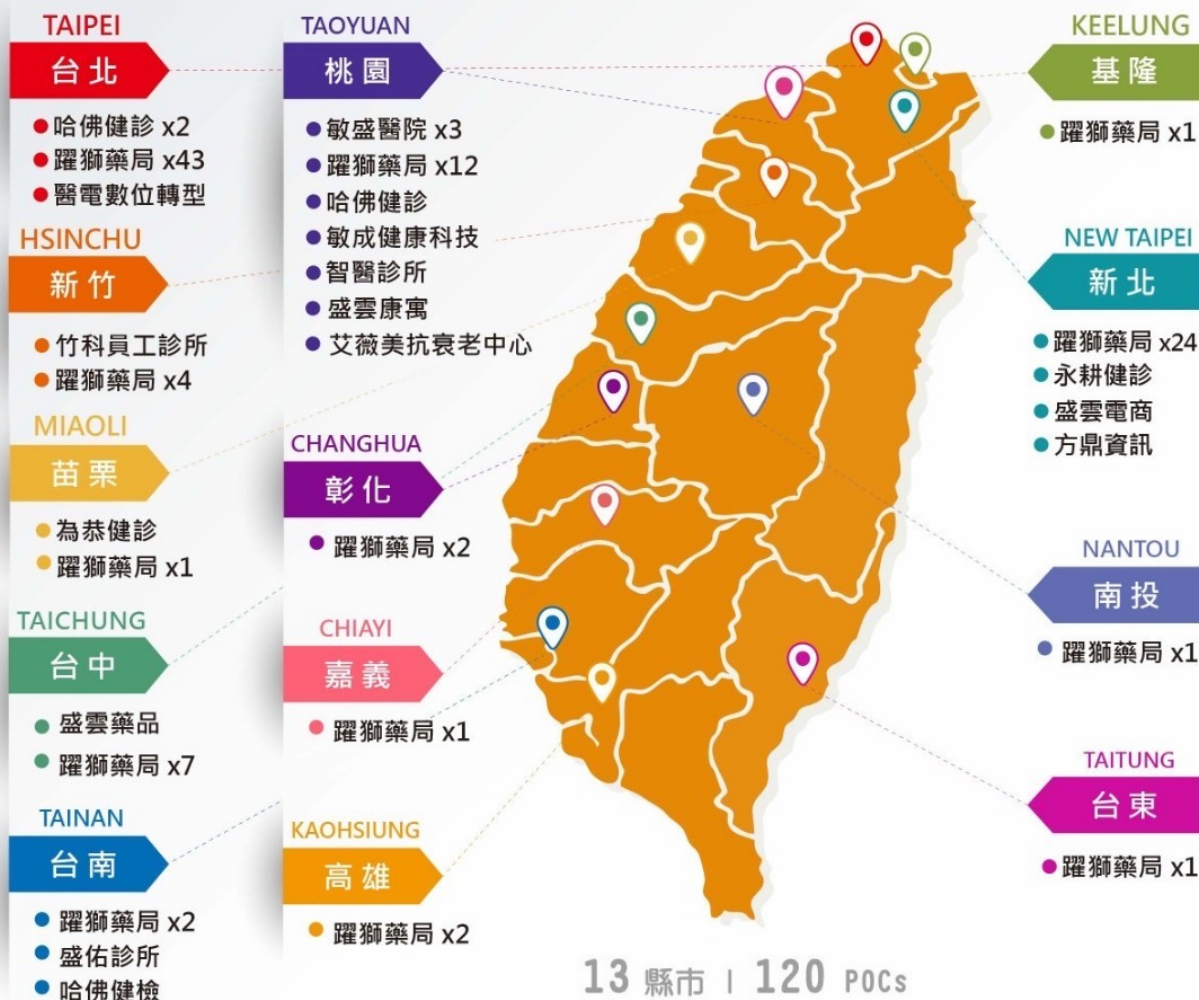
Title	Name	Closing Date	
		Shares	Ratio
Chairman	MISSIONCARE CO. Representative: Yang Hongren	34,822,800	29.01%
Director	MISSIONCARE CO. Representative: Xu Shengxin		
Director	MISSIONCARE CO. Representative: Liu Qingwen		
Director	MISSIONCARE CO. Representative: Sun Zhili		
Director	Rongyang Management Consulting Co., Ltd. Representative: Zhang Changrong	127,551	0.11%
Director	Yang Chen Caibi	1,349,306	1.12%
Independent Director	Wu Geunzai	0	0.00%
Independent Director	Li Shuxing	0	0.00%
Independent Director	Chen Houming	0	0.00%
Total Amount		36,299,657	30.24%

- (2) The company's paid-in capital is 1,200,421,610 yuan, and the number of issued shares is 120,042,161 shares. According to the "Public Issuance of Directors, Supervisors' Shareholding Ratio and Inspection Implementation Rules", the legal minimum number of shares held by all Directors is 8,000,000 shares.
- (3) The company has an audit committee, so there is no statutory number of shares held by supervisors.

2023

# ANNUAL SHAREHOLDERS' MEETING HANDBOOK

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