



# Diamond Biofund

## 鑽石生技投資股份有限公司

2024 Annual Shareholders' Meeting  
Video-assisted Shareholders' Meeting

# Meeting Handbook

**May 21, 2024**

**Meeting location: 8F, No. 11, Zhongshan South Road, Zhongzheng District, Taipei City  
(Chang Yung-Fa Foundation Meeting Room 801)**

**Video conferencing platform: Adopted the video conference platform of Taiwan Depository & Clearing Corp.  
( <https://stockservices.tdcc.com.tw> )**

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# **One. Meeting Procedure**

- I. Call the Meeting to Order
- II. Chair's Address
- III. Report Items
- IV. Ratification Matters
- V. Discussion Matters (1)
- VI. Election Matters
- VII. Discussion Matters (2)
- VIII. Extraordinary Motion
- IX. Adjourned

## **Two. Meeting Agenda**

- I. Meeting method: Video-assisted Shareholders' Meeting
- II. Time: 9:00 a.m., May 21, 2024 (Tuesday)
- III. Location: 8F., No. 11, Zhongshan South Road, Zhongzheng District, Taipei City  
(Conference Room 801, Chang Yung-Fa Foundation)  
  
Video conferencing platform: Adopted the video conference platform of Taiwan Depository & Clearing Corporation  
(<https://stockservices.tdcc.com.tw>)
- IV. Call the meeting to order (report the number of shares in attendance)
- V. Chair's Address
- VI. Report Items:
  - (I) 2023 Business Report.
  - (II) Audit Committee's 2023 Financial Statements review report.
  - (III) The Company's "Corporate Governance Best Practice Principle" amendment report.
  - (IV) The Company's " Procedures for Board of Directors Meetings " amendment report.
  - (V) Director's 2023 Remuneration Report.
- VII. Ratification matters:
  - (I) Proposal to ratify the 2023 Business Report and Financial Statements.
  - (II) Proposal to ratify the 2023 Deficit Compensation.
- VIII. Discussion Matters (I):
  - (I) Proposal to amend the Company's "Articles of Incorporation."
  - (II) Proposal to amend the Company's "Procedures Governing the Acquisition and Disposal of Assets."
- IX. Election matters:  
Proposal to fully reelect the Company's 6th board of directors (including independent directors)
- X. Discussion Matters (II):  
Proposal to lift the Company's non-competition restriction for new directors and their representatives.
- XI. Extraordinary Motion

XII. Adjourned

### **Three. Report Items**

#### Motion 1

Cause of motion: 2023 Business Report, submitted for review.

Description: For the 2023 Business Report, please refer to pp. 13 to 22 of this Handbook [Attachment 1].

#### Motion 2

Cause of motion: Audit Committee's 2023 Financial Statements review report, submitted for review.

Description: For the Audit Committee's Review Report, please refer to p.23 of this Handbook [Attachment 2].

#### Motion 3

Cause of motion: The Company's "Corporate Governance Best Practice Principles" amendment report, submitted for review.

Description: For the amended "Corporate Governance Best Practice Principles", please refer to pp. 24 to 42 of this Handbook [Attachment 3].

#### Motion 4

Cause of motion: The Company's "Procedures for Board of Directors Meetings" amendment report, submitted for review.

Description: For the amended "Procedures for Board of Directors Meetings ", please refer to pp. 43 to 48 of this Handbook [Attachment 4].

#### Motion 5

Cause of motion: 2023 Directors Remuneration Report, submitted for review.

Description: For the 2023 Directors Remuneration Report, please refer to pp.49 to 50 of this Handbook [Attachment 5].

## **Four. Ratification Matters**

Motion 1 (Proposed by the board of directors)

Cause of motion: Proposal to ratify the 2023 Business Report and Financial Statements, submitted for review.

Description: (I) The Company's 2023 financial statements have been audited by CPAs Chin-Tsung Cheng and Meng-Chieh Chiou of Deloitte & Touche Taipei, Taiwan, and an unqualified audit report has been issued on record. After review by the Audit Committee along with the Business Report, it shall be submitted to the annual shareholders' meeting for ratification according to the law.

(II) The 2023 business report, Independent Auditors' Report, and Financial Statements are attached as follows:

1. For the Business Report, please refer to pp. 13 to 22 of this Handbook [Attachment 1].
2. For the Independent Auditors' Report and the 2023 Individual Financial Statements, please refer to pp.51 to 59 of this Handbook [Attachment 6].

Resolution:

Motion 2 (Proposed by the board of directors)

Cause of motion: Proposal to ratify the 2023 Deficit Compensation, submitted for ratification.

Description: For the Company's 2023 Deficit Compensation Table, please refer to p.60 of this Handbook [Attachment 7].

Resolution:

## **Five. Discussion Matters (I)**

Motion 1 (Proposed by the board of directors)

Cause of motion: Proposal to amend the Company's "Articles of Incorporation," submitted for discussion.

Description: The Company planned to amend some articles of its "Articles of Incorporation" to meet operational needs. For the Before/After Amendment Text Comparison Table of the "Articles of Incorporation," please refer to pp.61 to 62 of this Handbook [Attachment 8].

Resolution:

Motion 2 (Proposed by the board of directors)

Cause of motion: Proposal to amend the Company's "Procedures Governing the Acquisition and Disposal of Assets," submitted for discussion.

Description: The Company planned to amend some articles of its "Procedures Governing the Acquisition and Disposal of Assets" to meet operational needs. For the Before/After Amendment Text Comparison Table of the "Procedures Governing the Acquisition and Disposal of Assets," please refer to pp. 63 to 75 of this Handbook [Attachment 9].

Resolution:

## **Six. Election Matters**

Motion 1 (Proposed by the board of directors)

Cause of motion: Proposal to fully reelect the Company's 6th board of directors (including independent directors), submitted for discussion.

Description: (I) The term of office for the Company's 5th board of directors expired on June 26, 2025. An early full election is proposed to comply with the listing commitments and implement the needs of corporate governance.

(II) According to the listing commitments and Article 21 of the Articles of Incorporation, it is proposed to elect 9 directors (including 6 independent directors) of the 6th board of directors for a term of three years from August 1, 2024 to July 31, 2027. They shall be eligible for re-election, and all independent directors shall form the Audit Committee. The term of office of the 5th board of directors ends on July 31, 2024.

(III) For the list of candidates for directors and independent directors, please refer to pp. 76 to 79 of this Handbook [Attachment 10].

Resolution:

## **Seven. Discussion Matters (II)**

Motion 1 (Proposed by the board of directors)

Cause of motion: Proposal to lift the non-competition restriction on new directors and their representatives.

Description: (I) According to Article 209 of the Company Act, a director who does anything for himself/herself or another person within the scope of the company's business shall explain to the meeting of shareholders the essential contents of such an act and obtain its approval.

(II) Because a director holds a concurrent position, invests, or performs other duties in the same or similar duties as the Company's, it is proposed to request the annual shareholders' meeting to approve the removal of the restriction on the directors and their representative. Please refer to p. 80 of this Handbook [Attachment 11].

Resolution:

## **Eight. Extraordinary Motion**

## **Nine. Adjournment**

# Attachments

## Attachment 1

# 2023 Business Report

### One. 2023 Business Plan Implementation Outcomes

#### I. Key Summary Explanation

As of 2023, the Company has invested a total of NT\$5,913,896 thousand in 2023 and invested in 15 target companies. The Company was listed on the Taiwan Stock Exchange on September 19, 2023 (stock code: "6901") to increase the scale of investment, expand investment efficiency, and create greater return on investment for shareholders by combining the resources of the capital market. It is the first publicly traded venture capital company to be approved for listing since February 2016, when the application was opened for large-scale sustainable venture capital firms.

The Company's important business implementation results in 2023 include:

#### 1. New Investments

##### 1) ImmunAdd Inc.

As a spin-off of National Taiwan University, its main business is the independent R&D of vaccine adjuvants. It develops innovative, full-chemically synthesized saponin vaccine adjuvants and their formulas that can be used by human/animal vaccine manufacturers to replace the natural saponin adjuvants currently on the market that are high in unit price, unstable in output, and can only be extracted through Quillaja bark trees. The Company is developing liposome technology, lipid nanotechnology, and other dosage technology to build a widely used adjuvant platform and develop various adjuvant systems to provide safe and effective vaccine adjuvant combinations to solve the problem of insufficient vaccine efficacy and long-term protection. The asset value of ImmunAdd Inc. at the end of the period was NT\$67,188 thousand.

##### 2) Rejuvenate Bio Inc.

This Harvard University spin-off company's core technology comes from the breakthrough gene therapy technology developed by the Harvard Wyss Institute to treat aging-related chronic diseases. Including gene therapy for heart and metabolic diseases. The asset value of Rejuvenate Bio Inc. held by the Company at the end of the period was NT\$30,705 thousand.

##### 3) Syncell Inc. (Syncell Inc.)

A spin-off company of the Academia Sinica, its development area is space biological. Its core technology platform, Microscoop, is the world's first "graspable" microscope. It applies an artificial intelligence algorithm to select cells from a designated position. Capture proteins and nucleic acids for analysis. The asset value of Syncell Inc. held by the Company at the

end of the period was NT\$122,820 thousand.

4) Diamond Biofund I Inc.

The Company intends to work with domestic and foreign institutional investors (including but not limited to financial holdings, life insurance, venture capital, funds, etc.) and individual investors to jointly invest in Diamond Biofund I Inc. (hereinafter “Diamond I”). In the fundraising process, the main investment is in the investment targets that have entered the market commercialization stage. The investment management of Diamond I is planned by the Company, which may collect management fees and implement post-investment management to reduce investment risks. The board must approve the decision-making and appearance of investment projects of directors of Diamond I. As of the end of 2023, the asset value of Diamond I held by the Company was NT\$1,000,000 thousand.

5) Diamond Biofund II Inc.

The Company intends to work with domestic and foreign institutional investors (including, but not limited to, financial holdings, life insurance, venture capital, and funds) and individual investors to reinvest in Diamond Biofund II Inc. (hereinafter “Diamond II”) among other biotech companies. The main goal is to invest in biotech companies, technologies, or commercial rights in the middle and later stages of development. The Company intends to manage the investment in Diamond II. The Company may collect management fees and implement post-investment management to reduce investment risks. The decision-making and participation in investment projects must be approved by Diamond II’s board of directors. As of the end of 2023, the asset value of Diamond II held by the Company was NT\$1,000,000 thousand.

2. Portfolio Summary

So far, the Company has invested in a total of 15 companies, including Oneness Biotech Co., Ltd.; Cho Pharma, Inc.; and StemCyte International Inc. in the British Cayman Islands; Tetanti AgriBiotech Inc.; Theia Medical Technology Co., Ltd. at the British Cayman Islands; Sinew Pharma Inc.; Original Biomedicals Co., Ltd.; Israeli business EyeYon Medical Ltd; Boston Venture Capital Fund Kendall Capital Fund I; U.S. Company Bilayer Therapeutics; ImmunAdd Inc.; U.S. Company Rejuvenate Bio Inc.; Syncell Inc. at the British Cayman Islands; Diamond Biofund I Inc.; Diamond Biofund II Inc.; etc. In these portfolios, there are 8 new drug development companies (including cell therapy), accounting for 55.13% of the investment; 3 high-end medical materials development companies, accounting for 6.25% of the investment; others include agricultural biotechnology and biotechnology funds, accounting for 38.62% of the investment. Important progress of investees with

liquid investments in 2023 is summarized as follows.

- 1) Oneness Biotech Co., Ltd.
  - a. ON101, a new drug for diabetic foot wound ulcers, has obtained a Chinese drug certificate.
  - b. The new broad-acting anti-COVID-19 small nucleic acid drug SNS812 has shown good safety and tolerance according to the Phase 1 clinical trial in the USA. The Phase 2 clinical trial is in progress.
  - c. The opening asset value of Oneness held by the Company was NT\$5,552,163 thousand. During the period, part of the holdings was disposed of to obtain NT\$60,874 thousand. The asset value at the end of the period was NT\$4,944,409 thousand.
- 2) Cho Pharma, Inc.
  - The Company's core R&D case, CHO-H01, a new anti-cancer drug with recombination and homogenization of carbohydrates, has announced the results of the Phase 1 clinical trial, which preliminarily shows good safety and tolerance and presents an efficacy advantage over the current drug Rituximab.
  - The asset value of Cho Pharma held by the Company at the beginning of the period was NT\$4,141,694 thousand, and the asset value at the end of the period was NT\$2,121,318 thousand.
- 3) Sinew Pharma Inc.
  - a. The clinical trial of SNP-810, a new hepatotoxic-free analgesic drug exceeding the maximum recommended dose of Acetamine for medicine, has been completed. No hepatotoxicity or any other serious adverse reactions occurred during the trial.
  - b. The Company's Sinew Pharma had an asset value of NT\$704,735 thousand at the beginning of the period and an asset value of NT\$454,221 thousand at the end of the period.

## **II. Progress of Important Investment Projects**

### **1. Oneness Biotech Co., Ltd. (hereinafter “Oneness”)**

Oneness aims to develop innovative global drugs. After merging with Fountain Biopharma Inc., the R&D production line will be more comprehensive. The new drug development stage covers Phase I, II, and III clinical trials and NDA stages. After the merger, Oneness greatly improved its R&D team lineup, and the new drug strength covered the R&D capabilities of small- and large-molecule drugs.

ON101 is a new botanical drug consisting of incense hand, and Centella

Asiatica extracts. The drug's mechanism of action is shifted to reduce inflammatory M1 macrophages and increase repairable M2a/M2c macrophages, thereby promoting complete wound healing. The indication is for diabetic foot diseases, external wounds, and sores. The progress of ON101 global evidence collection is as follows:

- 1) Taiwan market: The 2021 "Fespixon" cream was granted the Taiwan New Drug Certificate in 2023 and is available on the market.
- 2) US market: To enter the market as soon as possible, ON101 applied to the US FDA as a 510(k) medical device in 2021 and obtained the US FDA 510(k) medical device marketing authorization for Bonvadis wound topical cream in 2022. In August 2023, Bonvadis proposed to the US FDA to expand the suitable group of wounds and applied for several new 510(k) chronic wound indications. The second Phase III clinical trial in the U.S. is currently under progress.
- 3) European market: Regarding the progress of the EU MDR for medical devices, the Nanzhou factory passed the QMS manufacturing license and export inspection registration reviews in March 2023. In April, the Bonvadis scar topical cream obtained an EU import permit for medical materials. In August, the EU Authorized Designated Certification Body (NB) agreed that Oneness could apply for MDR Class IIb certification for multiple wound indications.
- 4) Chinese market: The Company was granted a Category 1.1 Natural Drug Registration Certificate by the National Medical Products Administration (NMPA) of Mainland China in November 2023, and the generic name approved by Mainland China was Xiangleitong Foot Ointment.
- 5) Other markets: In 2023, Fespixon obtained a drug license from Singapore and Malaysia; Bonvadis obtained an import license for medical materials from India, New Zealand, and South Africa.

FB825(Anti-CεmX), a new anti-allergic drug, has been approved by the U.S. FDA for three phase II clinical trials, including atopy, allergic rhinitis, and hyperimmune globulin E syndrome. The company has also obtained approval for orphan drugs from the U.S. FDA. They are used for post-patients with hyperimmune globulin E. FB825 was patented in Russia and Japan in 2023 to treat IgE-mediated allergic diseases. Currently, the Phase 2 clinical trial in allergic rhinitis is ongoing. The PK bridging trial for subcutaneous/intravenous injection in the US was completed in December 2023, with all subjects returning

for consultation, and the CSR is expected to be completed in the first quarter of 2024.

FB704A, independently developed by the "fully human anti-body library" technology platform, is a new mAb drug that specifically neutralizes IL-6. It simultaneously inhibits traditional and trans-IL-6/IL-6R signal transmission and inhibits inflammatory response. The first indication is the treatment of severe neutrophilic Asthma, and the second indication is the treatment of chronic kidney disease (CKD) complicated by cardiovascular disease (CVD). The first phase clinical trial results showed that FB704A has good safety and tolerance; the U.S. FDA and Taiwan TFDA approved the severe neutrophilic Asthma indication for the second phase clinical trial in 2021. Currently, the Phase II clinical trial in Taiwan is continuing.

The new broad-acting anti-COVID-19 small nucleic acid drug SNS812 developed in collaboration with Microbio is an RNA drug that specifically targets and cuts off important gene positions that are not prone to mutagenesis in the coronavirus by using the mechanism of RNA interference, thereby destroying the virus gene, inhibit the virus from replicating at the source and eliminate the virus within the cells. The indication is coronavirus influenza. In April 2023, the US Phase I clinical trial results were announced. SNS812 had good safety and tolerance in healthy subjects up to 1.2 mg/kg. There were no drug-related serious adverse reactions (SAE) in the 44 healthy subjects included in the trial. All adverse reactions (AEs) were not related to the drug and were resolved before the end of the trial. Currently, the Phase II clinical trials are in progress.

## **2. Cho Pharma, Inc. (hereafter "Cho Pharma")**

Cho Pharma is committed to applying carbohydrate technology to develop new drugs and treat carbohydrate-related diseases. It continues to produce new drugs with high added value in response to clinical and market needs to become an internationally leading biotechnology company in the carbohydrate technology pharmaceutical companies field. Cho Pharma's R&D and operation progress is described as follows:

- 1) Many animal tests have proved the exclusive carbohydrate homogenization technology CHOOptimax™ new vaccine development technology to show excellent protection against different Covid-19 virus strains, and its efficacy and safety have been proved in toxicological safety tests and applied to TFDA for the submission of

IND for Phase 1 clinical trial. In June 2023, we received a letter from Taiwan's Ministry of Health and Welfare and could not approve the Phase 1 human clinical trial. Considering the current development of the global pandemic and the demand for vaccines, Cho Pharma has assessed that it is difficult for CHO-V10 to generate sufficient benefits for the company and shareholders. Therefore, the application for the Phase I clinical trial of CHO-V10 has been suspended.

- 2) The new carbohydrate-recombinant homogenized anti-cancer antibody drug CHO-H01 is undergoing human phase I combined phase II clinical trials. In September 2023, Cho Pharma announced the phase I clinical trial results. All patients who completed the treatment showed tumor shrinkage. The relapse period was significantly prolonged after treatment, showing an efficacy advantage over the current drug, Rituximab. No subjects died. The 2 SAEs were not related to the drug. The 16 AEs were similar to the competing product, Rituximab, which preliminarily showed good safety and tolerance.
- 3) Private placement: Completed a private placement of NT\$1.86 billion in October 2023. The private placement funds will be used for several clinical trials to facilitate subsequent licensing negotiations and long-term business development needs.
- 4) Cooperation plan: In September 2023, Cho Pharma and TE-Meds announced using their complementary technologies to enter the international market through cross-licensing the complementary antibody-drug complex (ADC) technology patents held by both parties.

Cho Pharma's R&D has strengthened core technologies, improved global patent layout, accelerated entry into the pre-clinical drug development stage, and added new R&D projects with specific niches for the Company.

### **3. Sinew Pharma Inc. (hereinafter "Sinew Pharma")**

Sinew Pharma is a new drug development company. Its main technology platform utilizes safe complexes to regulate the hepatic enzyme and gene. This technology can be applied to drugs that may cause hepatotoxicity and treat liver diseases (such as fatty liver disease). It has two main R&D projects:

- i. SNP-630, a new drug for NASH, is the second-generation product of SNP-610. Animal tests have confirmed that SNP-630 is a more active product than SNP-610. It was announced in August 2023 for Taiwan's

first phase clinical trial. The trial completion report shows good safety and the subject's tolerance. No subject has suffered from SAE. There was only one AE that was not related to the drug and was relieved before the end of the trial.

- ii. SNP-810, a new non-hepatotoxic analgesic drug, has been approved by the U.S. FDA over-the-counter drug monograph (OTC monograph) in January 2021 and has obtained the National Drug Code and U.S. market sales qualification; SNP-810 in 2023 Important progress is as follows:
  - 1. The clinical trial of combined non-addictive analgesics for the control of post-operative pain in patients undergoing Knee Transplant Surgery was completed.
  - 2. Completion of clinical trials with doses exceeding three times the maximum recommended dose of the current Acetamide phenol package insert. No hepatotoxicity or any other serious adverse reactions occurred during the trial.
  - 3. The closure report of the first single-dose (4 grams) clinical trial. The results show that the main evaluation index has confirmed that SNP-810 is safe under the tested dose, and it is well tolerated by the subjects.

Sinew Pharma focuses on the patented technology of regulating human metabolic enzyme activity to solve the unmet medical needs encountered in the current clinical treatment and developing new drugs for analgesia and liver diseases to satisfy the public with better quality medical needs.

#### **4. StemCyte International Inc. StemCyte International Inc. (hereafter “StemCyte”)**

StemCyte is one of the top ten umbilical cord blood stem cell storage and cell medicine biotechnology companies worldwide. It has operating bases throughout the United States, Taiwan, and India. It is one of the few companies worldwide that provides public and private umbilical cord blood storage. StemCyte has a multi-ethnic cord blood bank combined with the patented red blood cell non-separation technology, which can effectively improve the success rate of cord blood transplant operations and increase the acceptance of cord blood surgery by transplant units. The source of revenue can be divided into public and private banks. The public bank mainly sells transplants, while the private bank stores cord blood. The Company's R&D and operation progress in 2023 is described as follows:

- 1) The cord blood banking license was reviewed by the U.S. FDA in 2022, and the BLA license is currently under review.
- 2) Proceeding to the Phase II clinical trial for vertebral column injury.
- 3) The Phase I clinical trial for acute stroke has been completed in Taiwan, and the application for the Phase 2 clinical trial in the U.S.A. has been prepared.
- 4) The Cerebral palsy (compassionate) treatment completed the first case acceptance treatment in February 2022 and closed the case after completing three treatment doses. The treatment effect is positive, and it is preparing to apply for the first phase of Taiwan Academic Research (IIT) Clinical Trials.
- 5) Proceeding to the Phase II clinical trial for vertebral column injury.
- 6) In November 2023, a capital cash increase of US\$25.27 million was completed, and the Company invested US\$6.35 million.

## **5. EyeYon Medical Ltd.**

EyeYon Medical Ltd. is an Israel-based company that provides innovative solutions for corneal healing to improve patients' vision and quality of life. EyeYon was established in May 2011. One product, Hyper-CL, is a medical device (contact lens) for the treatment of corneal edema, which the FDA has approved in the US and CE in the EU and is preparing to enter the stage of commercial development; the other product, EndoArt, is an artificial eye Cornea, has obtained the EU CE permit and is undergoing post-marketing human clinical trials.

EndoArt clinical progress: As of October 2023, there have been 152 clinical cases. The phased results show that the product is safe and effective. The progress of certification by countries in 2023 is as follows:

- i. The EU post-market surveillance (PMS) continues. As the old version of the Medical Device Regulation (MDD) will expire in 2024, the application for the new version of the Medical Device Regulation (MDR) was filed in 2023. In May 2023, the on-site inspection of the MDR has been passed. They are awaiting the review of technical documents for MDR approval.
- ii. The U.S. FDA determines that it is a class III medical material. In the second quarter of 2023, the U.S. initiated compassionate treatment. In October 2023, an application for submission to the U.S. FDA

Investigational Device Exemption (IDE) was submitted. If approved, the U.S. FDA pivotal clinical trial will initiate.

- iii. The Chinese NMPA judged that it is a class III medical material. In November 2021, China began its clinical validation with compassionate treatment, and in the second quarter of 2023, a pivotal clinical trial application was submitted to the Chinese NMPA.

#### **6. Ditiantai Agro-Bio Technology Co., Ltd. (hereinafter “Ditiantai”)**

Tetani's main business is the development of agricultural biotechnology target enzymes. The research and development team of Academician Yang Qiu-zhong, the founder, has over 8,000 strains and 2,500 species of functional bacteria. Using target enzymes, it can provide customized enzyme combinations that are optimal for different organic waste customers. It can convert organic waste into organic fertilizer within 3 hours. It is an innovative technology that can standardize and process a large amount of organic waste, which greatly improves the efficiency of composting by at least 100 times, reduces process pollution, improves product safety, and solves the problems of odor, sewage, large-scale demand and long-time consumption in the traditional composting process.

On December 28, 2023, Tetani announced that it had held a signing ceremony for constructing an organic waste treatment plant with Globalfood International Group, which undertakes the organic waste treatment of the Indonesian government. Globalfull International Group expects to invest US\$100 million in succession to introduce Tetani Technology. During the first stage, we jointly solved the problem of over 2,600 tons of fruit waste daily in Jakarta and expected to generate an output value of over NT\$200 million annually. Each year, it can reduce Indonesia's carbon emissions by about 200 million kilograms while helping Indonesia achieve the commitment to a circular economy and the future 2050 net zero goal.

### **III. Project Source Performance**

As of the end of 2023, the Company had invested a total of NT\$5,913,896 thousand, and the liquidity discount was applied to unlisted companies according to the IFRS 9 accounting principles. Based on the market price or fair value of the new drugs and medical materials on the market, the market value of the investment was NT\$10,779,406 thousand.

## Two. Financial Overview

Unit: NT\$ thousand

Item	2023 (A)	2022 (B)	Amount Difference (A) - (B)
Operating revenue	(2,439,518)	1,015,630	(3,455,148)
Expenses and Losses	(162,232)	(137,587)	(24,645)
Pre-tax Profit (Loss)	(2,583,823)	881,121	(3,464,944)
Income Tax (Expenses) Benefits	412	(83,340)	83,752
Net Income After Tax	(2,583,411)	797,781	(3,381,192)

## Three. Financial Income, Expenditure, and Profitability Analysis

Unit: NT\$ Thousand

Year		Item	2023	2022
Financial Income and Expenditure		Interest Income	16,235	861
		Interest Expense	806	245
		Net Profit (Loss) After Tax	(2,583,411)	797,781
Profitability		Return on assets (%)	(21.31)	7.31
		Return on Equity (%)	(21.61)	7.44
		Profit margin (%)	(105.90)	78.55
		Earnings Per Share After Tax (NT\$)	(3.32)	1.06(Note)

Note: The impact of the issuance of bonus shares for the year ended December 31, 2022, has been adjusted retrospectively.

## **Attachment 2**

### **Audit Committee Review Report**

The board of directors submitted the Company's 2023 business report, individual financial statements, and deficit compensation proposals. Among them, the individual financial statements have been audited and completed by CPAs Chin-Tsung Cheng and Meng-Chieh Chiou of Deloitte & Touche Taipei, Taiwan, and an audit report was issued. The preceding business report, individual financial statements, and deficit compensation proposals have been reviewed by the Audit Committee and are considered to comply with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. The report is hereby prepared and submitted for review.

DIAMOND BIOFUND INC.

Audit Committee Convener: De-Tsai Li

February 29, 2024

## Attachment 3

### Corporate Governance Best-Practice Principles (After Amendment)

#### Chapter 1. General Provisions

Article 1. To establish a good corporate governance system, Diamond Biofund Inc. (hereinafter “the Company”) has referenced the "TWSE/TPEX Corporate Governance Best Practice Principles" jointly formulated by Taiwan Stock Exchange Corporation (hereinafter “TWSE”) and Taipei Exchange (hereinafter “TPEX”) to establish the Principles for compliance.

Article 2. In addition to complying with the laws, the Articles of Incorporation, the contracts signed with TWSE or TPEX, and the relevant regulatory matters, the company shall also comply with the following principles:

- I. Protect the rights and interests of shareholders.
- II. Strengthen the functions of the board of directors.
- III. Exercise the functions of the audit committee.
- IV. Respect the rights and interests of stakeholders.
- V. Enhance information transparency.

Article 3. The Company shall, according to the Regulations Governing the Establishment of Internal Control Systems by Public Companies, take into account the overall operational activities of the Company and its subsidiaries and design and implement an internal control system. Ensure that the design and implementation of the system continue to be effective.

In addition to the self-assessment of the internal control system, the Company's board of directors and management shall review the results of the self-assessment of each department at least annually and the audit report of the audit unit every quarter. The Audit Committee shall pay attention to and supervise the matter. The Company is advised to establish communication channels and mechanisms among independent directors, the Audit Committee, and the chief internal auditor, and the convener of the Audit Committee should report the communication between the members of the Audit Committee and the chief internal auditor at the shareholders' meeting.

The Company's management should attach great importance to the internal audit unit and personnel and give them sufficient authority to urge them to check and evaluate the deficiencies of the internal control system and measure the efficiency of operations to ensure the continuous and effective implementation of the system, and to assist the board of directors and management in fulfilling their duties. It is responsible for implementing the corporate governance system.

It is advisable that the appointment, dismissal, evaluation, and salary remuneration of the Company's internal auditors be reported to the board of

directors or that the chief audit officer sign off on the chairman for approval.

Article 4. The Company shall, according to the Company's scale, business status, and management needs, allocate competent and appropriate corporate governance personnel and designate a corporate governance officer who shall be the highest in charge of corporate governance-related matters and who shall be qualified as an attorney, CPA, or at least 3 years of experience as supervisors of legal, compliance, internal audit, finance, accounting, stock affairs or corporate governance-related affairs in securities, banking, futures-related institutions or public companies.

Corporate governance-related affairs referred to in the preceding paragraph shall at least include the following:

- I. Handle matters related to the board of directors and shareholders' meetings according to the law and assist the company to comply with the relevant laws and regulations of the board of directors and shareholders' meetings.
- II. Assist in the production of minutes of board meetings and shareholders' meetings.
- III. Assist directors in their appointment and continuing education.
- IV. Provide the information required by the directors to carry out their duties.
- V. Assist directors in complying with laws and regulations.
- VI. Report to the board of directors on whether the qualification of independent directors complies with relevant laws and regulations at the time of nomination, election, and term of office.
- VII. Handle matters related to the change of directors.
- VIII. Other matters required by the Company's Articles of Incorporation or contracts.

## Chapter 2. Protection of Shareholders' Equity

Article 5. The Company's governance system shall protect the rights and interests of shareholders and treat all shareholders fairly.

The Company shall establish a corporate governance system that ensures that shareholders are entitled to full knowledge of, participation in, and right to decide on material matters of the Company.

Article 6. The Company shall convene shareholders' meetings according to the Company Act and other applicable laws and regulations and establish comprehensive rules and procedures for such meetings. Matters that must be resolved by the shareholders' meetings shall be properly implemented according to the rules and procedures.

The content of resolutions adopted by the Company's shareholders' meetings shall comply with laws and the Company's Articles of Incorporation.

Article 7. The board of directors of the Company shall properly arrange the agendas

and procedures for shareholders' meetings, formulate the principles and operating procedures for shareholders' nomination of directors and proposals to shareholders' meetings, and properly handle the motions proposed by shareholders according to the law; shareholders' meetings shall be arranged at a convenient place and suitable for Sufficient time and sufficient competent personnel are assigned to conduct the check-in procedure, supplemented by video conferencing, and no other supporting documents may be arbitrarily added to the certification documents relied on by shareholders; and appropriate opportunities to speak.

At the shareholders' meeting convened by the board of directors, the chairman shall preside over the meeting in person. The convener of the Audit Committee shall attend the meeting in person. At least half of the board directors (including at least one independent director) shall attend in person, and at least one member of other functional committees shall attend on their behalf, and the attendance shall be recorded in the shareholders' meeting minutes.

Article 8. The Company encourages shareholders to participate in corporate governance. It should appoint a professional shareholder service proxy to handle shareholders' meeting affairs so that they can be convened under legal, effective, and safe conditions. The Company fully utilizes technology-based information disclosure through various means. It is advisable to simultaneously upload annual reports, annual financial reports, shareholders' meeting notices, agenda handbooks, and meeting supplementary materials in Chinese and English versions. Electronic voting shall also be adopted to improve the percentage of shareholders' attendance at shareholders' meetings and ensure that shareholders can exercise their shareholders' rights at shareholders' meetings according to law.

The Company is advised to refrain from proposing extraordinary motions and amendments to the original motions at the shareholders' meeting.

The Company should arrange for shareholders to vote by ballot on each proposal at the shareholders' meeting and enter the results of the votes for, against, and abstained by shareholders into the Market Observation Post System on the same day after the shareholders' meeting.

Article 9. The company shall record the year, month, day, venue, chair's name, and resolution method of the meeting in the shareholders' meeting minutes, according to the Company Act and relevant laws and regulations, and record the proceeding essentials and their results. For the election of directors, the voting method and the number of rights to be elected as directors shall be clearly stated.

The meeting minutes of shareholders' meetings shall be properly kept permanently during the Company's existence and fully disclosed on the Company's website.

Article 10. The chair of a shareholders' meeting shall be fully aware of and comply with the Company's Rules and Procedures for Shareholders' Meetings, maintain

the smooth flow of the agenda, and shall not adjourn the meeting at will.

To protect the rights and interests of the majority of shareholders, if the chair declares the meeting adjourned in violation of the rules of procedure, other members of the board of directors are advised to promptly assist the attending shareholders in electing a chair by over half of the voting rights represented by the attending shareholders according to the statutory procedures and continue the meeting.

Article 11. The Company should respect the shareholders' right to know, strictly comply with the relevant provisions of information disclosure, and update the Company's finance, business, insider shareholdings, and corporate governance status through the Market Observation Post System or the Company's website on a regular and timely basis. Shareholders

To treat shareholders fairly, it is advised that the preceding information be disclosed in English simultaneously.

To protect the rights and interests of shareholders and implement equal treatment of shareholders, the Company shall establish internal regulations to prohibit the insiders of the Company from trading marketable securities using unpublished information in the market.

The regulations in the preceding paragraph should include the control measures for the stock transactions of the Company's insiders from the date they become aware of the Company's financial reports or related performance contents. This includes (but is not limited to) a restriction that prevents directors from trading their shares during the closed period, which is 30 days before the announcement of the annual financial reports and 15 days before the announcement of the quarterly financial reports.

Article 12. The Company should report the remuneration received by directors at the regular shareholders' meeting, including the remuneration policy, the content and amount of individual remuneration, and its association with the performance evaluation results.

Article 13. At the shareholders' meeting, an inspector may be elected to perform the pre-report inspection. To ensure the investment rights and interests of shareholders, the shareholders' meeting may audit the reports prepared by the board of directors and the audit committee reports according to Article 184 of the Company Act and resolve to distribute earnings or deficit compensation. At the shareholders' meeting, an inspector may be elected to perform the pre-report inspection.

A shareholder may request the court to appoint an inspector to inspect the business accounts, property, specific matters, and specific transaction documents and records of the Company according to Article 245 of the Company Act.

The Company's board of directors, audit committee, and managerial officers shall fully cooperate with the inspections under the preceding two paragraphs and shall not evade, hinder, or reject such inspections.

Article 14. The Company's acquisition or disposal of assets, lending of funds, endorsements/guarantees, and other major financial business activities shall be handled according to the relevant laws and regulations, and relevant operating procedures shall be established and submitted to the shareholders' meeting for approval, to protect shareholders' rights and interests.

In the event of a merger, acquisition, or open tender offer, the Company shall, in addition to complying with relevant laws and regulations, pay attention to the fairness and reasonableness of the merger or open tender offer plan and transaction and pay attention to information disclosure regulations and the soundness of the Company's financial structure going forward.

Where the Company's management or major shareholders participate in a merger or acquisition, whether the members of the Audit Committee to review the preceding merger or acquisition comply with Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and shall not be a related party or an interested party in the merger or acquisition transaction. An independent attorney should issue legal opinions, determine whether the design and implementation of the relevant procedures comply with the relevant laws and regulations, and determine whether the information is sufficiently disclosed according to the relevant laws and regulations to affect independence.

The attorneys' qualifications in the preceding paragraph shall comply with Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies. They shall not be related parties with the counterparties of the mergers and acquisitions or be interested in such a situation as to affect their independence.

The Company's personnel handling M&A or public tender offer-related matters shall be aware of conflicts of interest and avoid conflict of interest.

Article 15. To protect the rights and interests of shareholders, the Company shall dedicate personnel to handle shareholders' suggestions, doubts, and disputes properly.

If a resolution of a shareholders' meeting or board of directors violates laws or the Articles of Incorporation, or a director or manager violates laws or the Articles of Incorporation in the performance of their duties and causes damage to shareholders' rights and interests, the Company should properly handle any lawsuit filed by the shareholder according to law.

The Company is advised to establish internal operating procedures to properly handle the preceding two matters, retain written records for future reference, and incorporate them into the internal control system for control.

Article 16. The Company's board of directors is responsible for establishing an interaction mechanism with shareholders to enhance the mutual understanding of the Company's goals and development.

- Article 17. In addition to communicating with shareholders through shareholder meetings and encouraging shareholders to participate in shareholder meetings, the Company's board of directors communicates with shareholders efficiently, works with managers and independent directors to understand shareholders' opinions and issues of concern, and clearly explains the company's policies to win the support of shareholders.
- Article 18. The management objectives and responsibilities of the personnel, assets, and finance between the Company and its affiliates shall be clearly defined. Risk assessments shall be conducted, and appropriate firewalls shall be established.
- Article 19. Unless otherwise required by laws and regulations, the Company's managers should not serve as managers of affiliates.
- If a director does anything for himself or on behalf of another person within the scope of the company's business, he or she shall explain the essential contents of such an act to the shareholders' meeting and obtain its approval.
- Article 20. The Company should establish sound financial, business, and accounting management objectives and systems according to relevant laws and regulations and implement necessary control mechanisms to reduce credit risks.
- Article 21. The Company and its related parties and shareholders with financial, business, or transactional transactions shall establish written regulations governing their financial and business-related operations based on fairness and reasonableness. The contract price and payment method shall be clearly defined, and non-routine transactions and improper benefits transfers shall be avoided.
- The written regulations in the preceding paragraph shall include the management procedures for acquiring or disposing of assets, loaning funds, and endorsement/guarantee transactions. The relevant material transactions shall be approved by the board of directors and approved or reported by the shareholders' meeting.
- Article 22. The corporate shareholders with controlling power over the Company shall observe the following:
- I. There shall be fiduciary duties to other shareholders and shall not directly or indirectly cause the Company to conduct business operations that are not in line with business practices or otherwise uninteresting.
  - II. Their representatives should abide by the relevant regulations on exercising rights and participating in resolutions set by the company. When participating in shareholders' meetings, they shall exercise their voting rights based on the principle of good faith and the best interests of all shareholders, and be able to fulfill the loyalty of directors and independent directors with the duty of care.

- III. The nomination of directors and independent directors of the Company shall comply with the relevant laws and regulations and the Company's Articles of Incorporation. It shall not exceed the scope of authority of the shareholders' meeting or the board of directors.
- IV. Shall not inappropriately interfere with the company's decision-making or hinder business activities.
- V. Shall not be restricted or hindered by unfair competition such as monopoly or closed channels.
- VI. The juristic person representative appointed as a result of being elected as a director shall meet the professional qualifications required by the Company and shall not be reassigned arbitrarily.

Article 23. The Company should keep track of the list of major shareholders who hold a larger percentage of the Company's shares and can control the Company and the controllers of major shareholders.

The Company shall regularly disclose the pledge, increase, or decrease of the Company's shares or other important matters that may give rise to shareholdings by the shareholders holding over 10% of the shares for the supervision of other shareholders.

The major shareholders referred to in Paragraph 1 are those with a shareholding ratio of 5% or more or the top ten shareholders.

### Chapter 3. Strengthen the functions of the board of directors

Article 24. The Company's board of directors shall guide the Company's strategies, supervise the management, and be accountable to the Company and its shareholders. The operations and arrangements of the Company's governance system shall ensure that the board of directors exercises its powers according to laws and regulations, the Articles of Incorporation, or the resolutions of shareholders' meetings.

The structure of the Company's board of directors shall be based on the scale of the company's business development and the shareholdings of major shareholders, and based on the needs of practical operations, and determine an appropriate number of directors for at least seven directors.

The composition of the board of directors shall consider diversity. In addition to the fact that no over one-third of the board seats shall be concurrently serving as managerial officers, the board shall adopt an appropriate policy for diversification in terms of its own operation, business model, and development needs. It is advisable to include but not limited to the following Standards for the two major aspects:

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

Members of the board of directors shall generally possess the necessary knowledge, skills, and literacy to perform their duties. To achieve the ideal

goal of corporate governance, the board of directors as a whole should have the following capabilities:

- I. Operational judgment.
- II. Accounting and financial analysis ability.
- III. Business management ability.
- IV. Crisis management.
- V. Industry knowledge.
- VI. International market perspective.
- VII. Leadership ability.
- VIII. Decision-making ability.

The membership of the board of directors of the company shall not be less than one director of different genders starting in 2024. However, if the term of office of a director has not expired in 2024, this term may be applicable only when the term of office of the director expires.

Article 25. The Company shall, according to the principles of protecting shareholders' rights and interests and fair treatment of shareholders, establish fair, just, and open procedures for the election of directors, encourage shareholders' participation, and adopt a cumulative voting system to reflect shareholders' opinions fully.

Unless the competent authority approves, over half of the directors shall not be spouses or relatives within two degrees of kinship.

If the number of shareholders in Article 24, Paragraph 5 or Article 28, is Paragraphs 2 to 3, violated by the Company, or the Directors are dismissed for cause, causing the number of shareholders to fall below five, the Company shall hold re-election or by-election at the most recent regular meetings. However, if the vacancy in the board of directors reaches one-third of the number specified in the Articles of Incorporation, the Company shall convene a special shareholders' meeting for by-election within 60 days from the date of the occurrence of the fact.

The total shareholdings of the Company's board of directors should comply with laws and regulations. The restriction on the transfer of individual directors' shares, the setup, cancellation, and change of pledges shall be handled according to relevant regulations, and various information shall be fully disclosed.

Article 26. According to the provisions of the competent authority, the company should specify in its Articles of Incorporation that the election of directors shall be conducted by nominating candidates to elect directors, carefully assessing the qualifications and conditions of the nominees and whether there are any matters listed in Article 30 of the Company Act, and handle them according to the provisions of Article 192-1 of the Company Act.

Article 27. The responsibilities of the company's chairman and general manager shall be clearly divided.

The same person should not serve as the chairman, general manager, or

equivalents.

If the Company has functional committees, their responsibilities must be clearly assigned.

Article 28. According to the Company's Articles of Incorporation, the number of independent directors in the number of directors shall not be less than three. It shall not be less than one-fifth of the number of directors.

The number of independent directors of the Company shall start from 2027 and shall not be less than one-third of the total number of directors. However, if the term of office of the directors has not expired after 2027, this requirement may not be applicable until the expiration of the term of office of the directors. If the Company's paid-in capital reaches NT\$10 billion or more, the application shall be applicable starting from 2024. However, if the director's term of office is less than 2024, the application may be applied immediately upon expiration of the director's term of office.

Starting in 2024, over half of the independent directors of this company shall not serve for over three consecutive terms. However, this provision shall not apply to directors whose terms expire before 2024. Starting from 2027, no independent director shall serve over three consecutive terms. However, this provision shall not apply to directors whose terms expire before 2027.

Independent directors should possess professional knowledge, and their shareholdings shall be limited. In addition to complying with relevant laws and regulations, it is not advisable for independent directors to serve as directors (including independent directors) or supervisors of over five TWSE/TPEX listed companies simultaneously. Maintain independence and shall not have direct or indirect interests with the Company.

If the Company or any of its group companies and organizations has nominated directors, supervisors, or managers of the other party as independent director candidates, the Company shall disclose such information when accepting nominations for independent director candidates and the suitability of the independent director candidate. If elected as an independent director, the number of votes with which they were elected shall be disclosed.

The scope of application for group enterprises and organizations mentioned in the preceding paragraph shall extend to the Company's subsidiaries.

Independent and non-independent directors may not change their identities during the term of office.

Independent directors shall maintain independence in performing their duties and shall not have any direct or indirect interest in the company. Their professional qualifications, shareholding restrictions, determination of independence (it is not appropriate to concurrently serve as a director [including independent directors] or supervisor of over five TWSE/TPEX companies), nomination methods, and other matters to be followed shall be handled according to the Securities and Exchange Act, Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the relevant regulations of the TWSE or TPEX.

Article 29. According to the Securities and Exchange Act, the Company shall submit the following matters to the board of directors for resolution; if an independent director has adverse opinions or qualified opinions, it shall be stated in the minutes of the board of directors meeting:

- I. Establish or amend the internal control system according to Article 14-1 of the Securities and Exchange Act.
- II. Establish or amend the procedures for major financial business behaviors such as acquisition or disposal of assets, engagement in derivative transactions, loaning funds to others, endorsements or guarantees for others according to Article 36-1 of the Securities and Exchange Act.
- III. Matters involving the interests of directors.
- IV. Significant asset or derivative transactions.
- V. Material lending, endorsement, or guarantee.
- VI. Offering, issuance, or private placement of equity-type securities.
- VII. Appointment, dismissal, or remuneration of CPAs.
- VIII. Appointment and dismissal of financial, accounting, or internal auditing officers.
- IX. Other important matters as required by the competent authority.

Article 30. The Company shall clearly define the scope of duties of independent directors and assign the relevant manpower and resources to exercise their powers. No other member of the Company's board of directors shall obstruct, refuse, or evade independent directors from performing business.

The Company shall clearly define directors' remuneration according to the relevant laws and regulations. The directors' remuneration should fully reflect the individual performance and the Company's long-term business performance while considering the Company's business risks. Reasonable remuneration different from those offered to general directors may be offered to independent directors.

Article 31. To improve the supervisory function and strengthen the management function, the board of directors of the company may set up audit, remuneration, nomination, risk management, or other functional committees in consideration of the size of the company, the nature of business, and the size of the board of directors. Management philosophy, establishment of environmental protection, corporate social responsibility, or other committees shall be clearly stated in the Articles of Incorporation.

Functional committees shall be responsible to the board of directors and submit proposed proposals to the board of directors for resolution. Except when the Audit Committee exercises the powers of a supervisor according to the Paragraph 4 of Article 14-4 of the Securities and Exchange Act.

Functional committees shall have organizational charters approved by the board of directors. The organizational charter shall include the number of committee members, tenure of office, duties, rules of meeting, and resources

to be provided by the Company to exercise powers.

Article 32. The Company's board of directors has established the Audit Committee, which shall comprise all Independent Directors. The number of the Audit Committee shall not be less than three. One of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The powers and duties of the audit committee and its independent director members shall be exercised according to the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the relevant regulations of the TWSE or TPEX.

Article 33. The company shall establish a remuneration committee, and a majority of its members shall be independent directors. The professional qualifications of its members, the exercise of their powers, the formulation of the charter, and other related matters shall be handled according to the "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange."

Article 34. The Company should establish a Nomination Committee with organizational charters. The majority of the members shall be independent directors, and the independent director shall be the chair.

Article 35. The Company should establish and announce a whistle-blowing channel for internal and external personnel and establish a whistle-blowing protection system. The unit receiving whistle-blowing shall be independent and shall encrypt the files provided by whistle-blowers, properly restrict access rights, define internal procedures, and incorporate them into the internal control system.

Article 36. An accounting supervisor shall be appointed as the deputy to improve the quality of financial reports.

The deputy of the accounting officer referred to in the preceding paragraph shall continue with the training every year in the same way as the accounting officer to strengthen the professional ability of the deputy of the accounting officer.

The accounting personnel involved in preparing financial statements shall also attend over 6 hours of professional-related courses each year. For their continuing training, such personnel may participate in the internal training of the Company or professional courses organized by the accounting supervisory training organization.

The Company shall select professional, responsible, and independent CPAs to audit the Company's financial status and internal control regularly. The Company should properly review and improve the anomalies or deficiencies discovered and disclosed by the CPAs during the audit process, as well as the specific suggestions for improvement or anti-fraud. It is advisable to establish a communication channel or mechanism between the Audit

Committee and the CPAs, formulate internal operating procedures, and incorporate them into the internal control system.

The Company shall periodically (at least once a year) evaluate the independence and suitability of the CPAs regarding the Audit Quality Indicators (AQIs). If the Company has not replaced its CPAs for seven consecutive years, or if the Company is disciplined or occurs in a manner that compromises its independence, the Company shall assess whether there is a need to replace CPAs and report the evaluation to the board of directors.

Article 37. The Company should appoint professional and competent attorneys to provide the Company with appropriate legal consulting services or to assist the board of directors and the management in improving their legal literacy to prevent the Company and related personnel from running afoul of the laws and regulations, and to urge the operation of corporate governance under the relevant legal framework and legal procedures.

In any litigation involving directors or management during business execution or any dispute with shareholders, the Company should engage an attorney as appropriate for assistance.

The Audit Committee or its independent directors may appoint attorneys, CPAs, or other professionals on behalf of the Company to conduct necessary audits or provide consultations on matters related to exercising its powers, and the Company shall bear the expenses.

Article 38. The board meeting of the Company shall be convened at least once per quarter and may be convened at any time in case of emergency. The reasons for convening the board meeting shall be specified. A notice shall be given to all directors 7 days in advance, and sufficient meeting materials shall be sent together with the meeting notice. In case of insufficient meeting materials, the directors have the right to request to make up for it or postpone reviewing the meeting materials after the board of directors' resolution.

The Company shall formulate the "Procedures for Board of Directors Meetings." The rules shall govern the main agenda items, operational procedures, matters to be included in the minutes of meetings, announcements, and other matters to be followed, and shall be handled according to the "Regulations Governing Procedure for board of directors Meetings of Public Companies."

Article 39. Directors should maintain a high level of self-discipline. If a proposal listed in a board meeting has an interest in themselves or the legal person they represent, they should explain the important part of the interest in the current board meeting. If it is harmful to the company's interest, they may not participate in the discussion and voting, shall avoid discussion and voting, and shall not exercise voting rights on behalf of other directors.

The recusal of directors shall be stipulated in the "Procedures for Board of Directors Meetings."

Article 40. All independent directors of the Company shall attend the meeting in person

and shall not appoint a non-independent director to act as a proxy for any matters referred to the board of directors' meeting under Article 14-3 of the Securities and Exchange Act. Any dissenting or qualified opinion of an independent director shall be recorded in the meeting minutes; if an independent director cannot attend a board meeting to express an objection or qualified opinion unless there is a valid reason, a written opinion shall be issued in advance and recorded in the meeting minutes.

The resolutions reached by the board of directors that fall under any of the following circumstances must be documented in the meeting minutes and announced and reported on the Market Observation Post System (MOPS) two hours before the trading hours on the next business day after the board meeting:

- I. An independent director has a dissenting or qualified opinion with the record or written statement.
- II. Matters not approved by the Audit Committee require the consent of over two-thirds of all directors.

During the board meeting, relevant departments may notify non-director managers, depending on the content of the motions, to report on the Company's current business status and answer questions from directors. CPAs, attorneys, or other professionals may also be invited to attend the meeting to help the directors understand the company's current situation and make appropriate resolutions when necessary. However, they should leave the meeting during the discussion and voting.

Article 41. The meeting personnel of the Company shall duly observe the relevant regulations and record the meeting report, the summary of each motion, the method of resolution, and the result.

The board meeting minutes shall be signed or sealed by the chair and minutes-taker and distributed to all directors within 20 days after the meeting. The sign-in book for the board of directors must be included in the company's important files and kept permanently throughout the Company's existence.

The minutes' preparation, distribution, and preservation may be done electronically.

The Company shall keep the entire meeting of the board of directors by audio or video as evidence for at least 5 years. The retention may be kept electronically.

Before the expiry of the retention period referred to in the preceding paragraph, in the event of a lawsuit related to the board of directors' resolutions, the relevant audio or video recording evidence shall be kept continuously, and the provisions of the preceding paragraph shall not apply.

If a board meeting is held via video conference, the audio and video recordings of the meeting shall form part of the meeting minutes and be retained permanently.

If a resolution of the board violates laws, the Articles of Incorporation, or a resolution of a shareholders' meeting and causes damage to the Company,

the director who has voiced dissent, as evidenced by records or in a written statement, shall be excused from liability.

Article 42. The Company shall submit the following matters to the board of directors for discussion:

- I. The Company's business plan.
- II. Annual and semi-annual financial reports. Except for the semi-annual financial reports that are not subject to audit by a CPA as required by law.
- III. Establishment or amendment of the internal control system according to Article 14-1 of the Securities and Exchange Act and evaluation of the effectiveness of the internal control system.
- IV. Establish or amend the procedures for major financial business behaviors such as acquisition or disposal of assets, engagement in derivative transactions, loaning funds to others, endorsements or guarantees for others according to Article 36-1 of the Securities and Exchange Act.
- V. Offering, issuance, or private placement of equity-type securities.
- VI. Management performance evaluation and remuneration standards.
- VII. The structure and system of directors' remuneration.
- VIII. Appointment and dismissal of financial, accounting, or internal auditing officers.
- IX. Donations to related parties or significant donations to non-related parties. Donations to related parties or significant donations to non-related parties.
- X. Significant matters shall be resolved by the shareholders' meeting or submitted to the board of directors for resolution pursuant to Article 14-3 of the Securities and Exchange Act, other laws or regulations, or the Articles of Incorporation, or as required by the competent authorities.

In addition to the preceding matters for discussion by the board of directors, when the board of directors is not in session when the board of directors authorizes the chairman or the general manager to exercise the powers of the board of directors according to the law, the Company's Articles of Incorporation or the internal control system, the level of authorization, content or matters shall be specific and not general Authorization. However, matters involving the significant interest of the Company shall still be resolved by the board of directors.

Article 43. The Company shall clearly hand over the resolutions of the board of directors to the appropriate implementation units or personnel and require them to be implemented according to the planned timetable and targets.

The board of directors shall keep track of the implementation progress and report to the next meeting so that the management decisions of the board of directors can be implemented.

Article 44. Members of the board of directors shall faithfully perform their duties and exercise their powers with a high degree of self-discipline and prudence. They shall also exercise the care of a good manager. Except for matters that are required by law or the Articles of Incorporation to be resolved by the shareholders' meeting, the board of directors shall faithfully carry out the resolutions of the board of directors.

When a director of the Company resigns or is reassigned according to Article 27, Paragraph 3 of the Company Act, the resigned director or institutional shareholder shall immediately notify the company and the corporate governance officer.

The Company or the corporate governance officer shall act according to the relevant laws and regulations upon receiving the preceding notice.

The Company shall arrange professional training for its directors, and the directors shall receive at least 3 hours of continuing education in each term of office in the year. However, if the current director's term of office has not yet expired as of 2023, it shall only apply upon the completion of their term.

The Company shall establish a board of directors Performance Evaluation Method. In addition to conducting regular self- or peer evaluations of the board of directors and individual directors each year, the Company may also commission an external professional organization or conduct performance evaluations in other appropriate ways. The content of the board of directors' performance evaluation should include the following aspects, and the Company's needs shall be considered to formulate appropriate evaluation indicators:

- I. Participation in the operation of the company.
- II. Improve the quality of the Board's decision-making.
- III. Composition and structure of the board of directors.
- IV. Election and continuing education of directors.
- V. Internal control.

Performance evaluations of board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with adjustments made according to the Company's needs:

- I. Alignment of the Company's goals and missions.
- II. Awareness of the duties of a director
- III. Participation in the operation of the company.
- IV. Internal relationship management and communication.
- V. Directors' professionalism and continuing education.
- VI. Internal control.

Starting in 2024, the Company shall conduct annual performance evaluations on the Audit Committee and the Remuneration Committee and report the results of the performance evaluations to the Stock Exchange.

The content of the performance evaluation for a functional committee shall include the following aspects and shall be appropriately adjusted in consideration of the needs of the Company:

- I. Participation in the operation of the company.

- II. Awareness of the duties of the functional committee.
- III. Improve the quality of decision-making by functional committees.
- IV. Composition of the functional committee and election of its members.
- V. Internal control.

The Company shall use the performance evaluation results as a reference for the remuneration of individual directors and the nomination of directors.

Article 45. The Company shall establish a succession plan for the management, and the board of directors shall periodically evaluate the plan's development and implementation to ensure sustainable operations.

Article 46. The board of directors is advised to evaluate and supervise the operation direction and performance of the listed company's intellectual property from the following aspects to ensure that the company establishes an intellectual property management system with the management cycle of "plan, execute, check and act":

- I. Formulate the intellectual property management policies, goals, and systems related to the operating strategies.
- II. According to the scale and type, establish, implement, and maintain the management system for acquiring, protecting, maintaining, and utilizing their intellectual property.
- III. Determine and provide the resources to effectively implement and maintain the intellectual property management system.
- IV. Observe internal and external risks or opportunities related to intellectual property management and take corresponding measures.
- V. Plan and implement a continuous improvement mechanism to ensure that the operation and results of the intellectual property management system meet the Company's expectations.

Article 47. If a resolution of the board violates laws or the Company's Articles of Incorporation, and a shareholder or independent director who has held the shares for over one year requests the board to stop the implementation of the resolution, the board members shall properly handle the relevant resolution as soon as possible or stop the implementation.

When a member of the board of directors finds that there is a risk of material damage to the Company, they shall comply with the provisions of the preceding paragraph and immediately report to the Audit Committee or the independent directors of the Audit Committee.

Article 48. The Company shall purchase liability insurance for directors during their term of office according to the law for the scope of business to reduce and diversify the risk of material damage to the Company and shareholders caused by errors or negligence of directors.

After purchasing or renewing liability insurance for directors, the Company shall report to the most recent board meeting on important details such as the amount insured, scope covered, and insurance premiums.

Article 49. Members of the board of directors should continuously participate in the continuing education courses organized by the institutions designated in the "Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies" on topics related to corporate governance, including finance, risk management, business, commerce, accounting, law, and corporate social responsibility. They should also be responsible for requiring employees at all levels to strengthen their professional and legal knowledge.

#### Chapter 4. Respect the rights and interests of stakeholders

Article 50. The Company shall maintain smooth communication channels with banks and other creditors, employees, consumers, suppliers, communities, or other stakeholders and respect and safeguard their legitimate rights. This information shall be included in the stakeholder section of the Company's website.

When stakeholders' legitimate rights and interests are infringed upon, the Company shall handle the matter appropriately in the principle of good faith.

Article 51. Corresponding banks and other creditors should provide sufficient information to make judgments and decisions about the Company's operating and financial status. When their legal rights are infringed, the Company shall respond positively and act responsibly so that the creditors can obtain compensation appropriately.

Article 52. The Company shall establish channels for communication with employees and encourage employees to communicate directly with the management or the directors to appropriately reflect employees' opinions on the Company's operating and financial status or major decisions involving employees' interests.

Article 53. While maintaining normal business development and maximizing the interests of shareholders, the Company should pay attention to issues such as consumer rights, community environmental protection, and public welfare and attach great importance to the Company's social responsibility.

#### Chapter 5. Enhance Information Transparency

Article 54. Information disclosure is an important responsibility of the Company. The Company shall faithfully fulfill its obligations according to the relevant laws and regulations and the requirements of the TWSE or TPEX.

The Company should establish an online information disclosure system, designate dedicated personnel responsible for collecting and disclosing company information, and establish a spokesperson system to ensure that information that may affect the decision-making of shareholders and

stakeholders can be disclosed promptly.

Article 55. To improve the accuracy and timeliness of the disclosure of material information, the Company shall appoint those who have a thorough understanding of the Company's finance and business aspects, or who can coordinate with all departments to provide relevant information, and who can speak on behalf of the Company independently, to act as the Company's spokesperson and acting spokesperson.

The Company shall have one or more acting spokespersons. Any acting spokesperson shall be able to speak on behalf of the public alone if the spokesperson cannot perform his duties. However, the order of acting shall be confirmed to avoid confusion.

To implement the spokesperson system, the Company shall clearly define a unified speaking procedure, require the management and employees to keep financial and business confidential, and not distribute information arbitrarily.

Any changes to the spokesperson or deputy spokesperson shall be disclosed immediately.

Article 56. The Company should use the convenience of the Internet to set up a website to create the Company's financial business-related information and corporate governance information to facilitate the reference of shareholders and stakeholders. The Company should preferably provide financial, corporate governance, or other relevant information in English.

The preceding website shall be maintained by dedicated personnel, and the information provided shall be detailed, accurate, and updated in time to avoid being misleading.

Article 57. When the company holds an earnings call, it shall follow the TWSE or TPEX regulations and be recorded or videotaped. The financial and business information for the earning call shall be entered into the Market Observation Post System according to the regulations of the TWSE or TPEX. It shall be provided for inquiry through the Company's website or other appropriate channels.

Article 58. The Company's website shall establish a dedicated section for disclosing the following corporate governance-related information and updating it continuously:

- I. Board of directors: Such as the biographies of the members of the board of directors, their responsibilities, the diversity policy of the board of directors, and the implementation status.
- II. Functional committees: Biographies of the members of each functional committee and their responsibilities.
- III. Corporate governance-related regulations: Such as the Company's Articles of Incorporation, Rules of Procedure for board of directors Meetings, and organizational regulations for functional committees.
- IV. Important information related to corporate governance, such as

appointing a corporate governance officer.

Chapter 6. Addendum

Article 59. The Company shall pay attention to developing domestic and international corporate governance systems and review and improve the corporate governance system established by the Company to enhance its effectiveness.

Article 60. The establishment and amendment of these Principles shall be approved by the Company's board of directors and reported to the Shareholders' Meeting.

**Attachment 4**

**Procedures for Board of Directors Meetings  
(After Amendment)**

1. Purpose:

The Procedures are designed to ensure that board meetings run smoothly, and discussions are well-organized.

2. Scope:

All board meetings of the Company shall be conducted according to the Procedures.

3. Operation Description:

Article 1 The Procedures are formulated according to Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" to establish a good governance system for the board of directors, improve the supervisory function, and strengthen the Company's management function.

Article 2 The Company's Procedures for Board of Directors Meetings, main contents, operating procedures, required items in the meeting minutes, announcements, and other matters to be followed shall be handled according to the provisions of these rules.

Article 3 The Company's board of directors meeting shall be convened at least once every quarter.

The board of directors meeting shall be convened with a seven-day notice to the Directors, specifying the reason for convening, but in case of emergency, it may be convened at any time.

The convening notice in the preceding paragraph may be given electronically with the counterparty's consent.

The matters referred to in Article 12, Paragraph 1 of the rules shall be listed in the reasons for convening the meeting and shall not be proposed as an extraordinary motions.

Article 4 The Company's board of directors shall designate the finance department as the unit responsible for meeting affairs.

The handling unit shall draft the contents of the board meeting and provide sufficient meeting materials, which shall be sent together with the meeting notice.

If the directors believe that the meeting materials are insufficient, they may request the responsible unit for supplementary information. If the directors deem the proposal materials insufficient, they may postpone the review of the proposal with the resolution of the board of directors.

Article 5 When a board meeting of the Company is convened, a signature book shall be prepared for the signature of the attending directors for inspection and reference.

A director shall attend a board meeting in person. If a director cannot attend a meeting in person, he/she may appoint another director to attend the meeting on his/her behalf according to the Company's Articles of Incorporation; if a director participates in a meeting via video conference, it shall be deemed that he/she attended the meeting in person.

When a director appoints another director to attend a board meeting on his/her behalf, the director shall issue a letter of proxy each time and state the scope of authorization concerning the reasons for convening the meeting.

The proxy in the second paragraph is limited to one person.

Article 6 Board meetings of the Company shall be held at the Company's premises and during business hours or at other locations and times that are convenient for the attendance of directors and appropriate for board meetings.

Article 7 If the chairman convenes the Company's board meeting, the chairman shall chair the meeting. However, if the first meeting of each term of the board of directors is convened by the director who has received votes representing the highest number of votes in the shareholders' meeting, the meeting shall be chaired by the right convening party. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

When a majority of the directors convenes the board meeting according to Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, one person shall be elected by the directors from among themselves to chair the meeting.

When the chairman is on leave or for any reason and cannot exercise the chairman's powers, the chairman shall be the deputy chairman. If there is no deputy chairman or the deputy chairman is also on leave or unable to exercise the chairman's powers for any reason, the chairman shall designate a director to act as his deputy. A representative shall be elected by the directors from among themselves.

Article 8 When a board meeting of the Company is convened, the unit responsible for the meeting shall prepare relevant information for the reference of directors by attending directors at any time.

Depending on the content of the agenda, personnel from the relevant departments or subsidiaries may be notified to attend the board meeting. If necessary, CPAs, attorneys, or other professionals may also be invited to attend meetings and give explanations. However, they shall leave the meeting during the discussion and voting.

The chair of the board meeting shall call the meeting to order immediately when over half of the directors have attended the meeting. If half of all directors are absent at the scheduled meeting time, the chair may announce a postponement of the meeting on that day. The number of postponements is limited to two. If the quorum is still insufficient after two postponements, the chair may reconvene according to the procedures specified in Article 3, Paragraph 2.

All directors referred to in the preceding paragraph and Article 16, Paragraph 2, Subparagraph 2 shall be counted as the actual number of persons currently in office.

Article 9 The Company's board meetings shall be fully audio or video recorded as evidence and kept for at least 5 years. The retention may be kept electronically.

Before the expiry of the retention period referred to in the preceding paragraph, in the event of a lawsuit on an issue resolved by the board of directors, the relevant audio or video recording evidence shall be kept until the end of the lawsuit.

If a board meeting is convened via video conference, the video and audio data shall be an integral part of the meeting minutes and be properly kept during the company's existence.

Article 10 The contents of the Company's periodic board meetings shall at least include the following items:

I. Report Items:

(I) Minutes of the last meeting and the implementation thereof.

(II) Important financial and business reports.

(III) Internal audit report.

(IV) Other important Report Items.

II. Matters for discussion:

(I) Matters reserved for discussion from the previous meeting.

(II) Matters to be discussed at the meeting.

III. Extraordinary Motion.

Article 11 The Board meeting of the Company shall proceed according to the agenda scheduled in the notice of the meeting, but changes may be made with the consent of over half of the directors present.

The chair shall not declare the meeting adjourned without consent from over half of the directors present.

During a board meeting, if the number of directors present does not reach over half of the directors present, upon the proposal of the directors present, the chair shall announce the suspension of the meeting, and the provisions of Paragraph 3 of Article 8 shall apply.

Paragraph 3 of Article 7 shall apply to appoint proxies of the chair who cannot preside over the meeting or adjourn without complying with the provisions of Paragraph 2 when board meetings are in progress.

Article 12 The following matters shall be submitted to the board of directors for discussion:

I. The business plan of the Company.

II. Quarterly and annual financial statements, signed or sealed by the chairman, managerial officers, and accounting supervisor and reviewed or certified by CPAs.

III. Establishing or amending the internal control system according to Article 14-1 of the Securities and Exchange Act and the evaluation of the effectiveness of the internal control system.

IV. Establishing or amending the procedures for major financial business

behaviors such as acquisition or disposal of assets, engagement in derivative transactions, capital loans, endorsements, or guarantees for others according to Article 36-1 of the Securities and Exchange Act.

V. Offering, issuance, or private placement of equity-type securities.

VI. Election or dismissal of the chairman.

VII. The appointment or dismissal of the head of finance, accounting, or internal audit.

VIII. Donations to related parties or material donations to non-related parties. Donations to related parties or significant donations to non-related parties.

IX. Matters that shall be resolved by the shareholders' meeting or submitted to the board of directors for resolution pursuant to Article 14-3 of the Securities and Exchange Act, other laws and regulations, the Articles of Incorporation, or significant matters as required by the competent authorities.

The term "related party" referred to in the preceding paragraph eight means those individuals specified by the financial report preparation guidelines for securities issuers. The term "significant donation to unrelated parties" refers to each donation exceeding or accumulating to a single object in the amount of NT\$100 million within one year, or exceeding one percent of the net income of the financial statements verified by accountants in the most recent financial year, or exceeding 5% of the paid-in capital. (For foreign companies whose stocks have no par value or whose par value per share is not NT\$10, 5% of the paid-in capital in this item shall be calculated based on 2.5% of the shareholders' equity.)

The one year referred to in the preceding paragraph is based on the date of the current board meeting and is projected to be one year backward, and the part that the board of directors meeting has resolved can be excluded from the calculation.

At least one independent director shall attend the board meeting in person. For matters submitted to the board of directors for resolution in Paragraph 1, all independent directors shall attend the board meeting. If an independent director cannot attend in person, they shall appoint another independent director to attend on their behalf.

Any dissenting or qualified opinion of an independent director shall be recorded in the meeting minutes; if an independent director cannot attend a board meeting to express an objection or qualified opinion unless there is a valid reason, a written opinion shall be issued in advance and recorded in the meeting minutes.

Article 13 When the chair believes that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

A resolution passed by the board of directors when all directors present have no objection after inquiry by the chair. Any objection raised by the chair shall be put to the vote. All directors referred to herein shall not include directors prohibited from exercising voting rights according to Article 15, Paragraph 1.

The chair shall determine the voting method from one of the following provisions. However, if the attendees have objections, they shall be decided by a majority opinion:

- I. By show of hands or voting machine.
- II. Vote by roll call.
- III. Voting by ballot.

Article 14 Unless otherwise provided by the Securities and Exchange Act and the Company Act, a resolution of a board meeting of the Company shall be made with the consent of a majority of the directors in attendance at a meeting of a majority of the directors.

When there is an amendment or substitute to the same proposal, the chair shall determine the voting order together with the original proposal. However, if any proposals have been passed, the other proposals shall be rejected, and no further voting is required.

Vote monitoring and counting personnel for the voting on a proposal, if necessary, shall be appointed by the chair, provided that all voting monitoring personnel shall be directors.

The results of the voting shall be announced on the spot and recorded.

Article 15 If a director is interested in the agenda of the meeting or the legal person it represents, he/she shall explain the important content of the interest in the current board meeting. They shall not participate in the discussion and voting if it harms the company's interest. Refrain from exercising voting rights on behalf of other directors.

If a director's spouse, second-degree relatives, and other blood relatives, or a company with a controlling and subordinate relationship with the director has an interest in an item at the meeting of the preceding paragraph, it shall be deemed that the director has a conflict of interest in the matter.

For the resolution of the board meeting, the provisions of Article 180, Paragraph 2 of the Company Act shall apply mutatis mutandis according to Article 206, Paragraph 4 of the director who is not allowed to exercise voting rights according to the preceding two paragraphs.

Article 16 The proceedings of the board of directors of the Company shall be recorded in the meeting minutes containing the following details:

- I. The session (or year), time, and meeting place.
- II. Name of the chair.
- III. The attendance status of directors, including the names and numbers of directors present, leave of absence, and absences.
- IV. The names and titles of the attendees.
- V. Names on record.
- VI. Report Items.
- VII. Items for discussion: resolution methods and results of each proposal, summaries of speeches by directors, experts, and other personnel, names of directors with interests involved according to Paragraph 1 of the preceding article, explanations of important details of the interests, and reasons for recusal or non-recusal, Avoidance, objections or qualified opinions with records or written statements and written opinions issued by

independent directors according to Article 12, Paragraph 5.

VIII. Extraordinary motions: name of the proposer, method of resolution and result of the proposal, summary of speeches made by directors, experts, and other persons, name of directors involved in conflicts of interest according to the preceding paragraph, explanation of significant aspects of the conflict of interest, reasons for recusal or non-recusal, circumstances of recusal, objections or qualified opinion with record or written statement.

IX. Other required information.

The resolutions reached by the board of directors that fall under any of the following categories must be documented in the meeting minutes and announced and reported on the information reporting website designated by the competent authority within two days from the board meeting date:

- I. The independent director has dissenting or qualified opinions with records or written statements.
- II. The Company's Audit Committee has not approved the motion, but has been approved by over two-thirds of all directors.

The board of directors' attendance book is an integral part of the meeting minutes and shall be properly kept during the company's existence.

The meeting minutes must be signed or sealed by the chair and the record keeper and distributed to all directors within 20 days after the meeting. They shall be included in the Company's important files and kept permanently and properly during the existence of the Company.

The preparation and distribution of the meeting minutes referred to in Paragraph 1 may be made electronically.

Article 17 The establishment and amendment of the Procedures shall be implemented after the consent of the Company's Audit Committee and the resolution of the board of directors, and it shall be submitted to the shareholders' meeting.

## Attachment 5

### Remuneration paid to general directors and independent directors in the most recent year (2023)

Unit: NT\$ thousand

Position	Name	Directors remuneration								Sum of A, B, C, and D and as a % of the net profit after tax (Note 2)		Compensation received as an employee								Sum of A, B, C, D, E, F, and G as a % of the net (loss) profit after tax (Note 2)		Compensation from the parent company or business investments other than subsidiaries
		Remuneration (A)		Retirement pay and pensions (B)		Remuneration for directors (C)		Expenses for business execution (D)				Salaries, bonuses, and allowances (E) (Note1)		Retirement pay and pensions (F)		Remuneration of employees (G)						
		The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	Amount paid in cash	Amount paid in shares	Amount paid in cash	Amount paid in shares	The Company	All companies included in the financial statements	
Chairman	William Lu	-	-	-	-	-	-	15	15	(0.00)	(0.00)	18,709	18,709	-	-	-	-	-	-	(0.72)	(0.72)	-
Deputy Chairman	Tsu-Der Lee	-	-	-	-	-	-	18	18	(0.00)	(0.00)	9,393	9,393	108	108	-	-	-	-	(0.37)	(0.37)	-
Director	Microbio Co., Ltd. Representative: Wan-Jun Chen	-	-	-	-	-	-	15	15	(0.00)	(0.00)	-	-	-	-	-	-	-	-	(0.00)	(0.00)	-
Director	Oneness Biotech Co., Ltd. Representative: Tu-Mu Kuo	-	-	-	-	-	-	6	6	(0.00)	(0.00)	-	-	-	-	-	-	-	-	(0.00)	(0.00)	-
Director	Taishin Venture Capital Investment Co., Ltd. Representative: Hsin-Hao Wu (Note 3)	-	-	-	-	-	-	-	-	0.00	0.00	-	-	-	-	-	-	-	-	0.00	0.00	-
Director	Representative: Yu-Sheng Lin (Note 3)	-	-	-	-	-	-	9	9	(0.00)	(0.00)	-	-	-	-	-	-	-	-	(0.00)	(0.00)	-
Director	Fubon Financial Holding Venture Capital Co., Ltd Representative: Jung-Yi Huang	-	-	-	-	-	-	15	15	(0.00)	(0.00)	-	-	-	-	-	-	-	-	(0.00)	(0.00)	-
Independent director	Te-Tsai Li	960	960	-	-	-	-	15	15	(0.04)	(0.04)	-	-	-	-	-	-	-	-	(0.04)	(0.04)	-
Independent director	Wan-Chin Chen	600	600	-	-	-	-	15	15	(0.02)	(0.02)	-	-	-	-	-	-	-	-	(0.02)	(0.02)	-
Independent director	Hong-Wen Lin	600	600	-	-	-	-	18	18	(0.02)	(0.02)	-	-	-	-	-	-	-	-	(0.02)	(0.02)	-

Note 1: The expenses listed include the remuneration costs recognized for employee stock options.

Note 2: Net profit after tax of the Company in 2023 was NT\$2,583,411 thousand.

Note 3: Taishin Venture Capital Investment Co., Ltd. appointed Yu-Sheng Lin as its representative on March 15, 2023.

Position	Name	Directors remuneration								Sum of A, B, C, and D and as a % of the net profit after tax (Note 2)		Compensation received as an employee						Sum of A, B, C, D, E, F, and G as a % of the net (loss) profit after tax (Note 2)		Compensation from the parent company or business investments other than subsidiaries
		Remuneration (A)		Retirement pay and pensions (B)		Remuneration for directors (C)		Expenses for business execution (D)				Salaries, bonuses, and allowances (E) (Note1)		Retirement pay and pensions (F)		Remuneration of employees (G)				
		The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	The Company	All companies included in the financial statements	
<p>1. Please describe the policy, system, standards, and structure of the remuneration of Independent Directors and describe the linkage of duties and risks assumed, time invested, and other factors to the amount of remuneration:</p> <p>(1) According to the requirements of the Company's "Articles of Incorporation," the Board is authorized to determine the remuneration of directors based on the level of participation in the Company's operations and value of contribution with reference to the general standards within the industry; the Articles also state that the appropriation ratio of remuneration of Directors is less than 3%.</p> <p>(2) According to the requirements under the "Scope of Duties and Responsibilities of Independent Directors" of the Company, as Independent Directors are members of the Audit Committee and Remuneration Committee, a reasonable compensation different from that of the general directors may be discretionally determined, and a fixed compensation on a monthly basis may also be discretionally determined according to relevant legal procedures.</p> <p>2. Except as disclosed in the above table, the remuneration received by the Company's Directors for providing services to all companies in the financial statements (such as serving as a consultant in a non-employee capacity) in the most recent year: None.</p>																				

## **Attachment 6**

### **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
Diamond Biofund Inc.

#### **Opinion**

We have audited the accompanying financial statements of Diamond Biofund Inc. (the “Company”), which comprise the balance sheets as of December 31, 2023 and 2022, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including material accounting policy information (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the financial statements for the year ended December 31, 2023. The matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

The key audit matter identified in the financial statements for the year ended December 31, 2023 is as follows:

**Fair Value Measurement of Unlisted Domestic and Foreign Financial Assets  
Without Open Market Quotations**

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The unlisted domestic and foreign financial assets without open market quotations of the Company are measured by fair value and classified as financial assets at fair value through profit or loss. As of December 31, 2023, the balance of the unlisted domestic and foreign financial assets without open market quotations was NT\$3,259,458 thousand, which accounted for 25% of the total assets. Management assessed the financial assets at fair value through profit or loss in accordance with IFRS 9 “Financial Instruments” which involved multiple assumptions and significant unobservable inputs. The final result of accounting estimates may vary as a result of any changes in these judgments and estimates and is significant to the financial statements; therefore, we identified the fair value measurement of unlisted domestic and foreign financial assets without open market quotations as a key audit matter.

Our audit procedures performed in respect of this area included the following:

1. We obtained an understanding of the activities and processes of fair value measurement for unlisted domestic and foreign financial assets without open market quotations.
2. We assessed the rationality of evaluation methods, comparable companies, and assumptions used by management with our financial advisory specialist.
3. We obtained the inputs and calculation formulas used in the valuation model, verified their reliabilities against the relevant information and recalculated the accuracy of the valuation.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

## **Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the communication with those charged with governance, we determine that one of those matters communicated is of most significance in the audit of the financial statements for the year ended December 31, 2023, and is therefore the key audit matter. We describe this matter in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chin-Tsung Cheng and Meng-Chieh Chiu.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 29, 2024

Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.*

**DIAMOND BIOFUND INC.**

**BALANCE SHEETS**

**DECEMBER 31, 2023 AND 2022**

**(In Thousands of New Taiwan Dollars)**

ASSETS	2023		2022	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 2,102,949	16	\$ 333,841	3
Financial assets at fair value through profit or loss - current (Notes 4, 5 and 7)	7,544,183	58	10,404,069	93
Investments receivables (Note 4)	-	-	1,865	-
Other receivables (Note 19)	1,123	-	210	-
Other current assets (Notes 4 and 13)	7,512	-	588	-
Total current assets	9,655,767	74	10,740,573	96
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Notes 4, 5 and 7)	3,235,223	25	445,283	4
Property, plant, and equipment (Notes 4 and 19)	1,049	-	1,300	-
Right-of-use assets (Notes 4 and 8)	123,760	1	4,399	-
Intangible assets (Note 4)	135	-	278	-
Other non-current assets	25,770	-	2,588	-
Total non-current assets	3,385,937	26	453,848	4
<b>TOTAL</b>	<b>\$ 13,041,704</b>	<b>100</b>	<b>\$ 11,194,421</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Other payables (Note 19)	\$ 50,688	-	\$ 56,073	-
Current tax liabilities (Notes 4 and 13)	-	-	83,261	1
Lease liabilities - current (Notes 4 and 8)	15,234	-	3,671	-
Other current liabilities	42	-	1,056	-
Total current liabilities	65,964	-	144,061	1
<b>NON-CURRENT LIABILITIES</b>				
Lease liabilities - non-current (Notes 4 and 8)	113,775	1	-	-
Total liabilities	179,739	1	144,061	1
<b>EQUITY</b>				
Share capital				
Ordinary shares	8,498,900	65	6,350,000	57
Capital surplus	3,530,013	27	12,750	-
Retained earnings				
Legal reserve	842,767	7	762,989	7
Unappropriated earnings (accumulated deficit)	(9,715)	-	3,924,621	35
Total retained earnings	833,052	7	4,687,610	42
Total equity	12,861,965	99	11,050,360	99
<b>TOTAL</b>	<b>\$ 13,041,704</b>	<b>100</b>	<b>\$ 11,194,421</b>	<b>100</b>

The accompanying notes are an integral part of the financial statements.

## DIAMOND BIOFUND INC.

### STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 11 and 19)				
Investment income (loss)	\$ (2,439,518)	(100)	\$ 1,015,630	100
OPERATING EXPENSES (Notes 12 and 19)				
General and administrative expenses	<u>162,232</u>	<u>7</u>	<u>137,587</u>	<u>13</u>
PROFIT (LOSS) FROM OPERATIONS	<u>(2,601,750)</u>	<u>(107)</u>	<u>878,043</u>	<u>87</u>
NON-OPERATING INCOME AND EXPENSES				
Other income (Note 19)	2,414	-	2,421	-
Other gains and losses	84	-	41	-
Finance costs	(806)	-	(245)	-
Interest income	<u>16,235</u>	<u>1</u>	<u>861</u>	<u>-</u>
Total non-operating income and expenses	<u>17,927</u>	<u>1</u>	<u>3,078</u>	<u>-</u>
PROFIT (LOSS) BEFORE INCOME TAX	(2,583,823)	(106)	881,121	87
INCOME TAX BENEFIT (EXPENSE) (Notes 4 and 13)	<u>412</u>	<u>-</u>	<u>(83,340)</u>	<u>(8)</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(2,583,411)</u>	<u>(106)</u>	<u>797,781</u>	<u>79</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ (2,583,411)</u>	<u>(106)</u>	<u>\$ 797,781</u>	<u>79</u>
EARNINGS (LOSS) PER SHARE (Note 14)				
Basic	<u>\$ (3.32)</u>		<u>\$ 1.06</u>	
Diluted	<u>\$ (3.32)</u>		<u>\$ 1.04</u>	

The accompanying notes are an integral part of the financial statements.

**DIAMOND BIOFUND INC.**

**STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022  
(In Thousands of New Taiwan Dollars)**

	Share Capital (Note 10)		Capital Surplus (Notes 4, 10 and 15)	Retained Earnings		Total Equity
	Shares (Thousands)	Amount		Legal Reserve (Note 10)	Unappropriated Earnings (Accumulated Deficit) (Note 10)	
BALANCE, JANUARY 1, 2022	500,000	\$ 5,000,000	\$ 1,155	\$ 477,825	\$ 4,913,037	\$ 10,392,017
Appropriation of 2021 earnings						
Legal reserve	-	-	-	285,164	(285,164)	-
Cash dividends distributed by the Company - NT\$0.3 per share	-	-	-	-	(150,000)	(150,000)
Stock dividends distributed by the Company - 27%	135,000	1,350,000	-	-	(1,350,000)	-
Net profit for the year ended December 31, 2022	-	-	-	-	797,781	797,781
Total comprehensive income for the year ended December 31, 2022	-	-	-	-	797,781	797,781
Employee share options issued by the Company (Notes 4 and 15)	-	-	11,595	-	(1,033)	10,562
BALANCE, DECEMBER 31, 2022	635,000	6,350,000	12,750	762,989	3,924,621	11,050,360
Appropriation of 2022 earnings						
Legal reserve	-	-	-	79,778	(79,778)	-
Cash dividends distributed by the Company - NT\$0.2 per share	-	-	-	-	(127,000)	(127,000)
Stock dividends distributed by the Company - 18%	114,300	1,143,000	-	-	(1,143,000)	-
Net profit for the year ended December 31, 2023	-	-	-	-	(2,583,411)	(2,583,411)
Total comprehensive income for the year ended December 31, 2023	-	-	-	-	(2,583,411)	(2,583,411)
Issuance of ordinary shares for cash	100,000	1,000,000	3,488,112	-	-	4,488,112
Employee share options issued by the Company (Notes 4 and 15)	-	-	29,151	-	(1,147)	28,004
Issuance of ordinary shares of employee share options (Note 15)	590	5,900	-	-	-	5,900
BALANCE, DECEMBER 31, 2023	849,890	\$ 8,498,900	\$ 3,530,013	\$ 842,767	\$ (9,715)	\$ 12,861,965

The accompanying notes are an integral part of the financial statements.

# DIAMOND BIOFUND INC.

## STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income (loss) before income tax	\$ (2,583,823)	\$ 881,121
Adjustment for:		
Depreciation expense	9,341	11,157
Amortization expense	511	311
Net gain (loss) on financial assets at fair value through profit or loss	2,441,762	(1,015,212)
Finance costs	806	245
Interest income	(16,235)	(861)
Dividend income	(2,225)	-
Compensation cost of employee share options	28,004	10,562
Gain on disposal of property, plant and equipment	-	(10)
Changes in operating assets and liabilities		
(Increase) decrease in financial assets at fair value through profit or loss	(2,371,816)	717,827
Decrease (increase) in investment receivables	1,865	(175)
Increase in other receivables	(25)	(210)
Increase in other current assets	(4,114)	(530)
Decrease in other payables	(5,385)	(25,508)
Decrease in other current liabilities	(1,014)	(606)
Cash (used in) generated from operations	(2,502,348)	578,111
Interest received	15,347	861
Dividends received	2,225	-
Interest paid	(8)	(245)
Income tax paid	(82,849)	(105,640)
Net cash (used in) generated from operating activities	<u>(2,567,633)</u>	<u>473,087</u>
<b>CASH FLOWS GENERATED FROM INVESTING ACTIVITIES</b>		
Proceeds from sale of financial assets at amortized cost	-	4,500
Payments for property, plant and equipment	(240)	(1,457)
Proceeds from disposal of property, plant and equipment	-	29
Increase in refundable deposits	(7,123)	-
Increase in prepayments for equipment	(18,869)	-
Payments for intangible assets	(368)	(589)
Net cash (used in) generated from investing activities	<u>(26,600)</u>	<u>2,483</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of the principal portion of lease liabilities	(3,671)	(9,865)
Cash dividends paid to the owners of the Company	(127,000)	(150,000)
Proceeds from issuance of ordinary shares	4,488,112	-
Exercise of employee share options	5,900	-
Net cash generated from (used in) financing activities	<u>4,363,341</u>	<u>(159,865)</u>

(Continued)

## DIAMOND BIOFUND INC.

### STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

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	<b>2023</b>	<b>2022</b>
NET INCREASE IN CASH AND CASH EQUIVALENTS	\$ 1,769,108	\$ 315,705
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>333,841</u>	<u>18,136</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 2,102,949</u>	<u>\$ 333,841</u>

The accompanying notes are an integral part of the financial statements.

(Concluded)

## Attachment 7

DIAMOND BIOFUND INC.  
Deficit Compensation Statement  
2023

Unit: NT\$

Item	Amount
Undistributed earnings at the beginning of the period	\$ 2,574,842,658
Less: net loss after tax	(2,583,411,267)
Less: Share-based payment transaction adjusted retained earnings	(1,146,910)
Accumulated losses at the end of the period	(9,715,519)
Capital reserve to offset a deficit	–
Legal surplus reserve to offset losses	9,715,519
Losses to be compensated at the end of the period	\$ –

## Attachment 8

### "Articles of Incorporation" Amendments Comparison Table

Articles of Incorporation	Amendment	Current provisions	Explanation
Article 2	<p>The Company specializes in investment in biotechnology and pharmaceutical-related industries. The businesses it is engaged in are as follows:</p> <p>1. F107200 Wholesale of Chemical Feedstock</p> <p>2. F601010 Intellectual Property Rights</p> <p>3. IG01010 Biotechnology Services</p> <p>4. IG02010 Research and Development Services</p> <p>5. IZ99990 Other Industrial and Commercial Services</p> <p><b>6. <u>I102010</u> General Investment Consulting</b></p> <p><b>7. <u>I103060</u> Management Consulting</b></p> <p><b>8. H202010</b> Venture Investment</p>	<p>The Company specializes in investment in biotechnology and pharmaceutical-related industries. The businesses it is engaged in are as follows:</p> <p>1. F107200 Wholesale of Chemical Feedstock</p> <p>2. F601010 Intellectual Property Rights</p> <p>3. IG01010 Biotechnology Services</p> <p>4. IG02010 Research and Development Services</p> <p>5. IZ99990 Other Industrial and Commercial Services</p> <p>6. H202010 Venture Investment</p>	<p>In response to the Company's subsequent plan to provide management consulting services to Diamond Biofund I Inc. and Diamond Biofund II Inc., the Company will increase management consulting-related business projects.</p>
Article 34	<p>The Articles of Incorporation were established on January 3, 2013.</p> <p>The 1st amendment was made on June 20, 2014.</p> <p>The 2nd amendment was made on December 24, 2015.</p> <p>The 3rd amendment was made on April 15, 2016.</p> <p>The 4th amendment was made on May 25, 2018.</p> <p>The 5th amendment was made on December 20, 2021.</p> <p>The 6th amendment was made on March 31, 2022.</p> <p>The 7th amendment was made on June 27, 2022.</p> <p>The 8th amendment was made on May 30, 2023.</p> <p><b>The 9th amendment was</b></p>	<p>The Articles of Incorporation were established on January 3, 2013.</p> <p>The 1st amendment was made on June 20, 2014.</p> <p>The 2nd amendment was made on December 24, 2015.</p> <p>The 3rd amendment was made on April 15, 2016.</p> <p>The 4th amendment was made on May 25, 2018.</p> <p>The 5th amendment was made on December 20, 2021.</p> <p>The 6th amendment was made on March 31, 2022.</p> <p>The 7th amendment was made on June 27, 2022.</p>	<p>Amend the amendment history provisions.</p>

Articles of Incorporation	Amendment	Current provisions	Explanation
	<b><u>made on May 21, 2024.</u></b>	The 8th amendment was made on May 30, 2023.	

**Attachment 9**

**“Procedures Governing the Acquisition and Disposal of Assets”  
Amendment Comparison Table**

Article number	Amendment	Current provisions	
<p>Article 7: Procedure for Acquisition or Disposal of Real Property, Equipment or its Right-of-use Assets Thereof 2. (I)</p>	<p>In the acquisition or disposal of real estate or its right-of-use assets thereof, the terms and conditions of the transaction and the transaction price shall be decided concerning the announced present value, appraised value, and actual transaction price of the neighboring real estate, and an analysis report shall be prepared and submitted to the chairman; the amount is <b>less than</b> NT\$300 million, shall be submitted to the chairman for approval and shall be reported to the next board meeting; if NT\$300 million <b>(inclusive) or more</b>, it shall be separately submitted to the board of directors for approval.</p>	<p>For the acquisition or disposal of real estate or its right-of-use assets thereof, the terms and conditions of the transaction and the transaction price shall be decided concerning the announced present value, appraised value, and the actual transaction price of the neighboring real estate. An analysis report shall be prepared and submitted to the chairman. The proposal shall be submitted to the chairman for approval and reported at the next board meeting; those of NT\$100 million must be submitted to the board of directors for approval.</p>	<p>The authority to approve transactions is amended to accommodate the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."</p>
<p>Article 7: Procedure for Acquisition or Disposal of Real Property, Equipment or its Right-of-use Assets Thereof 2. (II)</p>	<p>The acquisition or disposal of equipment shall be made by inquiry, comparison, negotiation, or tender; if the amount is <b>less than</b> NT\$300 million, it shall be approved level by level according to the authorization method; the amount is NT\$300 million <b>(inclusive) or more</b> shall be submitted to the chairman for approval, and then submitted to the board of directors for approval.</p>	<p>The acquisition or disposal of equipment shall be made by inquiry, comparison, negotiation, or tender. If the amount is NT\$100 billion, it shall be approved level by level according to the authorization method; if the amount is NT\$100</p>	<p>The authority to approve transactions is amended to accommodate the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."</p>

Article number	Amendment	Current provisions	
		million, it shall be submitted to the chairman for approval only after approval by the board of directors.	
Article 8: Procedures for acquisition or disposal of securities investment II. (II)	Pursuant to Article 9-1 of the "Regulations for the Guidelines for Venture Capital Investment Industry," the company's uninvested funds can trade listed securities on the Securities Exchange Market or Taipei Exchange. However, the total amount of capital invested shall not exceed 20% of the Company's paid-in capital, and the amount of investment in the securities of single-listed companies shall not exceed 5% of the Company's paid-in capital.	Pursuant to Article 9-1 of the "Regulations for the Guidelines for Venture Capital Investment Industry," the company's uninvested funds can trade listed securities on the Securities Exchange Market or Taipei Exchange. However, the total amount of capital invested shall not exceed 20% of the Company's paid-in capital, and the amount of investment in the securities of single-listed companies shall not exceed 5% of the Company's paid-in capital.	The authority to approve investment has been repeatedly listed in (III) and (IV), so it is deleted from (II).
Article 8: Procedures for acquisition or disposal of securities investment II. (III)	In addition to the restrictions referred to above, the Company's acquisition of a single security shall be determined by the execution unit based on market conditions, and an investment analysis report shall be submitted simultaneously. The chairman shall <b><u>approve the investment</u></b> amount of <b><u>less than NT\$300</u></b> million. Any <b><u>investment</u></b> amounting to <b><u>NT\$300</u></b> million <b><u>(inclusive) or more</u></b> must be submitted to <b><u>the Investment Review Committee, the Audit Committee, and</u></b> the board of directors for approval, as stated in the most recent board meeting.	In addition to the restrictions referred to above, the Company's acquisition of a single marketable securities shall be subject to research and judgment by the executing unit based on market conditions. An investment analysis report is also submitted. The amount of NT\$100 million shall be approved by the chairman and reported to the	The authority to approve transactions is amended according to the Investment Risk Control and Investment Operation Regulations.

Article number	Amendment	Current provisions	
		Approval by the board of directors.	
Article 8: Procedures for acquisition or disposal of securities investment II. (IV)	In addition to the above restrictions, the company's disposal of a single marketable security shall be determined by the execution unit based on market conditions, and an investment analysis report shall be submitted simultaneously. <b><u>Investment cases</u></b> with transaction amounts and <b><u>unrealized profits (losses) less than NT\$300 million</u></b> shall be <b><u>approved</u></b> by the chairman and <b><u>reported</u></b> in the latest board meeting. Investment projects with transaction amounts <b><u>or unrealized profits (losses) exceeding NT\$300 million (inclusive)</u></b> must be approved by the <b><u>Investment Review Committee, the Audit Committee, and the board of directors</u></b> before proceeding.	When the company disposes of a single marketable security, except for the above restrictions, the execution unit shall simultaneously decide based on market conditions and submit an investment analysis report. The transaction amount of RMB 100 million shall be approved by the chairman and reported to the latest board of directors meeting. The transaction amount of NT\$100 million must be approved by the board of directors before execution.	The authority to approve transactions is amended according to the Investment Risk Control and Investment Operation Regulations.
Article 8: Procedures for acquisition or disposal of securities investment II. (VI)	The calculation method of the amount of this Article is according to Article 14-1(VII) of the Procedures, <b><u>and the parent company and the subsidiary (if any) shall aggregate the calculation.</u></b>	The amount calculation under this clause shall be handled according to the provisions of Article 14-1(VII) of the Procedures.	The amount calculation method was amended according to the Investment Operation Regulations.
Article 8: Procedures for acquisition or disposal of securities investment III.	<b><u>Profit notification and take-profit mechanism on investments:</u></b> <b><u>(I) If the unrealized profit of a TWSE (TPEX) investment case reaches three times the original investment cost, a notification will be issued. If the profit reaches five times the original investment cost, the principle is to</u></b>	(None)	An exit mechanism was created in line with the investment risk control policy.

Article number	Amendment	Current provisions	
	<p><b><u>take profit.</u></b></p> <p><b><u>1. When the notification threshold is reached for the first time each month, the Investment Department shall issue an "Investment Profit Notice/ take profit Order" in writing or via electronic media within 3 working days and formulate a "Holding Plan" or "Disposition Plan." A "Disposition Plan" shall be executed according to the approved authority. In the case of a "Holding Plan," it shall be submitted to the Investment Commission for approval. If the ownership or Disposition Plan adjusts the reporting frequency, the preceding restrictions are not exempted.</u></b></p> <p><b><u>2. When the take profit standard is reached for the first time each month, the investment department shall issue an "investment profit notice/take profit order" in writing or electronic media within 3 working days and formulate a "Disposition Plan," which shall be</u></b></p>		

Article number	Amendment	Current provisions	
	<p><b><u>executed according to the approval authority. In case of a resolution without penalty, an "Exception Management Plan" shall be formulated and submitted to the Investment Review Committee, the Audit Committee, and the board of directors for implementation. The implementation status shall be reported to the board of directors regularly. The Investment Department shall review the "Exceptions Management Plan" every quarter and implement the preceding resolution procedures if any adjustments occur. The frequency of operation is adjusted according to penalties or the Exception Management Plan, and it is exempted from the preceding restrictions.</u></b></p> <p><b><u>3. The approval authority referred to in the preceding two paragraphs means that at the time of disposition, the transaction amount and the unrealized profit of an</u></b></p>		

Article number	Amendment	Current provisions	
	<p><u>investment project less than NT\$300 million are approved by the chairman and reported at the most recent board meeting. Investment proposals with interest amounting to NT\$300 million (inclusive) or more must be submitted to the Investment Review Committee, the Audit Committee, and the board of directors for approval.</u></p> <p><u>(II) For unlisted investments (including the emerging stock market), the disposal shall be executed according to the approval authority, depending on the transaction amount and unrealized profit. Investment projects with a transaction amount and unrealized profit less than NT\$300 million are approved by the chairman and reported at the latest board meeting; investment projects with a transaction amount or unrealized profit exceeding NT\$300 million (inclusive) or more shall be submitted to the Investment Review Committee, the Audit Committee and the board of directors for approval.</u></p>		

Article number	Amendment	Current provisions	
<p>Article 8: Procedures for acquisition or disposal of securities investment IV.</p>	<p><b><u>Early warning and stop-loss mechanism for investment losses:</u></b></p> <p><b><u>(I) If the unrealized loss of a listed investment reaches 30% of the original investment cost, an early warning will be issued; if the unrealized loss of the listed investment reaches 50% of the original investment cost, the loss will be stopped as a rule.</u></b></p> <p><b><u>1. Upon reaching the warning threshold for the first time of each month, the Investment Department shall issue an "Investment Warning/Stop-loss Order" in writing or via electronic media for warning within three working days and formulate a "Holding Plan" or "Disposition Plan." If it is a "Disposition Plan," it shall be implemented according to the level of authority; if it is a "Holding Plan," it shall be submitted to the Investment Review Committee for approval. If the ownership or Disposition Plan adjusts the reporting frequency, the preceding restrictions</u></b></p>	<p>(None)</p>	<p>An exit mechanism was created in line with the investment risk control policy.</p>

Article number	Amendment	Current provisions	
	<p><b><u>are not exempted.</u></b></p> <p><b><u>2. When the stop-loss criteria are met for the first time each month, the Investment Department shall issue an "Investment Warning/Stop-loss Order" in writing or via electronic media within three working days and formulate a "Disposition Plan" for execution according to the approval authority. In case of a resolution without penalty, an "Exception Management Plan" shall be formulated and submitted to the Investment Review Committee, the Audit Committee, and the board of directors for implementation. The implementation status shall be reported to the board of directors regularly. The Investment Department shall review the "Exceptions Management Plan" every quarter and implement the preceding resolution procedures if any adjustments occur. The frequency of operation is adjusted according to penalties.</u></b></p>		

Article number	Amendment	Current provisions	
	<p><b><u>or the Exception Management Plan, and it is exempted from the preceding restrictions.</u></b></p> <p><b><u>3. The authority to approve, referred to in the preceding two paragraphs, means that, at the time of disposition, the amount of transaction and the amount of unrealized loss of investment is approved by the chairman of the board of directors, and the amount of unrealized loss is less than NT\$300 million and reported to the most recent board meeting; Investment proposals with a value of NT\$300 million (inclusive) or more must be submitted to the Investment Review Committee, the Audit Committee and the board of directors for approval.</u></b></p> <p><b><u>(II) An early warning shall be issued if the unrealized loss of an investment case for unlisted companies (including the emerging stock market) reaches 50% of the original investment cost. If the unrealized loss reaches 70% of the original</u></b></p>		

Article number	Amendment	Current provisions	
	<p><u>investment cost, a "Handling Plan" shall be submitted to the Investment Review Committee for approval</u></p> <p>1. <u>When the early warning standard is reached for the first time each month, the Investment Department shall issue an "Investment Warning/Stop Loss Order" in writing or electronic media within three working days as an early warning. After signing and reporting to the general manager, the investment department shall notify the chairman. The frequency of announcements may be adjusted with the consent of the chairman.</u></p> <p>2. <u>If the unrealized loss of the first investment of each month reaches 70% of the original investment cost, the Investment Department shall issue an "Investment Warning/Stop loss</u></p>		

Article number	Amendment	Current provisions	
	<p><u>Order" in writing or via electronic media within three working days and prepare a "Handling Plan" to the Investment Review Committee for approval. The Investment Department should review the "Handling Plan" every quarter and execute the previous approval process if there is any adjustment. If the operating frequency is adjusted with the approval of the Investment Review Committee, it is not exempted from the preceding restrictions.</u></p> <p><u>3. When disposing of unlisted investments, the transaction amount and the amount of unrealized losses shall be executed according to the approval authority. Investment projects with a transaction amount and an unrealized loss of NT\$300 million (inclusive) or more shall be approved by the chairman and reported to the latest board meeting, investment projects</u></p>		

Article number	Amendment	Current provisions	
	<b><u>with a transaction amount, or to the Investment Review Committee, the Audit Committee, and the board of directors for approval.</u></b>		
Article 8: Procedures for acquisition or disposal of securities investment V.	<b>V.</b> Executing Units (Omitted)	III. Executing Units (Omitted)	Adjustment of the sequence of articles.
Article 8: Procedures for acquisition or disposal of securities investment VI.	<b>VI.</b> Obtaining expert opinions (Omitted)	IV. Obtaining expert opinions (Omitted)	Adjustment of the sequence of articles.
Article 10: Procedures for Acquisition or Disposal of Membership Certificates, Intangible Assets, or Right-of-use Assets Thereof 2. (II)	In acquiring or disposing of intangible assets or their right-of-use assets, the transaction terms and price shall be determined with reference to an expert evaluation report or the fair market value. An analysis report must be prepared and submitted to the chairman for transactions that are <b><u>less than</u></b> 10% of the paid-in capital or do not reach NT\$ <b><u>300</u></b> million. These transactions require the chairman's approval and must be reported at the subsequent board meeting. For transactions valued at NT\$ <b><u>300</u></b> million ( <b><u>inclusive</u></b> ) or <b><u>more</u></b> , they must be submitted to and approved by the board of directors.	In the acquisition or disposal of intangible assets or the right-of-use assets thereof, the terms and conditions of the transaction and the transaction price shall be decided by reference to the expert evaluation report or the market fair market value. An analysis report shall be prepared and submitted to the chairman within 10% of the paid-in capital. Those worth NT\$100 million must be submitted to the chairman for approval and reported in the most recent board meeting; those	The authority to approve transactions is amended to accommodate the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."

Article number	Amendment	Current provisions	
		worth NT\$100 million must be separately submitted to the board for approval.	

### Attachment 10 List of candidates for directors and independent directors

Serial number	Category of nominees	Account number	Name	Number of shares held (shares)	Main education (experience) & current position	Already served as an independent director for 3 consecutive terms?	Reason for nominating an independent director who had already served 3 consecutive terms
01	Director	14	Oneness Biotech Co., Ltd.	119,400,289	None	N/A	N/A
		-	Oneness Biotech Co., Ltd. Representative: Pan-Chih Yang	0	I. Main education background: 1. Bachelor of Medicine, National Taiwan University College of Medicine 2. Doctor of Medicine, National Taiwan University College Graduate Institute of Clinical Medicine II. Main experience: 1. President of National Taiwan University 2. Dean, National Taiwan University School of Medicine 3. Distinguished Professor and Chair Professor, National Taiwan University 4. Director, National Taiwan University Hospital Clinical Trial Center 5. Vice President, Dept. of Medical Education and Research, National Taiwan University Hospital 6. Director of Advisory Office, MOE 7. Jointly appointed associate researcher and researcher, Institute of Biomedical Sciences, Academia Sinica III. Current position: 1. Director, Healthcare System Administration Center, National Taiwan University Hospital 2. Dean, Yonglin Institutes of Health, National Taiwan University 3. Independent director, ACER INCORPORATED		
02	Director	14	Oneness Biotech Co., Ltd.	119,400,289	None	N/A	N/A

Serial number	Category of nominees	Account number	Name	Number of shares held (shares)	Main education (experience) & current position	Already served as an independent director for 3 consecutive terms?	Reason for nominating an independent director who had already served 3 consecutive terms
		-	Oneness Biotech Co., Ltd. Representative: Tsu-Der Lee	0	<p>I. Main education background: Bachelor's degree in deontology, Taipei Medical University</p> <p>II. Main experience: Chairman, Taipei Medical University</p> <p>III. Current position: 1. Director, Taipei Medical University 2. Independent Director, China General Plastics Corporation 3. Corporate Director Representative of Diamond Capital Inc. 4. Corporate Director Representative of Xinyao Biotechnology Investment Co., Ltd. 5. Corporate Director Representative of Jing Ying Investment Co., Ltd. 6. Independent Director, Machvision, Inc. 7. Deputy Chairman of the Investment Review Committee, Diamond Biofund Inc.</p>		
03	Director	-	Che-An Chou	0	<p>I. Main education background: PhD, Graduate Institute of Clinical Pharmacy, College of Medicine, National Taiwan University</p> <p>II. Main experience: 1. EY-Parthenon Biomedical Consultant 2. Roche Pharmaceutical's Pipeline Strategy Manager</p> <p>III. Current position: Head of Biomedical Investment, Ultimate Epoch Ltd.</p>	N/A	N/A
04	Independent director	-	Te-Tsai Li	0	<p>I. Main education background: Ph.D. in computer science, University of Illinois at Urbana-Champaign</p> <p>II. Main experience: 1. President, National Chung Hsing University 2. Distinguished research fellow, Institute of Information Science, Academia Sinica 3. Professor, Department of Electrical Engineering and Computer Science, Northwestern University</p> <p>III. Current position: 1. Visiting lecturer, Research Center for Information Technology Innovation, Academia Sinica 2. Independent director, Diamond Biofund Inc.</p>	No	N/A

Serial number	Category of nominees	Account number	Name	Number of shares held (shares)	Main education (experience) & current position	Already served as an independent director for 3 consecutive terms?	Reason for nominating an independent director who had already served 3 consecutive terms
05	Independent director	-	Fei-Peng Li	0	<p>I. Main education background: Bachelor of Medicine, Taipei Medical University</p> <p>II. Main experience: 1. Vice President, Taipei Medical University 2. Dean, Taipei Medical University-Shuang Ho Hospital, MOHW 3. Director, Joint Commission of Taiwan 4. Chairman, Taiwan Nongovernmental Hospitals and Clinics Association</p> <p>III. Current position: 1. Chairman, Taiwan Hospital Association 2. Chairman of the Medical Foundation for Pathology Development 3. Director, Taipei Medical University 4. Director, Foundation of Chinese Dietary Culture 5. Director, Formosa Cancer Foundation</p>	No	N/A
06	Independent director	2344	Shu-Hui Chang	17,493	<p>I. Main education background: 1. Department of Business Administration, Ming Chuan University 2. Master's Program in Dept. of Business Administration, NCCU</p> <p>II. Main experience: 1. Appointed auditor of the Securities Issuance Section, FSC 2. Accounting and audit team leader, Securities and Futures Bureau, SFC 3. Manager of Strategy Department, Taipei Exchange 4. Chief Auditor, Internal Audit Office, Taipei Exchange</p> <p>III. Current position: None</p>	No	N/A
07	Independent director	-	Li-Ching Chen	0	<p>I. Main education background: 1. Bachelor, Department of Accounting, Fu Jen Catholic University 2. Master of Business Administration, National Taiwan University</p> <p>II. Main experience: Manager of the Strategy &amp; International Relations Department, Taipei Exchange</p> <p>III. Current position: Independent director, ACON OPTICS COMMUNICATIONS INC.</p>	No	N/A

Serial number	Category of nominees	Account number	Name	Number of shares held (shares)	Main education (experience) & current position	Already served as an independent director for 3 consecutive terms?	Reason for nominating an independent director who had already served 3 consecutive terms
08	Independent director	-	Chi-Yu Hsiang	0	I. Main education background: Bachelor, College of Law, National Taiwan University II. Main experience: 1. Deputy team leader of the Secretariat, Taiwan Stock Exchange 2. Deputy team leader of the Market Surveillance Department, Taiwan Stock Exchange III. Current position: None	No	N/A
09	Independent director	-	Shih-Tsung Chang	0	I. Main education background: 1. Master, Department of Accounting, Tamkang University 2. Master, Department of Law, Chinese Culture University 3. PhD, China University of Political Science and Law II. Main experience: 1. Director of Taiwan Cooperative Bank 2. Team 1 and Team 6 Commissioner, Securities and Futures Bureau, Ministry of Finance, 3. Tax clerk for the Income Tax Section & the Estate and Gift Tax Section, Taipei Branch of the National Taxation Bureau, Ministry of Finance 4. Employee of Taiwan Business Bank 5. Inspector, Bankruptcy Supervisor, Bankruptcy Administrator, Trademark and Patent Agent 6. Member of the Accounting System Committee, Accounting Research and Development Foundation 7. Lecturer, Department of Accounting, Tamkang University 8. Lecturer, Department and Graduate Institute of Information Management, Yu Da University of Science and Technology 9. Supervisor of Universal Venture Capital Investment Corporation III. Current position: 1. Director of Shen Ta United Accountants 2. Arbitrator of Chinese Arbitration Association, Taipei 3. Arbitrator of Chinese Construction Industry Arbitration Association	No	N/A

## Attachment 11

### List of Directors Removed from Non-competition

Category of candidate	Name of candidate	Name of the company and job title held concurrently
Director	Oneness Biotech Co., Ltd.	Corporate Director, Cotton Field Organic Farm Inc. Corporate Director, Microbio (Shanghai) Co., Ltd. Corporate Chairman, Fountain (Zhuhai) Biopharma Inc. Corporate Director, ihergo Co. Ltd. Corporate Director, Xinyao Biotechnology Investment Co., Ltd. Corporate Director, Jing Ying Investment Co., Ltd.
	Representative of Oneness Biotech Co., Ltd.: Pan-Chih Yang	Independent director, ACER INCORPORATED
	Representative of Oneness Biotech Co., Ltd.: Zu-Der Li	Director, Taipei Medical University Independent Director, China General Plastics Corporation Corporate Director Representative of Diamond Capital Inc. Corporate Director Representative of Jing Ying Investment Co., Ltd. Corporate Director Representative of Xinyao Biotechnology Investment Co., Ltd. Independent Director, Machvision, Inc.
Independent director	Li-Ching Chen	Independent director, ACON OPTICS COMMUNICATIONS INC.

# Appendices

## Appendix 1

### Rules and Procedures of Shareholders' Meeting

#### 1. Purpose:

The Procedures are designed to establish a good governance system, improve the supervisory function, and strengthen the management function of the Company's shareholders' meeting, as outlined in Article 5 of the TWSE/TPEX Corporate Governance Best Practice Principles.

#### 2. Scope:

The Procedures shall govern all aspects of the Company's shareholders' meetings.

#### 3. Operation Description:

Article 1. The rules of procedure for the Company's shareholders' meetings, except as otherwise provided by laws and regulations or the Articles of Incorporation, shall be according to these Rules.

Article 2. The Company's shareholders' meetings shall be convened by the board of directors unless otherwise specified in the law.

The Company's convening of a shareholders' meeting via videoconference shall be stipulated in the Articles of Incorporation and approved by the board of directors, except as otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies. A videoconference shareholders' meeting shall be conducted upon a resolution approved by at least two-thirds of the directors in attendance, with a majority agreement among the attending directors.

Changes to the method of convening a shareholders' meeting of the Company shall be subject to a resolution of the board of directors and no later than the dispatch of the notice of the shareholders' meeting.

The Company shall submit the notice of the shareholders' meeting, the proxy form, and the reasons for each proposal, including the ratification proposal, discussion proposal, election or removal of directors, 30 days before the regular shareholders' meeting or 15 days before the special shareholders' meeting, respectively. The special information shall be converted into an electronic file and transmitted to the Market Observation Post System. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplementary meeting materials and upload them to the Market Observation Post System 21 days before a annual shareholders' meeting or 15 days before a special shareholders' meeting date. However, the Company's paid-in capital at the end of the most recent fiscal year has reached NT\$10 billion or more, or the total shareholding of foreign and Chinese investors as stated in the shareholder roster for a regular meeting in the most recent fiscal year is over 30%, the transmission of the said electronic files shall be completed 30 days before the annual shareholders' meeting. Fifteen days before the shareholders' meeting, the handbooks and supplementary materials for the shareholders' meeting shall be prepared and available to shareholders for review.

The handbook and supplementary materials referred to in the preceding paragraph shall be made available to the shareholders for reference by the Company on the day of the regular meetings in the following manners:

I. When a physical shareholders' meeting is convened, they shall be distributed at

the site of the shareholders' meeting.

- II. When a shareholder meeting is convened via video conference, it shall be distributed at the site of the shareholders' meeting and transmitted to the video conference platform as an electronic file.
- III. The electronic file shall be transmitted to the video conference platform when a shareholder meeting is held by video.

The reasons for convening the meeting shall be specified in the notice and announcement; the notice may be given by electronic means with the consent of the addressee.

Election or dismissal of directors, change of Articles of Incorporation, capital reduction, application for cessation of public offering, director's permission to compete in business, capitalization of retained earnings, capital reserve from additional capital, company dissolution, merger, spin-off, or all matters specified in Article 185, Paragraph 1 of the Company Act, the matters referred to in Article 26-1 and Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the agenda. Enumerate and explain the main contents; no extraordinary motions shall be used.

The reasons for convening the shareholders' meeting have stated the full re-election of directors and the inauguration date. After the completion of the re-election, the inauguration date may not be changed by extraordinary motions or in other ways in the same meeting.

Shareholders holding 1% or more of the total number of issued shares may propose to the Company a proposal for discussion at a regular session of the Shareholders Meeting. However, it is limited to one proposal only, and any proposal with over one proposal will not be included in the meeting agenda. In addition, the board of directors may not include the motions proposed by shareholders under any of the circumstances described in Article 172-1, Paragraph 4 of the Company Act into the agenda. A shareholder may propose to urge the company to promote public interest or fulfill its social responsibilities. Procedurally, such a proposal shall be limited to one item according to the relevant provisions of Article 172-1 of the Company Act. Not included in the agenda. Before the book closure date before a annual shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically and the location and period for their submission; the period for submission of shareholder proposals may not be less than ten days.

Each proposal submitted by shareholders is limited to 300 words. A proposal exceeding 300 words will not be included in the discussion agenda. Shareholders making proposals should attend the regular shareholders' meeting in person or entrust a proxy to attend and participate in the proposal discussion.

The Company shall notify the results of the motions to the shareholders before the date of notice for the shareholders' meeting and list the motions in compliance with the requirements of this article in the meeting notice. For shareholders' proposals that are not included in the agenda, the board of directors shall explain the reasons for not including such proposals at the shareholders' meeting.

- Article 3. A shareholder may appoint a proxy to attend each shareholders' meeting by presenting the proxy form issued by the Company and stating the scope of the proxy's authorization. A shareholder may only issue one proxy form and appoint one proxy only and shall

serve the proxy forms to the Company no later than five days before the date of the shareholders' meeting. In case of duplicate proxy forms, the one received first shall prevail. Except for a declaration to revoke the previous appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person, a written notice of proxy cancellation shall be submitted to the Company 2 days prior to the meeting; if the cancellation notice is submitted after that time, the votes cast by the proxy at the meeting shall prevail.

After a proxy form has been delivered to the Company, if a shareholder intends to attend the shareholders' meeting by video conference, a written notice of proxy cancellation shall be submitted to the Company 2 days prior to the meeting date; if the cancellation notice is submitted after that time, the votes cast by the proxy at the meeting shall prevail.

Article 4. The venue for a shareholders' meeting shall be the premises of the Company or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may not start before 9 a.m. or after 3 p.m. Opinions of independent directors.

The location of the Company's shareholders' meeting held via video conference shall not be limited by the preceding paragraph.

Article 5. The Company shall state in the meeting notice the time and place of registration for shareholders, solicitors, and authorized proxies (hereinafter "shareholders"), as well as other matters that should be noted.

The check-in time shall be at least 30 minutes before the commencement of the meeting; the check-in location shall be clearly marked, and sufficient qualified personnel shall be assigned to handle the registration and the shareholders' meeting video conference. The meeting platform shall accept the shareholders' registrations. Shareholders who have completed registrations shall be deemed to have attended the meeting in person.

Shareholders shall attend the shareholders meeting with the attendance card, sign-in card, or other attendance documents. The Company shall not arbitrarily add requirements for other supporting documents; the solicitor for the solicitation of proxy forms shall also bring identification documents for future reference.

The Company shall prepare a signature book for the attending shareholders to sign in, or the attending shareholders shall hand in a sign-in card instead of signing in.

The Company shall provide the attending shareholders with the meeting handbook, annual report, attendance card, speech memo, voting ballot, and other meeting materials; if there is an election of directors, an election ballot shall be attached.

If the shareholder is a government agency or institution, over one representative may be represented at the shareholders' meeting. When a legal person is entrusted to attend a shareholders' meeting, it may appoint only one representative to attend the meeting.

If a shareholders meeting is convened via video conferencing, shareholders who wish to attend via video conferencing shall register with the Company 2 days before the shareholders meeting.

If a shareholders' meeting is convened by video conference, the Company shall upload the agenda handbook, annual report, and other relevant materials to the shareholders' meeting video conference platform at least 30 minutes before the start of the meeting and keep the disclosure until the end of the meeting.

Article 5-1 The Company shall specify the following in the shareholder meeting notice when convening a shareholder meeting via videoconference:

- I. Shareholders' participation in video conferencing and methods to exercise their rights.
- II. The handling of obstacles to the video conference platform or participants through video conference due to natural disasters, accidents, or other force majeure events, including at least the following:
  - (I) The duration of the preceding obstacles cannot be ruled out, and the meeting shall be adjourned or adjourned, and if it is necessary to postpone or adjourn the meeting,
  - (II) Shareholders who participate in the original shareholders' meeting by video conference without registration shall not be allowed to participate in the adjourned or continued meeting.
  - (III) If the video conference cannot be continued, the shareholders' meeting shall proceed to the meeting when the total number of shares represented by the video conference after deducting the number of shares attending the video conference by way of the video conference. The number of shares in attendance shall be counted in the total number of shares held by the shareholders present, and it shall be deemed their abstention on all proposals at the shareholders' meeting.
  - (IV) How to handle situations where all motions have been announced but no extraordinary motions have been filed.
- III. Convene the shareholders' meeting by video conferencing and specify the appropriate alternatives for shareholders who have difficulty participating in the shareholder meeting by video. Except for the situations specified in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least connection equipment and necessary assistance shall be provided to shareholders and the period during which shareholders may apply to the Company and other relevant matters.

Article 6. If the board of directors convenes the shareholders' meeting, it shall be chaired by the chairman. When the chairman takes leave or cannot exercise his powers for any reason, the deputy chairman shall act as a proxy. If there is no deputy chairman or the deputy chairman takes leave or cannot perform his duties for any reason, the chairman shall designate a managing director to act as a proxy. A director shall be designated to act as his proxy if there is no managing director. If the chairman has not appointed a proxy, the managing director or directors shall recommend one person to act as a proxy.

If a managing director or a director serves as chair in the preceding paragraph, the managing director or director shall be the one who has held the position for over six months and understands the financial and business conditions of the company. The same shall apply if the chair represents a legal person director.

If the board of directors convenes a shareholders meeting, the chairman of the board of directors shall chair the meeting in person, over half of the directors of the board of directors shall attend, at least one independent director shall attend in person, and at least one member of each functional committee shall attend on behalf of it. The attendance shall be recorded in the shareholders' meeting minutes.

If a shareholders' meeting is convened by a party with the power to convene other than the board of directors, the convening party shall chair the meeting. When there are two

or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its appointed attorneys, CPA, or related personnel to attend the shareholders' meeting in a non-voting capacity.

Article 7. The Company shall make continuous audio and video recordings of the registration process of shareholders, the progress of the meeting, and the process of voting and vote counting from the time it accepts the registration.

The preceding audiovisual data shall be retained for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

If a shareholders' meeting is convened by videoconference, the Company shall keep records of shareholders' registration, registration, attendance, questioning, voting, and the Company's vote counting results, and the videoconference shall be audio and video recorded throughout the entire process.

The Company shall properly keep the information and audio recordings referred to in the preceding paragraph during the period of existence, and the audio and video recordings shall be provided to the entrusted person handling the video conference affairs for their preservation.

If the shareholders' meeting is convened by video conference, the Company shall record the audio and video of the back-end operation interface of the video conference platform.

Article 8. Attendance at a shareholders' meeting shall be calculated based on shares. The number of shares represented by the shareholders attending the meeting shall be calculated based on the number of shares represented by the sign-in book or hand-in cards, the number of shares represented by the video conferencing platform, and the number of shares whose voting rights are exercised by correspondence or electronic means.

The chair shall call the meeting to order at the appointed meeting time and simultaneously announce the number of non-voting shares and the shares attending the meeting. However, when the attending shareholders represent less than a majority of the total number of issued shares, the chair may announce a postponement, provided that no over two such postponements may be made for a combined total of no over one hour. If shareholders representing over one-third of the total issued shares are still not met after 2 postponements, the chair shall declare the meeting adjourned. If the shareholders' meeting is held by video conference, the Company shall also announce the meeting adjourned on the shareholders' meeting video conference platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act, and each party The Shareholders may call another shareholders' meeting within one month. If the shareholders' meeting is convened by way of video conference, shareholders who wish to attend by way of video conference shall re-register with the Company according to Article 5.

If the number of shares represented by the shareholders present reaches over half of the total number of issued shares before the end of the meeting, the chair may re-submit the tentative resolution made for a vote at the shareholders' meeting according to Article 174 of the Company Act.

Article 9. If the board of directors convenes a shareholders' meeting, the board of directors shall set the meeting agenda, and voting on relevant proposals (including extraordinary motions and amendments to the original proposals) shall be conducted one by one. The meeting shall proceed according to the scheduled agenda and may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene other than the board.

The chair shall not adjourn the meeting without a resolution before the conclusion of the agenda of the preceding two paragraphs (including extraordinary motions). If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board shall promptly assist the shareholders attending the meeting according to the statutory procedures to the shareholders present at the meeting, with over half of the voting rights, nominate one person to chair the meeting and continue the meeting.

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

Article 10. Before speaking, an attending shareholder must specify the subject of the speech, the shareholder's account number (or attendance card number), and the account name on a speaker's slip. The chair shall set the order in which shareholders speak.

An attending shareholder who has submitted a speaker slip but does not speak shall be deemed to have not spoken. The content of the speech shall prevail if it is inconsistent with the statement slip.

Except with the consent of the chair, a shareholder may not speak over twice on the same proposal, and a single speech may not exceed five minutes. However, if the shareholder's speech violates the rules or exceeds the scope of the agenda, the chair may terminate the speech.

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

When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one person may speak on the same proposal.

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

If a shareholders' meeting is convened by videoconference, shareholders participating by way of videoconference may ask questions in writing on the video conference platform of the shareholders' meeting after the chair declares the meeting to order. Each question may not be asked over twice for each proposal. It is limited to 200 words, and the provisions of Paragraphs 1 to 5 do not apply.

If the question asked in the preceding paragraph does not violate the regulations or does not exceed the scope of the proposal, it is advised to disclose the question on the shareholders' meeting video conference platform for everyone to know.

Article 11. Voting at a shareholders' meeting shall be calculated based on the number of shares.

For the shareholders' meeting resolution, the number of shares held by shareholders without voting rights shall not be counted in the total number of issued shares. Shareholders may not participate in the voting on matters that involve their own interests and may be detrimental to the interests of the Company, nor may they exercise voting rights on behalf of other shareholders.

The quantity of shares bearing no voting rights is excluded from the quantity of shares represented by the attending shareholders.

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

Article 12. Shareholders are entitled to one vote for each share held, except when the shares are restricted or deemed non-voting, as stated in Article 179, Paragraph 2 of the Company Act.

When the Company holds a shareholders' meeting, it shall exercise the voting rights via electronic means or by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. Shareholders casting their votes by correspondence or electronic means shall be deemed to have attended the meeting in person. However, the extraordinary motions and the amendment to the original proposal at the shareholders' meeting shall be deemed as abstention. Therefore, the Company shall avoid proposing extraordinary motions and amendments to the original proposal.

Shareholders who elect to cast their votes by correspondence or electronic means shall express their intent to the Company at least two days before the scheduled date of the meeting. Except for the declaration to revoke the previous declaration of intent.

After a shareholder has exercised the voting rights in writing or electronically, if the shareholder wishes to attend the shareholders' meeting in person or by video conference, the shareholder shall revoke the expression of intention to exercise the voting rights mentioned in the preceding paragraph 2 days before the shareholders' meeting in the same manner as to exercise of voting rights. In case of late revocation, voting rights exercised in writing or electronically shall prevail. If the voting right is exercised in writing or by way of electronic transmission, and a proxy is appointed to attend the shareholders' meeting, the voting right exercised by the proxy attending the meeting shall prevail.

Except as otherwise provided by the Company Act and the Company's Articles of Incorporation, a proposal shall be passed by an affirmative vote of a majority of the voting rights represented by the attending shareholders. When voting, the chairman or his or her designee shall announce the total number of voting rights of the shareholders present, and then the shareholders shall vote on each item by ballot. The results of the shareholders' approval, opposition, and abstention shall be entered into the Market Observation Post System on the same day after the shareholders' meeting is held.

When there is an amendment or substitute to the same proposal, the chair shall determine the voting order together with the original proposal. If any one of the proposals has been passed, the other proposals shall be deemed rejected, and no further voting shall be required.

The chair shall appoint vote monitoring and counting personnel when voting on a proposal, provided that all monitoring personnel are shareholders of the Company. Vote

counting for voting or election at the Shareholders Meeting shall be conducted in public at the Shareholders' Meeting venue, and the voting results, including the number of votes, shall be announced on the spot after the completion of the counting and recorded in the minutes.

When the company holds a shareholders' meeting via video conference, shareholders who participate in the video conference shall vote on all motions and election motions through the video conference platform after the chairman announces the opening of the meeting. The voting shall be completed before the chairman announces the end of the voting. Those who fail to do so shall be deemed as abstention.

If the shareholders' meeting is convened by video conference, the votes shall be counted in one lump sum, and the voting and election results shall be announced after the chair announces the close of voting.

When the Company convenes a video-assisted shareholders meeting, shareholders who have registered to attend the shareholders' meeting by way of video according to Article 6 and wish to attend the physical shareholders' meeting in person shall cancel the registration in the same manner as for the registration two days before the meeting; If the revocation is made after the time limit, the shareholder may only attend the shareholders' meeting by way of video conference.

A shareholder who exercises the right to vote by way of a written or electronic means without revoking the shareholder's declaration of intent and participates in the shareholders' meeting by video conferencing shall not exercise the voting right on the original proposal, propose any amendment to the original proposal, or exercise voting rights on an amendment to the original proposal except for extraordinary motions.

Article 13. When the shareholders' meeting elects directors, it shall be done according to the relevant election regulations set by the Company. The election results shall be announced on the spot, including the list of elected directors and their voting rights, as well as the list of unsuccessful directors and their voting rights.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signature of the scrutineers and kept in proper custody for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

Article 14. The resolutions of the shareholders' meeting shall be recorded in the meeting minutes, signed or sealed by the chairman, and distributed to each shareholder within 20 days after the meeting. The preparation and distribution of the meeting minutes on record may be made electronically.

The distribution of the meeting minutes in the preceding paragraph may be made by announcement on the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's name, the method of resolution, and a summary of the deliberations and their voting results (including the number of votes) and number of voting rights received. They shall be kept permanently during the existence of the Company.

If a shareholders' meeting is convened by videoconference, the meeting minutes shall record, in addition to the matters required by the preceding paragraph, the beginning and ending time of the shareholders' meeting, the method of convening the meeting, the name of the chair and minutes of The method and state of handling in the event of failure of the Company to communicate with the Company or participants by way of

video conferencing.

The Company shall comply with the preceding paragraph when convening a shareholder meeting via video conference and specify in the meeting minutes the alternative measures offered to shareholders who are having difficulty participating in the shareholders meeting via video conference.

Article 15. The Company shall, on the day of the shareholders' meeting, prepare a statistical table of the number of shares acquired by parties, the number of shares represented by proxies, and the number of shares represented by shareholders in writing or electronically at the venue of the shareholders' meeting. For the purpose of disclosure, if a shareholders' meeting is held via video conference, the Company shall upload the preceding information to the shareholders' meeting video conference platform at least 30 minutes prior to the meeting. It shall continue to disclose such information until the end of the meeting.

When the company holds a shareholders' meeting via video conference and announces the meeting, the total number of shares of shareholders attending shall be disclosed on the video conference platform. The same shall apply to the statistics on the total number of shares and the number of voting rights of the shareholders present at the meeting.

If the resolution of the Company's shareholders' meeting constitutes material information under relevant laws or regulations or the regulations of the Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall transmit the content to the Market Observation Post System platform within the specified time.

Article 16. The service personnel of the shareholders' meeting shall wear identification badges or armbands.

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

If the meeting place is equipped with sound-amplifying equipment, the chair may stop a shareholder from speaking if a shareholder uses anything other than the equipment provided by the Company.

If a shareholder violates the rules of procedure and refuses to obey the correction of the chair, thus obstructing the progress of the meeting and failing to comply after being stopped, the chair may direct the proctors or security personnel to escort the shareholder from the meeting place.

Article 17. When a meeting is in progress, the chair may announce a break based on time considerations. In the event of a force majeure event, the chair may rule the meeting temporarily suspended and announce a time when, because of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for further use before the completion of the agenda of the shareholders' meeting (including extraordinary motions), the shareholders' meeting may decide to continue the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to postpone or continue the meeting within 5 days according to Article 182 of the Company Act.

Article 18. If the shareholders' meeting is held by video conference, the company shall, after the

voting is over, immediately disclose the results of the voting on all proposals and the results of the election on the shareholders' meeting video conference platform according to the regulations. The disclosure shall continue for at least 15 minutes after the chair announces the adjournment of the meeting.

Article 19. When the Company holds a video conference, the chair and the person taking minutes shall be at the same place in Taiwan. The chair shall announce the address of such place at the time of the meeting.

Article 20. If a shareholders' meeting is convened via video conference, the Company may provide a simple connection test to the shareholders before the meeting and provide related services immediately before and during the meeting to assist with the resolution of technical communication problems.

If the shareholders' meeting is held by video conference, the chair shall, in addition to announcing the opening of the meeting, announce that, except for the circumstances in which no postponement or continuation of the meeting is required as stipulated in Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the video conference platform or the participation by video conference is interrupted for over 30 minutes due to natural disasters, accidents or other irresistible events before the chair announces the adjournment of the meeting, the date of the postponed or continued meeting shall be announced within 5 days, and the provisions of Article 182 of the Company Act shall not apply.

If a meeting should be postponed or continued as specified in the preceding paragraph, shareholders who have not registered to participate in the original shareholders' meeting via video conference shall not participate in the postponed or continued meeting.

For the meeting that shall be postponed or adjourned according to the provisions of Paragraph 2, the number of shares attended, the voting rights exercised, and the number of shares represented, and the number of voting rights exercised, and the number of shares represented, and the number of voting rights exercised by the shareholder who did not participate in the adjourned or adjourned meeting via video conference. The voting rights shall be counted in the total number of shares, voting rights, and voting rights of the shareholders present at the adjourned or adjourned meeting.

In the case of an adjournment or adjournment of the shareholders' meeting according to the provisions of Paragraph 2, it is not necessary to re-discuss or resolve the motions for which the voting and vote counting have been completed, and the voting results or the slate of elected directors have been announced.

If the Company convenes a video-assisted board meeting, and the video conference cannot be held under the circumstance specified in the Paragraph 2, the shareholders' meeting shall continue if the total number of shares represented by the shareholders still reaches the legal limit after deducting the number of shares attending the video conference. There is no need to postpone or continue the meeting according to the provisions of Paragraph 2.

If a shareholder participates in the shareholders' meeting by way of video conference on any matter that shall proceed with the meeting in the preceding paragraph, the number of shares in attendance shall be counted in the total number of shares held by the shareholders in attendance, but the votes shall be deemed as their abstention on all proposals at the shareholders' meeting.

When the Company postpones or continues a meeting according to the provisions of Paragraph 2, the relevant preparatory work shall be handled according to the original shareholders' meeting date, the provisions of each article, and comply with the provisions listed in Article 44-20, Paragraph 7 of Regulations Governing the Administration of Shareholder Services of Public Companies.

For the periods specified by the latter paragraph of Article 12 and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies as well as Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies; the Company shall delay or postpone the shareholders' meeting date according to the provisions of Paragraph 2.

Article 21. When the Company holds a shareholders' meeting by video, it shall provide appropriate alternatives for shareholders who have difficulty in attending the meeting by video. Except for the situations specified in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least connection equipment and necessary assistance shall be provided to shareholders and the period during which shareholders may apply to the Company and other relevant matters.

Article 22. These Rules, and any amendments hereto, shall be implemented after approval by the Shareholders' Meeting.

## Appendix 2

### Articles of Incorporation (Before Amendment)

#### Chapter 1 General Provisions

- Article 1 The Company is duly incorporated according to the Company Act and named “鑽石生技投資股份有限公司” with the goal of sustainable operation and its foreign name as "Diamond Biofund Inc."
- Article 2 The Company specializes in investment in biotechnology and pharmaceutical-related industries. The businesses it is engaged in are as follows:
1. F107200 Wholesale of Chemical Feedstock
  2. F601010 Intellectual Property Rights
  3. IG01010 Biotechnology Services
  4. IG02010 Research and Development Services
  5. IZ99990 Other Industrial and Commercial Services
  6. H202010 Venture Investment
- Article 3 The Company may be a shareholder of another company with limited liability, and the total investment amount may be exempted from the 40% limit on the Company's paid-in capital under Article 13 of the Company Act.
- Article 4 The Company may provide endorsements and guarantees to external parties for business needs.
- Article 5 The Company is headquartered in Taipei City and may establish branches domestically or overseas where necessary by resolution of the board of directors.
- Article 6 The Company makes public announcements according to Article 28 of the Company Act.

#### Chapter 2 Shares

- Article 7 The total capital of the Company shall be NT\$10 billion, divided into 1 billion shares at a par value of NT\$10 per share, of which the unissued shares are authorized to be issued by the board of directors in installments.
- The total capital in Paragraph 1 includes NT\$1 billion divided into 100 million shares of NT\$10 per share, which is reserved for the issuance of employee stock warrants, and the board of directors is authorized to issue the shares in tranches.
- Article 8 If the employee stock warrants issued by the Company are intended to be issued at a subscription price lower than the market price, the issuance of employee stock options shall be approved by two-thirds or more of the attending shareholders who represent over half of the total number of issued shares. The application shall be filed in installments within one year from the date of the resolution.
- Article 9 If the company intends to transfer the shares it has repurchased to its employees at a lower price than the average price of the shares repurchased, it must obtain the voting rights of the shareholders present at the most recent shareholders' meeting who account for over half of the total number of issued shares according to applicable regulations. The transfer can only be processed if over two-thirds of the shareholders' voting rights present voted in favor.

The issuance of new employee-restricted stocks and employee stock options of the Company and the employees who subscribe for the new shares at the time of issuance may include employees of the Company's controlling or subsidiaries who meet certain criteria.

The shares repurchased by the Company pursuant to laws may be transferred to employees of companies controlled by the Company or subsidiaries of the Company who meet certain criteria.

Article 10 The Company's shares are issued intangible shares according to Article 161-2 of the Company Act.

Article 11 The Company conducts its stock affairs according to the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority of securities and other relevant laws and regulations.

Article 12 Any changes to the contents of the shareholder register shall be suspended within the period specified in Article 165 of the Company Act.

### Chapter 3 Shareholders' Meeting

Article 13 There are 2 types of shareholders' meetings: Regular meetings and Special Meetings. Regular meetings shall be convened once a year by the board of directors according to the law within 6 months after the end of each fiscal year; special meetings shall be convened when necessary according to the law.

The Company may hold shareholders' meetings via video conference or in other manners as announced by the central competent authority.

Article 14 If a shareholder is unable to attend a shareholders' meeting in person, the shareholder may appoint a proxy to attend the shareholders' meeting based on a power of attorney issued by the Company and stating the scope of power authorized.

Except as otherwise provided by the Company Act, the shareholders of the Company shall attend the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 15 Each shareholder of the Company has one voting right per share, except for those whose shares have non-voting rights as required by relevant laws and regulations. When the Company convenes a shareholders' meeting, the voting rights may be exercised by written or electronic means; the voting rights by written or electronic means, the method of exercise shall be specified in the shareholders' meeting notice.

The Company should include electronic means as one of the channels for shareholders to exercise voting rights.

Article 16 Unless otherwise provided by the Company Act, resolutions at a shareholders' meeting shall be made by a majority vote of the shareholders present, who represent over half of the total number of outstanding shares.

Article 17 The board of directors shall convene shareholders' meetings and shall be chaired by the chairman unless otherwise provided in the Company Act.

Article 18 The resolutions of the shareholders' meeting shall be recorded in the meeting

minutes, which shall be signed or sealed by the chairman. The minutes shall be distributed to the shareholders within 20 days after the meeting and shall be kept permanently for the duration of the existence of the Company. The preparation and distribution of the preceding meeting minutes may be made electronically and shall be handled according to Article 183 of the Company Act.

The distribution of the minutes of the preceding paragraph may be made by public announcement after the Company's public offering.

Article 19 The Company's shares to be withdrawn from public offering shall be subject to a resolution by the shareholders' meeting, which shall remain unchanged during the emerging market period and the listing period.

Article 20 If the Company is organized solely by the governmental or corporate shareholder, the functions and powers of the shareholders' meeting shall be exercised by the board of directors, and the provisions of the Articles of Incorporation relating to the shareholders' meeting shall not apply.

#### Chapter 4 Board of Directors

Article 21 The Company has 7 to 11 directors for a term of three years. The election of directors is based on the candidate nomination system. The shareholders' meeting elects from the list of candidates for directors, and they are eligible for re-election. Among the number of directors mentioned above, there shall be at least three independent directors, and the number of independent directors shall not be less than one-fifth of the number of directors. The independent directors' professional qualifications, shareholdings, restrictions on concurrent positions held, methods of nomination and election, and other matters to be complied with shall comply with the regulations of the competent authority. The Company may purchase liability insurance for the directors' compensation liabilities during the term of office for the performance of the business scope.

Article 22 The board of directors shall be organized by directors, and a chairman shall be elected from among the directors with the approval of over two-thirds of the directors present at the meeting. The Company may establish one deputy chairman, who the board of directors shall elect from among themselves in the same manner. The chairman shall represent the Company externally.

Article 23 The reasons for the convening of a board meeting shall be stated, and the directors shall be notified 7 days in advance. However, in case of emergency, they may be convened at any time. The convening of the board meeting of the company may be notified to each director in writing, E-mail, or fax.

Article 24 When the chairman is on leave or unable to perform his duties for any reason, his/her authority shall be represented according to Article 208 of the Company Act. If a convening session is convened by a party with the power to convene other than the chairman, such party shall preside over the session. If there are two or more parties with the convening power, they shall select from among themselves one person to chair the meeting. The board meeting may be held via teleconference. A director participating in the meeting via teleconference shall be deemed to have attended the meeting in person.

Article 25 The Company may establish various functional special committees, such as the Audit Committee. The Articles of Incorporation and the exercise of powers by the committee shall be implemented after the approval of the board of directors. The Company shall establish an Audit Committee according to Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors, and the Audit Committee or members of the Audit Committee shall be responsible for exercising the powers of supervisors according to the Company Act, the Securities and Exchange Act, and other laws and regulations.

Article 26 The board of directors is authorized to determine the remuneration to all Directors according to the extent of their participation in the operation of the Company and the value of their contribution, and by referring to the Company's operating performance and industry standards, regardless of operating profit or loss.

Article 27 If a director is unable to attend the board meeting for any reason, the director may issue a proxy form stating the scope of authorization for the matters convening the meeting, appoint another director to attend the board meeting as a proxy, and exercise the voting right on all matters proposed at the meeting limit.

#### Chapter 5 Manager

Article 28 The Company may appoint a manager. The appointment, dismissal, and remuneration of the manager shall be handled according to Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 29 The Company's fiscal year is from January 1 to December 31. At the end of each fiscal year, the board of directors shall prepare the following reports and submit them to the regular shareholders' meeting for ratification:

I. Business Report.

II. Financial statements;

III. Proposals for distribution of earnings or covering losses.

Article 30 If the Company makes a profit in the year, at least 0.5% of the profit shall be set aside as employee remuneration, which shall be distributed in shares or cash by the resolution of the board of directors. The object of the distribution includes employees of the subordinate companies who meet certain criteria. The board of directors resolved to appropriate no over 3% as remuneration to directors and supervisors. Proposals for the remuneration of employees and remuneration of Directors shall be reported to the shareholders' meeting.

However, when the Company has cumulative losses, it shall preserve the compensation amount in advance, and then, appropriate remuneration of employees and remuneration of Directors and supervisors based on the ratio in the preceding paragraph.

Article 31 If there are any earnings from the annual final account, the Company shall pay taxes and compensate cumulative losses, and then, appropriate 10% as legal reserve; when appropriating or reversing special reserve according to laws and regulations or requirements of the competent authority, regarding the insufficient

appropriation for the “net increase in fair value of investment property accumulated in the preceding period” and “net deduction items of other equity accumulated in the preceding period,” an equivalent amount of special reserve shall be appropriated from undistributed earnings in the preceding period; if the amount remains insufficient, the appropriation may be made from the amount of net profit after tax of the period plus items other than net profit after tax of included in undistributed earnings of the period. However, when the legal reserve reaches the amount of paid-in capital of the Company, no further appropriation is required; the remaining amount, together with the accumulated undistributed earnings, shall be proposed by the board of directors for the distribution of dividends to shareholders and shall be submitted to the shareholders' meeting for resolution.

Article 32 According to the earnings distribution proposal prepared by the board of directors, 10% - 100% of the distributable earnings as of the current period will be provided as dividends to shareholders. However, if the dividend per share based on distributable earnings is less than NT\$0.5, the earnings may not be distributed. The scope of business of the Company is within the biotech venture investment industry; its investment targets are at the stage of operating growth at present, and it is required to utilize retained earnings as capital for operating growth and investment requirements. In principle, the Company will adopt a balanced dividend policy to offer a combination of partial share dividends and partial cash dividends, in which cash dividends shall not be lower than 10% of the total dividend issued.

Article 33 Any matters not covered by the Articles of Incorporation shall be governed by the Company Act and other laws and regulations.

Article 34 The Articles of Incorporation were established on January 3, 2013.  
The first amendment was made on June 20, 2014.  
The 2nd amendment was made on December 24, 2015.  
The 3rd amendment was made on April 15, 2016.  
The 4th amendment was made on May 25, 2018.  
The 5th amendment was made on December 20, 2021.  
The 6th amendment was made on March 31, 2022.  
The 7th amendment was made on June 27, 2022.  
The 8th amendment was made on May 30, 2023.

## Appendix 3

### **Procedures Governing the Acquisition and Disposal of Assets (Before Amendment)**

#### Article 1: Purpose

The procedures are established to protect assets and implement information disclosure.

#### Article 2: Legal basis

The Procedures are established according to Article 36-1 of the Securities and Exchange Act (hereinafter "the Act") and the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."

#### Article 3: Scope of assets

- I. Securities: including investments in stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depositary receipts, call (put) warrants, beneficial securities, and asset-backed securities.
- II. Real property (including land, buildings and structures, investment real property, and inventory of construction enterprises) and equipment.
- III. Membership card.
- IV. Intangible assets: including patents, copyrights, trademarks, franchises, and other intangible assets.
- V. Right-of-use assets thereof.
- VI. Claims of financial institutions (including receivables, foreign exchange discounts, loans, and nonperforming loans).
- VII. Derivative instruments.
- VIII. Assets acquired or disposed of through merger, demerger, acquisition, or share transfer according to the law.
- IX. Other important assets.

#### Article 4: Definition of terms

- I. Derivatives: Forward contracts, option contracts, futures contracts, futures contracts, futures contracts, futures contracts, futures contracts, and other derivatives, the value of which is derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indices, credit ratings or credit indices, or other variables. Contracts, leveraged margin contracts, swap contracts, a combination of the above contracts, or built-in contracts or structured instruments embedded in derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sales) contracts.
- II. Assets acquired or disposed of through merger, demerger, acquisition, or share transfer under law: Assets acquired or disposed of through merger, demerger, or acquisition according to the Business Mergers and Acquisitions Act, the Financial Holding Company Act, the Financial Institutions Merger Act, or other laws, or the issuance of new shares to accept or transfer shares of another company according to Article 156-3 of the Company Act (hereinafter the "transfer of shares").
- III. Related parties and subsidiaries: To be determined according to the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- IV. Professional appraiser: Refers to a real estate appraiser or any other person authorized by law to engage in the business of appraising real estate and equipment.

- V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, date of resolution of the board of directors, or other date that can confirm the counterparty and amount of the transaction, whichever date is earlier. However, for the investors that need to be approved by the competent authority, the earlier of the above date or the date of receiving the approval from the competent authority shall prevail.
- VI. "Investment in Mainland China: An investment in Mainland China made according to the Regulations Governing Investment or Technical Cooperation Licensing of the Investment Commission, Ministry of Economic Affairs."
- VII. "Investment as a profession" means a financial holding company, bank, insurance company, bill financing company, trust enterprise, proprietary trading or underwriting securities firm, operating Proprietary futures commission merchant, securities investment trust enterprise, securities investment consulting enterprise, and fund management company.
- VIII. Stock exchange: domestic stock exchange refers to Taiwan Stock Exchange Corporation (TWSE); foreign stock exchange refers to any organized securities exchange under the supervision of the competent authority of securities of that country.
- IX. Securities dealer's business premises: Domestic securities dealer's business premises refer to the place where securities dealers set up dedicated counters for trading according to Regulations Governing Securities Trading on the Taipei Exchange. Securities dealer's business premises: The business premises of a foreign securities firm refers to the business premises of a financial institution that is managed by a foreign securities regulatory authority and is allowed to engage in securities business.
- X. The "within one year" as used herein refers to the date of acquisition or disposal of assets for one year in retrospect. The appraisal reports issued by professional appraisal firms or the opinions of the CPAs are not included in the calculation.
- XI. The term "the most recent financial statements" refers to the financial statements audited or reviewed by the CPAs before the acquisition or disposal of assets.

Article 5: The total amount of the Company and its subsidiaries' investment in non-business real estate and its right-of-use assets thereof or securities and the limits of individual securities are determined as follows:

- (I) The total amount of non-business real estate and its right-of-use assets thereof shall not be higher than 20% of the net equity value (hereinafter "the net value") in the most recent financial statements.
- (II) The total amount of long-term and short-term securities investments shall not be higher than the net worth.
- (III) The amount of investment in individual securities shall not be higher than 30% of the net value.

The quota for the subsidiaries to obtain the above assets is determined as follows:

- (I) The total amount of non-business real estate and its right-of-use assets thereof shall not exceed 10% of the Company's net worth.
- (II) The total amount of long-term and short-term securities investment shall not exceed 40% of the Company's net worth.
- (III) The amount of investment in individual securities shall not exceed 30% of the Company's net worth.

Article 6: For appraisal reports or opinions from CPA, attorneys, or underwriters obtained by the Company, the professional appraiser and its appraisers, CPA, attorneys, or underwriters shall meet the following requirements:

- I. Have not received a finalized sentence of imprisonment for over 1 year subject to any violation of this Law, Company Act, the Banking Act of the Republic of China, Insurance Act, Financial Holding Company Act, Business Entity Accounting Act, or fraud, breach of trust, misappropriation, forgery, or business crimes. However, three years after completion of service, expiration of probation, or pardon are not subject to this restriction.
- II. The parties to the transaction shall not be related parties or have substantive related parties' status.
- III. If the company is required to obtain appraisal reports from two or more professional appraisers, these professional appraisers or their related parties shall not have any relationships, either directly or indirectly, with each other.

When issuing appraisal reports or opinions, the preceding persons shall comply with the self-discipline regulations of their respective industry associations and the following matters:

- I. Carefully assess their professional capabilities, practical experience, and independence before accepting cases.
- II. Properly plan and execute appropriate operating procedures when executing cases to form conclusions and issue reports or opinions accordingly, and report the implemented procedures, collected information, and conclusions in the case working paper.
- III. Evaluating the appropriateness of the data sources, parameters, and information used one by one as the basis for issuing appraisal reports or opinions.
- IV. The declaration shall include that the relevant personnel are professional and independent, and the information used has been assessed as appropriate, reasonable, and in compliance with relevant laws and regulations.

Article 7: Procedures for acquisition or disposal of real estate, equipment, or its right-of-use assets thereof

I. Evaluation and operation procedures

The Company's acquisition or disposal of property, equipment, or its right-of-use assets thereof shall be handled according to the property, plant, and equipment cycle procedures of the Company's internal control system.

II. The procedures for determining the terms and conditions of the transaction and the authorized amount

- (I) When acquiring or disposing of real property or its right-of-use assets thereof, the terms and conditions of the transaction and the transaction price shall be determined concerning the announced present value, appraised value, and the actual transaction price of the neighboring real property. An analysis report shall be prepared and submitted to the chairman. If the amount is less than NT\$200 million, it shall be submitted to the chairman for approval and reported at the next board meeting; if the amount is over NT\$200 million, it shall be separately submitted to the board of directors for approval before proceeding.
- (II) To acquire or dispose of equipment, choose one of the methods of inquiry, comparison, negotiation, or tender; if the amount is less than NT\$200 million (inclusive), it shall be approved level by level according to the authorization method. If the amount exceeds NT\$200 million, it must be submitted to the chairman for approval, and then to the board of directors for resolution.
- (III) 1. For the Company's acquisition or disposal of assets that are subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall send the director's dissenting opinion to

each independent director.

2. When a transaction of acquisition or disposal of assets is submitted for discussion by the board of directors under the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has adverse opinions or qualified opinions, it shall be recorded in the board of directors meeting minutes.
  3. Major asset transactions of the Company shall be subject to the consent of at least one-half of all Audit Committee members. They shall be submitted to the board of directors for resolution. If the motion is not approved by over one-half of the members of the audit committee, it may be passed by over two-thirds of all the directors, and the resolution of the audit committee shall be recorded in the board of directors meeting minutes.
  4. All members of the audit committee and all directors referred to in the preceding paragraph shall be counted based on those who are actually in office.
- (IV) The calculation of the amount under this clause shall be handled according to Article 14-I.-(VII) of the Procedures.

### III. Executing Units

When the Company acquires or disposes of real property, equipment, or its right-of-use assets, the user department and the management department shall be responsible for implementation after submitting the approval according to the approval authority referred to above.

### IV. Appraisal report of real property or other fixed assets

The Company's acquisition or disposal of property, equipment, or right-of-use assets thereof, other than transactions with domestic government agencies, engaging others to build on its own land, engaging others to build on rented land or acquisition or disposal of equipment or right-of-use assets thereof for business use, If the company's paid-in capital is over 20% or NT\$300 million, an appraisal report issued by a professional appraiser shall be obtained before the date of occurrence (see Attachment 1 for the required information in the appraisal report), and shall meet the following requirements :

- (I) If a limited price, specific price, or special price is used as the reference basis for the transaction price due to special reasons, the transaction shall be submitted to the board of directors for approval in advance, and the changes in the transaction conditions in the future shall be handled according to the above procedures.
- (II) The amount of the transaction is over NT\$1 billion, and two or more professional appraisers are required for appraisal.
- (III) If the appraisal result of a professional appraiser has one of the following situations, CPAs shall be consulted to express specific opinions on the reasons for the differences and the adequacy of the transaction price unless the appraisal results of the assets acquired are higher than the transaction amount, or the appraisal results of the assets disposed of are lower than the transaction amount:
  1. The difference between the appraisal result and the transaction amount exceeds 20% of the transaction amount.
  2. The difference between the appraisal results of two or more professional appraisers exceeds 10% of the transaction amount.
- (IV) The date between the professional appraiser's report and the contract date shall not be over three months from the date of issuance. However, if it applies to the announced present value of the same period and it is not over six months old, the original professional appraiser may issue an opinion.

- (V) The Company acquired or disposed of assets through court auction procedures, and the supporting documents issued by the court can be used instead of appraisal reports or CPA opinions.

#### Article 8: Procedures for acquisition or disposal of securities investment

##### I. Evaluation and operation procedures

The Company shall handle the purchase and sale of long-term and short-term securities according to the Company's internal control system investment cycle.

##### II. The procedures for determining the terms and conditions of the transaction and the authorized amount

- (I) Pursuant to Article 9 of the "Regulations for the Guidelines for Venture Capital Investment Industry," the Company's investment in the stocks of TWSE/TPEX-listed companies is limited to the following:
  - (1) General cash offering for TWSE/TPEX-listed companies and subscription of convertible bonds to specific parties.
  - (2) The stock of the original investment enterprise is traded on the Over-The-Counter Market or the Taipei Exchange.
  - (3) Participation in private placement of shares to specific persons, investment in gross settlement stocks, or TPEX-managed stocks in non-original investment enterprises according to Article 43-6 of the Securities and Exchange Act.
  - (4) Acts in connection with corporate mergers and acquisitions or reorganizations.
- (II) Pursuant to Article 9-1 of the "Regulations for the Guidelines for Venture Capital Investment Industry," the Company's uninvested funds can trade TWSE (TPEX) securities on the Securities Exchange Market or Taipei Exchange. However, the total amount of capital invested shall not exceed 20% of the company's paid-in capital, and the amount of investment in single TWSE (TPEX) company securities shall not exceed 5% of the company's paid-in capital. The investment amount shall be authorized to the chairman and ratified by the latest board of directors afterward.
- (III) In addition to the above restrictions, the Company's acquisition of a single securities shall be determined by the executing unit based on market conditions, and an investment analysis report shall be submitted at the same time. For transactions amounting to less than NT\$500 million, the Report to the most recent board meeting; for transactions exceeding NT\$500 million, it must be submitted to the board of directors for approval.
- (IV) In addition to the above restrictions, the Company's disposal of a single security shall be determined by the executing unit according to market conditions, and an investment analysis report shall be submitted at the same time. If the transaction amount is less than NT\$500 million, or a session of the Board; if the transaction amount exceeds NT\$500 million, it must be approved by the board of directors. However, if the profit from the disposal of listed, OTC, or emerging securities on the Securities Exchange Market or Taipei Exchange has reached 50%, the chairman shall be authorized to deal with the securities. The preceding restriction of NT\$500 million shall not apply, and the matter shall be ratified at the following board of directors meeting.
- (V) For the acquisition or disposal of assets by the Company that is subject to the approval of the board of directors under the company's procedures or other laws or regulations if a director expresses dissent and it is contained in the minutes or a

written statement, the company shall send the information on the dissenting opinion to each independent director.

When the acquisition or disposal of assets is submitted for discussion by the board of directors under the preceding paragraph, the opinions of each independent director shall be considered sufficiently. If the independent directors have adverse opinions or reservations, it shall be recorded in the board of directors meeting minutes.

The Company's major asset transactions shall be subject to the consent of over one-half of the members of the Audit Committee. They shall be submitted to the board of directors for resolution. If the motion is not approved by over one-half of the members of the audit committee, it may be passed by over two-thirds of all the directors, and the resolution of the audit committee shall be recorded in the board of directors meeting minutes.

All members of the Audit Committee and all Directors referred to in the preceding paragraph shall be counted as actual incumbents.

(VI) The calculation of the amount under this clause shall be handled according to Article 14-I.-(VII) of the Procedures.

### III. Executing Units

For the Company's investment in long-term and short-term securities, the Finance Department shall be responsible for the execution after it is submitted according to the approval authority referred to in the preceding paragraph.

### IV. Obtaining expert opinions

- (I) In addition to the following circumstances, the Company shall obtain or dispose of securities and obtain the most recent financial statement audited or reviewed by a CPA of the underlying company before the date of the fact as a reference for evaluating the transaction price. The transaction amount if the transaction price exceeds 20% of the paid-in capital or NT\$300 million, a CPA shall be consulted for an opinion on the reasonableness of the transaction price prior to the date of occurrence. However, if the marketable securities are publicly quoted on an active market, the Financial Supervisory Commission, or the Executive Yuan provides otherwise, this restriction does not apply.
1. Where securities are acquired with cash contribution according to the law through incorporation or offering by offering, and the rights represented by the acquisition of securities are commensurate with the capital contribution.
  2. Participating in the subscription of marketable securities issued by the subject company at face value through a cash capital increase according to relevant laws and regulations.
  3. Participating in the subscription of securities issued by a direct or indirect 100% investor for a cash capital increase or a 100% owned subsidiary participating in the subscription for a cash capital increase of each other's marketable securities.
  4. Listed, OTC, and emerging securities traded on the TWSE or TPEX.
  5. Domestic government bonds, bonds with repurchase and resale agreements.
  6. Mutual fund
  7. Obtain or dispose of listed (OTC) company stocks according to the bidding or auction methods of listed (OTC) securities of the TWSE or TPEX.
  8. Participating in a cash capital increase by a domestic public offering company or subscribing to domestic corporate bonds (including financial bonds), and the securities acquired are not private placement securities.
  9. Subscription to a fund prior to its establishment according to Article 11,

Paragraph 1 of the Securities Investment Trust and Consulting Act.

10. If the domestic private equity fund is subscribed or repurchased, and if the trust deed has stated that the investment strategy is the same as that of the mutual fund, except for the credit transactions and unhedged securities-related positions held,

- (II) If the Company acquires or disposes of assets through court auction procedures, the supporting documents issued by the court can be used instead of appraisal reports or CPA opinions.

#### Article 9: Procedures for handling related party transactions

- I. Where the Company acquires or disposes of assets with its related parties, in addition to the relevant resolution procedures and assessment of the reasonableness of the transaction terms under Article 7, Article 8, and Article 10, the transaction amount reaches 10% or more of the total assets of the company the appraisal report issued by the professional appraiser or the opinion of the certified public accountant shall also be obtained according to Article 7, Article 8, and Article 10.

The calculation of the transaction amount referred to in the preceding paragraph shall be done according to Article 10-1. In addition, when judging whether a transaction counterparty is a related party, in addition to the legal form, the substantive relationship shall also be considered.

- II. Evaluation and Operation Procedures

The Company's acquisition or disposal of real property or right-of-use assets thereof from or to related parties, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to related parties, and the transaction amount reaches 20% of the Company's paid-in capital and 100% of total assets 10% of Taiwan or NT\$300 million or more. The following information shall be submitted for audit. The Company may enter into a transaction contract and make payments only after the approval of the committee and the board of directors and submit it to the next shareholders' meeting for approval or report:

- (I) The purpose, necessity, and expected benefits of the acquisition or disposal of assets.  
(II) The reasons for selecting the related party as the trading counterparty.  
(III) For the acquisition of real estate from related parties, the reasonableness of the predetermined transaction conditions shall be assessed according to Paragraph 3, Subparagraphs (1) and (4) of this Article.  
(IV) The original date and price of the acquisition by the related party, the counterparty of the transaction, and its relationship with the Company and the related party.  
(V) A forecast statement of cash receipts and expenditures for each month of the next year from the month the contract is expected to be entered into and an assessment of the necessity of the transaction and the rationality of the use of funds.  
(VI) The appraisal report issued by the professional appraiser obtained according to Paragraph 1, or the CPA's opinion.  
(VII) Restrictive conditions and other important covenants for the transaction.

The calculation of the amount of the transaction in the preceding paragraph shall be done according to Article 14, Paragraph 1, Subparagraph 7, and the said one-year period shall be based on the date of occurrence of the transaction and traced back for one year in retrospect. The portion that has been submitted to the shareholders' meeting, the board of directors' approval, and the audit committee's approval are exempted from the calculation.

The board of directors may authorize the chairman to make a decision within a certain amount of the following transactions and then report on the most recent transaction to

the board of directors for ratification:

- (I) Acquisition or disposal of business equipment or its right-of-use assets thereof.
- (II) Acquisition or disposal of the right-of-use assets for business purposes.

When the motion is submitted to the board of directors for discussion, as referred to in the preceding paragraph, the opinions of each independent director shall be fully considered. If the independent directors have adverse opinions or reservations, it shall be recorded in the board of directors meeting minutes.

Pursuant to Subparagraph 1 of Paragraph 2, matters requiring the approval of the Audit Committee shall be approved by over one-half of all the members of the Audit Committee and submitted to the board of directors for resolution. If the motion is not approved by over one-half of the members of the audit committee, it may be passed by over two-thirds of all the directors, and the resolution of the audit committee shall be recorded in the board of directors meeting minutes.

All the members and directors of the Audit Committee referred to in the preceding paragraph are counted as the incumbents.

If the Company or its subsidiary that is not a domestic public company enters into the transaction referred to in Paragraph 1, and the amount of the transaction reaches 10% or more of the total assets of the company, the company shall submit the information listed in Paragraph 1 to the shareholders' meeting for approval, may enter into a transaction contract and make a payment. However, this restriction does not apply to transactions between the Company and its parent company or subsidiaries or between its subsidiaries.

### III. Assessment of the reasonableness of the transaction costs

- (I) When the Company acquires real property or the right-of-use assets thereof from a related party, the reasonableness of the transaction costs shall be assessed according to the following methods:
  1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
  2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
- (II) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised according to either of the means listed in the preceding paragraph.
- (III) When the Company acquires real property or right-of-use assets thereof from a related party, the Company shall appraise the cost of the real property or the right-of-use assets thereof according to Subparagraphs (1) and (2), Paragraph 3 of this Article, and engage a CPA to check the appraisal and render a specific opinion.
- (IV) When the Company acquires real estate or its right-of-use assets thereof from a

related party and the evaluation results are lower than the transaction price according to the provisions of Paragraph 3, Subparagraphs (1) and (2) of this Article, it shall proceed according to Subparagraph (5) of Paragraph 3 of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
  - (1) Where undeveloped land is appraised according to the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
  - (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices according to standard property market sale or leasing practices.
2. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no over 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.
- (V) Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted according to Paragraph 3, Subparagraphs (1) and (2) of this Article are uniformly lower than the transaction price, the following steps shall be taken: In addition, the Company and the public companies whose investments are valued using the equity method have set aside a special reserve as follows, and once the assets purchased or leased at a higher price have been recognized as devaluation losses or have been disposed of or terminated The special reserve may be used only after the reinstatement is made, or there is other evidence to determine whether it is unreasonable, and with the consent of the securities competent authority.
  1. A special reserve shall be set aside according to Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used

for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, Paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.

2. The independent directors of the Audit Committee shall act according to Article 218 of the Company Act.
3. The handling of Paragraph 3, Subparagraph (5), items 1 and 2 of this subparagraph shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and the prospectus.

(VI) When the Company acquires real property or right-of-use assets thereof from a related party and any of the following circumstances occurs, it shall be handled according to the relevant assessment and operating procedures in Paragraphs 1 and 2 of this Article. The provisions on the evaluation of the transaction cost reasonableness in Paragraph 3, Subparagraphs (1), (2), and (3) of this Article shall not apply.

1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
2. Over 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.

(VII) Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted according to Paragraph 3, Subparagraph (5) of this Article if there is other evidence indicating that the acquisition was not an arms length transaction.

Article 10: Procedures for acquisition or disposal of membership certificates, intangible assets, or the right-of-use assets thereof

I. Evaluation and operation procedures

The Company's acquisition or disposal of membership certificates, intangible assets, or the right-of-use assets thereof shall be handled according to the relevant circular procedures of the Company's internal control system.

II. The procedures for determining the terms and conditions of the transaction and the authorized amount

- (I) For the acquisition or disposal of membership certificates, the transaction terms and prices shall be determined concerning the market fair market value, and an analysis report shall be prepared for submission to the chairman. The amount less than NT\$1 million shall be processed according to the Procurement management method, and the amount shall not exceed 1% of the paid-in capital, NT\$10 million. It shall be submitted to the chairman for approval and shall be reported at the next board of directors meeting afterward. For amounts exceeding NT\$10 million, it shall be separately submitted to the board of directors for nomination approval.
- (II) When acquiring or disposing of intangible assets or their right-of-use assets

thereof, reference shall be made to expert evaluation reports or fair market prices to determine transaction conditions and transaction prices, and an analysis report shall be prepared and submitted to the chairman. If the amount is less than 10% of the paid-in capital or NT\$200 million (inclusive), it shall be submitted to the chairman for approval and reported at the latest subsequent board meeting. If the amount exceeds NT\$200 million, it must be approved by the board of directors before it can be implemented.

- (III) 1. For the Company's acquisition or disposal of assets that are subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall send the information of the director's dissenting opinion to each independent director.
  - 2. When a transaction of acquisition or disposal of assets is submitted for discussion by the board of directors under the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has adverse opinions or qualified opinions, it shall be recorded in the board of directors meeting minutes.
  - 3. Major asset transactions of the Company shall be subject to the consent of at least one-half of all Audit Committee members. They shall be submitted to the board of directors for resolution. If the motion is not approved by over one-half of the members of the audit committee, it may be passed by over two-thirds of all the directors, and the resolution of the audit committee shall be recorded in the board of directors meeting minutes.
  - 4. All members and all directors of the Audit Committee referred to in the preceding paragraph shall be counted as the actual incumbents.
- (IV) The calculation of the amount under this clause shall be handled according to the provisions of Article 14-I-(VII) of the Procedures.

### III. Executing Units

When the Company acquires or disposes of membership certificates or intangible assets, the department in use, as well as the finance department or administrative department, shall be responsible for the execution after submitting the approval according to the approval authority referred to above.

### IV. Expert evaluation report on membership certificates or intangible assets or right-of-use assets thereof

- (I) The Company shall request an appraisal report to be issued by an expert if the transaction amount for acquiring or disposing of membership certificates reaches 1% of the paid-in capital or over NT\$10 million.
- (II) If the Company's acquisition or disposal of intangible assets exceeds 10% of the paid-in capital or NT\$200 million, an appraisal report shall be issued by an expert.
- (III) If the transaction amount of the Company's Acquisition or Dispose of Membership Certificates, Intangible Assets, or Right-Of-Use Assets Thereof exceeds 20% of the company's paid-in capital or is NT\$300 million or higher, a CPA must be contacted to express its opinion on the reasonableness of the transaction price before the date of occurrence except for transactions with government agencies.

Article 10-1: The transaction amount in Articles 7, 8, 9, and 10 shall be calculated according to Article 14, Paragraph 1, Subparagraph 7. Transactions are based on the date of occurrence and moving backward for one year in retrospect. Transactions for which an

appraisal report issued by a professional appraiser or a CPA's opinion has been obtained according to the provisions of this Standard can be excluded from the calculation.

#### Article 11: Procedures for Acquisition or Disposal of Claims from Financial Institutions

In principle, the Company does not engage in the acquisition or disposition of claims from financial institutions. If it intends to engage in the acquisition or disposition of debts of financial institutions in the future, it will report to the board of directors for approval before formulating its evaluation and operation procedures.

#### Article 12: Procedures for acquiring or disposing of derivatives

##### I. Transaction principles and policies

###### (I) Type of transaction

1. Derivative financial products engaged in by the Company refer to transaction contracts (such as forward contracts, options, futures, interest rates or exchange rates, swaps, and combined contracts, etc.).
2. Matters related to margin trading of bonds shall be handled according to the relevant provisions of the Procedures. The provisions of the Procedures shall not apply to bond transactions with repurchase agreements.

###### (II) Operation (hedging) strategy

The Company shall engage in derivative financial instrument transactions for the purpose of hedging. The instruments traded shall be mainly used to hedge the risks generated by the Company's business operations, and the currency held must be consistent with the actual demand for foreign currency for import and export transactions. The Company's overall internal positions (only foreign currency income and expenditure) are squared on principle to reduce the Company's overall foreign exchange risk and save foreign exchange operation costs. Transactions for other specific purposes must be carefully evaluated and submitted to the board of directors for approval.

###### (III) Division of Powers and Responsibilities

###### 1. Finance Department

###### (1) Trading personnel

- A. Responsible for the formulation of the Company's financial product trading strategies.
- B. Trading personnel shall calculate positions weekly, collect market information, conduct trend judgments and risk assessments, and formulate operation strategies, which shall be approved by the approval authority as the basis for trading.
- C. Execute transactions according to authorized authorities and established strategies.
- D. When there are major changes in the financial market and the trading personnel judge that the established strategy is no longer applicable, they shall submit an evaluation report at any time, re-formulate the strategy, and, after the approval of the general manager, shall be used as the basis for engaging in trading.

###### (2) Accounting personnel

- A. Perform trade confirmation.
- B. Review whether the transaction is conducted according to the

- authorized authority and the established strategy.
  - C. Conduct evaluation twice a month and submit the evaluation report to the general manager for approval.
  - D. Accounting and bookkeeping.
  - E. The Company shall report and make public announcements according to the regulations of the securities competent authority.
- (3) Settlement personnel: Execute settlement tasks.
- (4) Derivative approval authority
- A. Authority to approve hedging transactions
    - a. The general manager is authorized to trade US\$100,000 for each trade and US\$500,000 for the cumulative unsettled positions.
    - b. If the cumulative unsettled position exceeds the authority of the general manager, it shall be reported to the board of directors for approval; if the board of directors is not convened, it shall be approved by the chairman and submitted to the next board of directors for review.
  - B. Other transactions for specific purposes can only be carried out after being submitted to the board of directors for approval.
  - C. For the Company's acquisition or disposal of assets that are subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall send the director's dissenting opinion to each independent director.
 

The Company shall submit to the board of directors for approval for derivative trade, which shall be approved by over two-thirds of all the members of the board of directors.

When the acquisition or disposal of assets is submitted for discussion by the board of directors under the preceding paragraph, the opinions of each independent director shall be considered sufficiently. If the independent directors have adverse opinions or reservations, it shall be recorded in the board of directors meeting minutes.

The Company's major asset transactions shall be subject to the consent of over one-half of the members of the Audit Committee. They shall be submitted to the board of directors for resolution. If the motion is not approved by over one-half of the members of the audit committee, it may be passed by over two-thirds of all the directors, and the resolution of the audit committee shall be recorded in the board of directors meeting minutes.

All members of the audit committee and all directors referred to in Paragraphs 2 and 4 are counted as actual incumbents.
2. Audit Department
- Responsible for understanding the appropriateness of internal control over derivative trading, checking the compliance of the trading department with operating procedures, analyzing trading cycles, preparing audit reports, and reporting to the board of directors if there are any major deficiencies.
3. Evaluation of Sustainability
- (1) Hedging transactions
- A. The performance evaluation is based on the exchange rate cost on the Company's book and the profit or loss generated from the derivative

financial transactions.

B. To fully control and express the evaluation risk of the transaction, the Company adopts the monthly evaluation method to evaluate the profit and loss.

C. The finance department shall provide the general manager with the evaluation of foreign exchange positions, foreign exchange market trends, and market analysis for management reference and instructions.

(2) Transactions for specific purposes

The performance evaluation is based on the actual income, and the accounting staff must regularly prepare statements for the management's reference.

4. Determination of total contract amount and loss limit

(1) Total contract amount

A. Limit of hedging transactions

The finance department should monitor the Company's overall position to avoid transaction risks. The amount of hedging transactions should not exceed US\$1 million.

B. Transactions for specific purposes

Based on the forecast of market changes, the Finance Department may formulate strategies as needed and submit them to the general manager and chairman for approval before proceeding. The aggregate amount of the Company's net accumulated contracts for specific purpose transactions is limited to US\$1 million.

(2) Determination of loss limit

A. Hedging transactions are for risk hedging, and the loss amount of all or individual contracts is capped at 20% of the total or individual contract amount. If the loss limit is reached, the trading personnel shall report to the responsible person and the general manager to discuss necessary countermeasures.

B. In the case of a transaction contract for a specific purpose, after the position is established, a stop loss point shall be set to prevent excess loss. The stop loss point shall not exceed 10% of the contract amount of the transaction. If the loss amount exceeds 10% of the transaction amount, it shall be reported to the general manager immediately and reported to the board of directors for discussion of necessary countermeasures.

C. The loss amount for an individual contract for a specific purpose shall not exceed US\$100,000 or 5% of the transaction amount, whichever is lower.

D. The annual loss limit of the Company's special purpose trading operations is US\$300,000.

II. Risk management measures

(I) Credit risk management:

As the market is affected by various factors, operational risks of derivative financial instruments are easy to cause. Therefore, the market risk management is based on the following principles:

(1) Counterparty: Mainly well-known domestic and foreign financial institutions.

(2) Trading products: Limited to products offered by well-known

domestic and foreign financial institutions.

- (3) Transaction amount: The outstanding transaction amount for the same transaction counterparty shall not exceed 10% of the total authorized amount, except for those approved by the general manager.

(II) Market risk management

The main focus is on the open foreign exchange market provided by the banks, and the futures market will not be considered for the time being.

(III) Liquidity risk management

To ensure market liquidity, financial products with high liquidity (i.e., those that can be squared in the market at any time) shall be the priority. Financial institutions entrusted with transactions must have sufficient information and the ability to trade in any market at any time.

(IV) Cash flow risk management

To ensure the stability of the Company's working capital turnover, the Company's source of funds for derivative trade is limited to its own funds, and the capital needs of the cash income and expenditure forecast in the next three months shall be considered in the number of operations.

(V) Operational risk management

1. The Company's authorized limits, operating procedures, and internal audits shall be strictly followed to avoid operational risks.
2. The personnel engaged in the transaction, confirmation, and delivery of derivative trade shall not perform their functions with each other at the same time.
3. The personnel responsible for risk measurement, monitoring, and control shall be in a different department from the preceding personnel. It shall report to the board of directors or a senior officer who is not responsible for transaction or position decision-making.
4. The held derivative positions shall be evaluated at least once a week, provided that the hedging transactions required by the business shall be evaluated at least twice a month, and the evaluation reports shall be submitted to the senior officer authorized by the board of directors.

(VI) Commodity Risk Management

Internal traders shall have complete and correct professional knowledge of financial products, and banks are required to disclose risks to avoid financial product risks fully.

(VII) Legal risk management

Documents signed with financial institutions shall be reviewed by specialists in foreign exchange and legal or legal counsel before formal signing to avoid legal risks.

III. Internal audit system

The internal auditors shall regularly understand the appropriateness of the internal control over derivative trading, check the compliance of the trading department with the procedures for engaging in derivative trading monthly, analyze the transaction cycle, and prepare an audit report. The Independent Directors of the Audit Committee were notified in writing.

IV. Method of regular evaluation

- (I) The board of directors shall authorize senior executives to regularly monitor and

evaluate whether derivative transactions are conducted according to the transaction procedures set by the Company and whether the risk assumed is within the tolerable range of risk. If there are abnormalities in the market price evaluation report (such as loss limit), the Company shall report to the board of directors immediately and take necessary responsive measures.

- (II) The held derivative positions shall be evaluated at least once a week, provided that the hedging transactions required by the business shall be evaluated at least twice a month, and the evaluation reports shall be submitted to the senior officer authorized by the board of directors.
- V. Principles of supervision and management by the board of directors when engaging in derivative transactions
- (I) The board of directors shall designate senior executives to monitor and control the risks of derivative transactions at all times, and the management principles are as follows:
    - 1. Regularly assess whether the risk management measures currently in use are appropriate and are indeed handled according to these standards and the Company's procedures for derivative transactions.
    - 2. Monitor the trading and income status and find any abnormality, take necessary countermeasures, and report to the board of directors immediately. If the Company has independent directors, an independent director shall attend the board of directors meeting and express opinions.
  - (II) Regularly assess whether the performance of derivative transactions is in line with the established business strategies and whether the risk assumed by the Company is within the company's tolerable range.
  - (III) When the Company engages in derivative transactions, the relevant personnel authorized to do so according to the Procedures for Handling Derivative Transactions established shall report to the nearest board of directors meeting.
  - (IV) When the Company engages in derivative transactions, it shall establish a record book for reference. The types, amounts, and dates of the board of directors' derivative transaction approval, as well as the matters that must be carefully evaluated according to Subparagraph (2) of Paragraph 4 and Subparagraphs (1) and (2) of Paragraph 5 in this Article, shall be detailed in the record book for reference.

#### Article 13: Procedures for merger, demerger, acquisition or share transfer

##### I. Evaluation and operation procedures

- (I) When the Company conducts a merger, demerger, acquisition, or share transfer, it is advisable to engage attorneys, accountants, and securities underwriters to jointly discuss the expected timetable for legal procedures and organize a special team to carry out the procedures according to the legal procedures. The Company shall appoint a certified public accountant, attorney, or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price, or allotment of cash or other property to shareholders before convening the board of directors to resolve the matter, and submit it to the board of directors for discussion and approval.

However, mergers of subsidiaries in which the Company directly or indirectly holds 100% of its issued shares or capital or mergers between subsidiaries in which the Company directly or indirectly holds 100% of its outstanding shares or capital are exempted from obtaining a reasonableness opinion issued by the preceding experts.

- (II) The Company shall prepare a public document to shareholders before the shareholders' meeting detailing the important agreements and related matters regarding mergers, divisions, or acquisitions. The expert opinions in Paragraph 1, Subparagraph (1) of this Article, and the notice of the shareholders' meeting shall be delivered to the shareholders as a reference for whether to agree to the merger, division, or acquisition. Except when convening a shareholders' meeting to resolve mergers, demerger, or acquisitions is not required under other laws. In addition, if the shareholders' meeting of either party participating in the merger, demerger, or acquisition cannot be convened or resolved due to insufficient attendance or voting rights or other legal restrictions, or the motion is vetoed at the shareholders' meeting, the company participating in the merger, demerger or acquisition shall Explain the cause, the follow-up actions and the expected date of the shareholders' meeting to the public immediately.

## II. Other matters for attention

- (I) Date of board of directors and Shareholders' Meeting: The company participating in the merger, demerger, or acquisition shall convene its board of directors and shareholders' meeting on the same day to resolve the merger, demerger, or acquisition-related matters. The companies participating in the transfer of shares shall convene a board of directors meeting on the same day unless the law provides otherwise or there are special factors that have been reported to and approved by the securities regulator in advance.

A listed company or a company whose shares are traded on TPEx that participates in a merger, demerger, acquisition, or transfer of shares shall make complete written records of the following information and keep them for five years for review:

1. Basic information of personnel: including the titles, names, ID card numbers (passport numbers of foreign nationals) of all persons participating in the plan or implementation of the merger, demerger, acquisition, or acceptance of assigned shares before the disclosure of the information.
2. Dates of important matters: including the date of signing the letter of intent or memorandum, entrusting financial or legal consultants, signing contracts, and board of directors meetings.
3. Important documents and meeting minutes: including plans for merger, demerger, acquisition or share transfer, letter of intent or memorandum, important contracts, and board of directors meeting minutes.

A listed company or a company whose shares are traded on the business premises of securities dealers that participates in the merger, demerger, acquisition, or share transfer shall, within two days from the date of the resolution of the board of directors meeting, upload the information in the Paragraphs 1 and 2 of the preceding paragraph in the prescribed format to the Internet information system to the Financial Supervisory Commission for reference.

If any of the companies involved in a merger, division, acquisition, or share transfer is not a listed company or a company whose shares are traded on the securities dealer's business premises, the listed company or the company whose shares are traded on the securities dealer's business premises shall sign an agreement with it and handle it according to the provisions of the Paragraphs 3 and 4.

- (II) Prior commitment to confidentiality: All persons involved in or aware of the company's merger, demerger, acquisition, or share transfer plan shall issue a

written confidentiality commitment. Before the information is made public, the contents of the plan shall not be leaked to the outside, nor shall the company buy or sell any company's stocks and other equity securities related to mergers, divisions, acquisitions, or share transfers on its own or in the name of others.

- (III) The principles for setting and changing the share exchange ratio or acquisition price: The companies participating in the merger, demerger, acquisition, or share transfer shall appoint a CPA, attorney, or securities underwriter before the board of directors of both parties to discuss the cash or other assets and to report to the shareholders' meeting. In principle, the share swap ratio or acquisition price may not be changed at will, except when the conditions for change have been stipulated in the contract and have been publicly disclosed. The conditions for the change of the share exchange ratio or acquisition price are as follows:
1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
  2. An action, such as a disposal of major assets, that affects the company's financial operations.
  3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
  4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
  5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
  6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.
- (IV) The content of the contract: The contract for the merger, demerger, acquisition, or share transfer of the company shall specify the following matters in addition to Article 317-1 of the Company Act and Article 22 of the Business Mergers And Acquisitions Act.
1. Rights and obligations of the participating companies
  2. Handling of breach of contract
  3. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
  4. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
  5. The manner of handling changes in the number of participating entities or companies.
  6. Preliminary progress schedule for plan execution, and anticipated completion date.
  7. Scheduled date for convening the legally mandated shareholders' meeting if the plan exceeds the deadline without completion, and relevant procedures.
  8. Changes to share exchange ratio or acquisition price
- (V) Changes in the number of companies participating in the merger, demerger, acquisition, or transfer of shares: If any of the companies participating in the merger, demerger, acquisition, or transfer of shares intends to merge, demerger, acquire In the transfer of shares, except for the number of companies

participating in the transfer, and the shareholders' meeting has resolved and authorized the board of directors to change the authority, the participating companies will not be required to convene a shareholders' meeting to re-apply for the resolution, and the original merger, demerger, acquisition or transfer of shares has been completed. All participating companies should abide by the procedures or legal actions.

- (VI) The Company shall enter into an agreement with any company participating in a merger, demerger, acquisition, or transfer of shares that is not publicly traded. This agreement will stipulate the convening dates for the board of directors and shareholders' meetings as outlined in Subparagraph (1) of Paragraph 2 of this article, adhere to the prior confidentiality commitment detailed in Subparagraph (2), and follow the regulations for share number adjustments in companies undergoing a merger, demerger, acquisition, or share transfer as specified in Subparagraph (5).

Article 14: Procedures for public disclosure of the Company's information:

- I. The Company shall, within two days from the date of occurrence of the fact, announce and report the relevant information on the website designated by the securities regulator according to the nature of the acquisition or disposal of assets under the following circumstances:
  - (I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
  - (II) Merger, demerger, acquisition, or transfer of shares.
  - (III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
  - (IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
    - 1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
    - 2. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
  - (V) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
  - (VI) Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
    - 1. Trading of domestic government bonds or foreign government bonds with a

rating that is not lower than the sovereign rating of Taiwan.

2. Where done by professional investors—securities trading on domestic or foreign securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics that are offered and issued in the primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, according to the rules of the Taipei Exchange.
3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

(VII) The calculation of the amount of a transaction referred to in this Article is listed below, and one year referred to herein is one year backward from the date of occurrence of the transaction. The part that has been announced may be excluded from the calculation.

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. The accumulated amount of acquisition or disposition (accumulated separately for acquisition and disposal) of the same security in one year.

## II. Time limit for announcement and declaration

The Company's acquisition or disposal of assets with any item required to be announced in Paragraph 1 of this article and the transaction amount reaching the threshold for announcement and reporting under this article shall be announced and reported on the website designated by the securities regulator within two days from the date of occurrence of the event.

## III. Procedures for announcement and declaration

- (I) The Company shall publicly announce and report the relevant information on the website designated by the securities competent authority.
- (II) The Company shall, by the 10th day of each month, input the information of the Company and its non-domestically publicly issued subsidiaries' derivative transactions as of the end of the previous month in the prescribed format into the information reporting website designated by the Financial Supervisory Commission.
- (III) If there is an error or omission in the announcement that shall be corrected, the Company should re-announce and report all the items within two days from the day it becomes aware of it.
- (IV) A public company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.
- (V) After the Company has announced and reported the transaction according to the provisions of the preceding Article, the Company shall, within two days from the date of occurrence of the event, announce and report the relevant

information on the website designated by the securities competent authority if any of the following circumstances occurs:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. Change to the originally publicly announced and reported information.

Article 15: The Company's subsidiaries shall comply with the following regulations:

- I. The subsidiary shall also formulate and implement the "Procedures Governing the Acquisition and Disposal of Assets" according to the relevant provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," which shall be approved by the subsidiary's board of directors and reported to the subsidiary's shareholders' meeting. The same shall apply to its amendments.
- II. When a subsidiary acquires or disposes of assets, it shall also follow the Company's regulations.
- III. If a subsidiary of the Company that is not a public company acquires or disposes of assets that reach the threshold for announcement and reporting as set out in Chapter 3 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," the parent company shall also announce and report on behalf of the subsidiary.
- IV. The paid-in capital or total assets of the Company, as referred to in the subsidiary's announcement and reporting standards, shall be based on the paid-in capital or total assets of the Company.

Article 15-1: For the calculation of 10% of total assets under this Procedure, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20% of paid-in capital, 10% of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of this Procedure regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.

Article 16: Penalties

If the Company's employees undertake the acquisition or disposal of assets in violation of the provisions of the Procedures, they shall be reported for evaluation according to the Company's reward, punishment, and evaluation regulations, and penalties shall be imposed according to the severity of the circumstances.

Article 17: Implementation and amendment

- I. After the Company's "Procedures Governing the Acquisition and Disposal of Assets" is approved by the Audit Committee and the board of directors, it shall be submitted to the shareholders' meeting for approval, and the same shall apply to its amendments. If a director expresses a dissenting opinion and there is a record or written statement, the Company shall send the information of the dissenting opinion to each independent director.
- II. When Procedures Governing the Acquisition and Disposal of Assets under the

preceding paragraph are submitted to the board of directors for discussion, the opinions of each independent director shall be fully considered. If an independent director has adverse opinions or qualified opinions, it shall be recorded in the board of directors meeting minutes.

- III. The establishment or amendment of the Procedures Governing the Acquisition and Disposal of Assets shall be approved by over one-half of all the members of the audit committee. It shall be submitted to the board of directors for resolution. If the motion is not approved by over one-half of the members of the audit committee, it may be passed by over two-thirds of all the directors, and the resolution of the audit committee shall be recorded in the board of directors meeting minutes.
- IV. All audit committee members and directors referred to in Paragraph 3 shall be counted as actual incumbents.

#### Article 18: Additional Provisions

Any matters not covered by these handling procedures shall be handled according to the relevant laws and regulations.

## Appendix 4

### Director Election Procedures

#### 1. Purpose:

The Director Election Procedures is formulated according to Article 21 and Article 41 of the "TWSE/TPEX Corporate Governance Best Practice Principles" and the reference of "Director Selection Procedure of ○○ Co., Ltd."

#### 2. Scope:

All Company directors shall be elected according to the Procedures.

#### 3. Operation Description:

Article 1. Unless otherwise provided by law or the Articles of Incorporation, the election, re-election, and vacancy filling of the Company's directors shall be conducted according to the Procedures.

Article 2. The overall composition of the board of directors shall be considered during the Company's director elections. The composition of the board of directors shall consider diversity. The board shall adopt an appropriate policy for diversification in terms of its own operation, business model, and development needs. It is advisable to include but not limited to the following Standards for the two major aspects:

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

Members of the board of directors shall generally possess the necessary knowledge, skills, and literacy to perform their duties. Its overall abilities shall be as follows:

- I. Operational judgment.
- II. Accounting and financial analysis ability.
- III. Business management ability.
- IV. Crisis management.
- V. Industry knowledge.
- VI. International market perspective.
- VII. Leadership ability.
- VIII. Decision-making ability.

Over half of the directors shall not be spouses or relatives within two degrees of kinship.

The Company's board of directors shall consider adjusting its composition based on the performance evaluation results.

- Article 3. The qualifications of the Company's independent directors shall comply with Articles 2, 3 and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."  
The Company's independent director elections shall comply with Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and Article 24 of the "TWSE/TPEX Corporate Governance Best Practice Principles."
- Article 4. The Company's director elections shall be conducted according to the candidate nomination system and procedures provided for in Article 192-1 of the Company Act. If the number of directors is less than 5 after directors resign from office for cause, the Company shall hold by-election at the most recent annual shareholders' meeting. However, if the vacancy in the board of directors reaches one-third of the number specified in the Articles of Incorporation, the Company shall convene a special shareholders' meeting for by-election within 60 days from the date of the occurrence of the fact.  
If the number of independent directors falls below the minimum required under Article 14-2, Paragraph 1 of the Securities and Exchange Act, the Company shall fill the vacancies at the next shareholders' meeting. If all independent directors resign, the Company shall convene a special shareholders' meeting to fill the vacancies within 60 days of the resignation.
- Article 5. The Company's directors shall be elected via cumulative voting, with each share having the same number of votes as the number of directors to be elected, which may be concentrated to vote for one candidate or distributed to vote for multiple candidates.
- Article 6. The board of directors shall prepare and select election ballots equal in number to the directors, and indicate their voting rights. These ballots shall then distribute to the shareholders attending the shareholders' meeting. The candidates' names may be represented on the election ballots by their attendance numbers.
- Article 7. The Company's board of directors, as stipulated in the Company's Articles of Incorporation, shall separately calculate the voting rights of independent directors and non-independent directors. The candidates with the highest number of votes on the election ballots shall be elected in sequence. In cases where two or more candidates have equal votes exceeding the specified quota, a draw shall be conducted among those with equal votes. If a voter is absent, the chair shall conduct the draw on their behalf.
- Article 8. Before the election begins, the chair shall designate shareholders as scrutineers and appoints several vote counters to perform various related duties. The ballot box is

prepared by the board of directors and shall be publicly inspected by the scrutineers before voting commences.

Article 9. A ballot is invalid if one of the following occurs:

- I. The ballot was not prepared by a person with the right to convene.
- II. A blank ballot is placed in the ballot box.
- III. The writing on the ballot is blurred and cannot be identified.
- IV. The candidate whose name is entered in the ballot does not conform to the director candidate list.
- V. Other words or marks are entered in addition to the number of voting rights allotted.

Article 10. The ballots shall be counted on the spot after the voting completed. The results shall be announced immediately by the chair, including the list of elected directors and their respective voting rights.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signature of the scrutineers and kept in proper custody for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the records shall be retained until the end of the lawsuit.

Article 11. The Company's board of directors shall issue a notice of election to the elected directors.

Article 12. The Procedures, and any amendments hereto, shall be implemented after approval in the shareholders' meeting.

## Appendix 5

### Shareholdings of All Directors

- I. The quorum of the Company's directors is as follows:
- (1) The Company's issued shares are 849,890,000 shares.
  - (2) According to Article 26 of the Securities and Exchange Act and the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," all directors shall hold at least 27,196,480 shares (849,890,000 shares \* 4% \* 80%).
- II. The company re-elected 9 directors at the regular shareholders' meeting on June 27, 2022. Among them, 3 independent directors established an audit committee and replaced the supervisor's position according to the provisions of the Articles of Incorporation and Securities and Exchange Act. Therefore, the requirement that the number of shares held by the supervisor not be less than a certain ratio does not apply.
- III. As of the book closure date (March 23, 2024) for this regular shareholders' meeting, the shareholdings of all directors are as follows:

Position	Name	Number of shares held	Percentage of total issued shares
Chairman	William Lu	—	—
Deputy Chairman	Tsu-Der Lee	—	—
Director	Microbio Co., Ltd. Representative: Wan-Jun Chen	215,516,663	25.34%
Director	Oneness Biotech Co., Ltd. Representative: Tu-Mu Kuo	119,400,289	14.04%
Director	Taishin Venture Capital Co., Ltd. Representative: Yu-Sheng Lin	72,626,335	8.54%
Director	Fubon Financial Holding Venture Capital Co., Ltd. Representative: Jung-Yi Huang	37,345,112	4.39%
Independent director	Te-Tsai Li	—	—
Independent director	Hong-Wen Lin	—	—
Independent director	Wan-Chin Chen	—	—
All directors total		444,888,399	52.31%