

Stock Code : 1762



Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Agenda of 2023 General Shareholders Meeting

Format: Physical Meeting

Time: 9:00am on May 30 (Tuesday), 2023

Location: 4F, No. 2, Xuzhou Road, Zhongzheng District,
Taipei City (Room 401, NTUH International Conference Center)

Note to Readers:

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 version shall prevail.

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Chunghwa Chemical Synthesis & Biotech Co., Ltd.

2023 General Shareholders' Meeting Procedure

- I. Announcement on attendants holding shares
- II. Call the Meeting to Order
- III. Chairman's Speech
- IV. Reporting matters
- V. Acknowledgments
- VI. Discussions
- VII. Extempore Motion
- VIII. Adjournment

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

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- I. Announcement on attendants holding shares
- II. Call the Meeting to Order
- III. Chairman's Speech
- IV. Reporting matters
 - (I) 2022 Business Report.
 - (II) Audit committee's review report on the 2022 financial results.
 - (III) Report on the compensation of employees and board directors in 2022.
 - (IV) Report on the handling of private equity securities.
 - (V) Other reports.
- V. Acknowledgments
 - (I) 2022 Business Report and Financial Statements.
 - (II) Distribution of 2022 earnings.
- VI. Discussions
 - (I) Partial amendments to the "Regulations Governing Procedure for shareholders' Meetings".
 - (II) Intended Private Placement for Issuance of Common Stock Shares or Domestic Convertible Corporate Bonds (Including Secured or Unsecured Convertible Corporate Bonds).
- VII. Extempore Motion
- VIII. Adjournment

Reporting matters

- I. Please refer to Appendix I for the 2022 Business Report (Pages 6–10).
- II. For the audit committee’s review report on the 2022 financial statements, see Appendix II (Page 11).
- III. Report on the compensation of employees and board directors in 2022.
 - Note: (1) The Board of Directors resolved on March 7, 2023 to pay cash in the amount of NTD 51,291,841 as 2022 employee compensation and NTD 9,335,052 as director compensation.
 - (2) The dollar amounts mentioned above are the same as the recognized expenses in 2022.
- IV. Report on the handling of private equity securities.
 - Note: (1) At the shareholders' regular meeting on May 25, 2022, the Company approved the issuance of either or both private placement of ordinary shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) within a limit of no more than 20% of the total number of issued shares (*i.e.*, no more than 15,512 thousand shares).
 - (2) The Company’s board passed a resolution on March 7, 2023 not to continue processing this private placement of securities case.
- V. Other reports.
 - Note: (1) In accordance with the requirement of Article 172-1 of the Company Act, the Company will receive shareholder proposals during the period of 10:00 am, March 17 to March 27, 2023.
 - (2) There are no shareholder proposals received for the shareholders' meeting this year.

Acknowledgments

Case 1: (Proposed by the Board of Directors)

Proposal: Please confirm the 2022 Business Report and Financial Statements.

- Note:
1. The 2022 Consolidated Financial Report and the Individual Financial Statements as well as the Business Report have been reviewed by the Audit Committee and approved by the Board of Directors. The reports have also been audited by Po-Chuan Lin and Jun-Yao Lin, the certified public accountants in PwC Taiwan.
 2. For details of the 2022 Business Report, Auditor Report, Consolidated Financial Report and individual Financial Statements, see Appendix I (Pages 6–10) and Appendix III (Pages 12–33).
 3. Please acknowledge.

Resolution:

Case 2: (Proposed by the Board of Directors)

Proposal: Please confirm the 2022 annual profit distribution.

- Note:
1. For Distribution of 2022 Earnings, refer to Appendix 4 (Page 34)
 2. The cash dividend will be NTD 1.3 per share this year. It is intended to authorize the Board of Directors through the general shareholders' meeting to define the ex-dividend date and to address the change in the cash dividend ratio for shareholders as a result of change in the number of outstanding shares of the Company later.

Resolution:

Discussions

Case 1: (Proposed by the Board of Directors)

Subject: Partial amendments to the “Regulations Governing Procedure for shareholders’ Meetings”.

Note: Exactly in accordance with the requirements set forth under the referential prototype of “Shareholders’ Meeting Procedure Rules of ○○ Co., Ltd.” in Letter Tai-Zhi-Li-Zi 1110004250 dated March 8, 2022, the Company has duly amended the relevant articles of the “Shareholders’ Meeting Procedure Rules.” Please refer to Appendix V annexed hereto for Comparative Table of Contents of the Amended Contents. (Pages 35–45) for details.

Resolution:

Case 2: (Proposed by the Board of Directors)

Subject: Intended Private Placement for Issuance of Common Stock Shares or Domestic Convertible Corporate Bonds (Including Secured or Unsecured Convertible Corporate Bonds)

- Note:
1. To enrich the operating capital, pay off debts borne by the Company, or for other demands for funds to support future developments of the Company, the Company intends to introduce strategic funds raised by investors through private placement reflective of the market situation and the needs of the Company for issuance either common stock shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) or common stock shares in combination with domestic convertible corporate bonds separately or concurrently. The actual number of shares to be issued or convertible is to be decided by the Board of Directors as authorized through the shareholders’ meeting depending on the situation on the capital market and may not exceed 20% (that is, 15,512,000 shares) of the total number of outstanding shares.
 2. Major details of the current plan to issue common stock shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) through private placement include the actual issue price, number of shares, issuance criteria, value of private placement, capital increase base date, action items, expected progress, and expected possible benefits, among others, as well as all the other matters and mechanisms concerning the issuance plan are intended to be placed at the discretion of the Board of Directors as authorized through the shareholders’ meeting. The Board of Directors may adjust, define, and manage them reflective of the situation on the market and may also revise or change them as instructed by the competent authority or based on the operational evaluation or in response to the objective environment as needed.
 3. For related ways of issuance and information on the details, refer to Appendix VI (Pages 46 and 47).

Resolution:

Extempore Motion

Adjournment

Appendix

Appendix I

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Business Report

I. The 2022 Business Report:

(I) Implementation results of the business plan

The consolidated operating income of 2022 is NTD 2,117,144 thousand; the consolidated operating gross profit is 45%; and consolidated operating profit margin is 22%. The revenue and profit of this period have increased from those in the same period last year, mainly due to the increase in sales of the Company's key products. As far as the analysis of income from primary products of the Company is concerned, products contributing to the growths in revenue for the current term are primarily biotech products known for their relatively high gross profit, such as Everolimus, Tacrolimus, Rapamycin, and the anti-triglyceride drug Ethyl Icosapentate (EPAE).

For the immunosuppressant and anti-cancer drug Everolimus, which is known for its relatively high gross profit, after the FDA approval obtained by the US customer in June 2020 for its exclusive sale on the market for 180 days, in 2021, besides the existing low-dose generic drug Afinitor (2.5 mg, 5.0 mg, and 7.5 mg), the customer also marketed the high-dose (10 mg) product in 2021. Due to the use of the Company's bulk drug Everolimus by many customers in the United States, the customer demand has significantly increased. In addition to actively producing its own intermediates, the Company is seeking other raw materials suppliers to continue to fully support the needs of customers in the United States and increase the market share. This product will become the main driving force for future annual revenue and profit growth.

To address the increase in the demand for purchase orders of Tacrolimus from multiple international customers, with the fermentation lines augmented and new fermenters and purification equipment added, the throughput for additional production lines is gradually suffice, contributing significantly to the growths of revenues in the future. Besides existing customers in Japan and Europe, the sales to India will be maximized. Currently, this API, Tacrolimus, is on the Top 2 list of market share in the US. Moreover, with the arrival of new production line capacity, the Company is committed to the development of new bacteria in order to increase market competitiveness and provide more Tacrolimus products to new customers, including pharmaceutical companies developing new drugs/formulations and potential new customers in emerging markets such as China and Brazil.

The anti-triglyceride - fish oil API Ethyl Icosapentate (EPAE) was made extensively available on the US market by the Company's customers in 2021 due to market factors, driving growths in the revenue of the Company. In 2023, the throughput of the product will continue to be

enhanced and the unit cost be reduced by optimizing the EPAE process and the continuous process (MCFE). It will hopefully become a mainstream product in the future for the growth in revenue with its competitive advantages.

The Company's bulk drug for reducing triglyceride, fish oil (ethyl eicosapentaenoate), uses a continuous reactor to purify polyunsaturated fatty acids and obtained a U.S. patent in October, 2021. It later obtained a Taiwan patent in January 2022.

On July 21, 2022, the Taiwan Bio Industry Organization announced the winners of the "2022 Taiwan BIO Awards Outstanding Biotechnology Industry Award." After a three-month initial review, second review and final review, a total of 14 institutions and product technologies were selected from nearly 50 registered manufacturers. Among them, the Company won the 2022 Outstanding Biotechnology Industry Award - "Industry Gold Award." At the "BIO Asia - Taiwan Asia Biotechnology Conference," the Company was awarded by government officials and publicly praised. The conference also arranged on the agenda a Taiwan BIO Awards special session for both physical and online company outlook presentations, with the aim of sharing successful experiences and innovative technologies, and expanding the Company's international exposure through the grand international exhibition platform.

Despite the impact of the COVID-19 pandemic in 2020 that made it impossible for customers and government representatives in other countries to come to Taiwan for establishment inspections, through documentation and remote establishment inspections, the Company successfully completed inspections by customers in Europe (France, Greece, Poland, Romania, Turkey, Ireland...etc.), the US, Japan and India and by the TFDA in 2022. The Company continues to adhere to the cGMP regulations in terms of enforceability and production/manufacturing practices and strictly follows cGMP systems recognized and approved in the US, the EU, and Japan. All of these contribute to continuous developments of the global market with Europe, the US, and Japan as the mainstream.

(II) Budget implementation status: This is not applicable as the Company does not disclose to the public its financial forecast.

(II) Financial balance and profitability analysis:

1. Consolidated financial balance:

Unit: NTD thousand

Item	Amount
Operating revenues	2,117,144
Operating gross profit	961,757
Operating gains and losses	463,532
Interest income	4,507
Interest expenses	9,712

Capitalized interest	-
Net profit before tax	583,305
After tax net profit	466,140
Earnings per share	NTD 6.01

2. Parent Company's financial balance:

Unit: NTD thousand

Item	Amount
Operating revenues	2,065,195
Operating gross profit	926,272
Operating gains and losses	441,089
Interest income	4,507
Interest expenses	9,697
Capitalized interest	-
Net profit before tax	577,635
After tax net profit	465,865
Earnings per share	NTD 6.01

3. Consolidated profitability analysis:

Unit: %

Item	Ratio
ROA	10.59
Return on equity	15.31
Ratio of pre-tax net income to paid-in capital	75.20
Net profit margin	22.01
Earnings per share	NTD 6.01
Earnings per share-retrospective adjustment	NTD 6.01

4. Parent Company profitability analysis:

Unit: %

Item	Ratio
ROA	10.60
Return on equity	15.30
Ratio of pre-tax net income to paid-in capital	74.47
Net profit margin	22.55
Earnings per share	NTD 6.01
Earnings per share-retrospective adjustment	NTD 6.01

(IV) R&D progress:

1. Synthesis Research Institute:

- (1) Completed the process development of the bulk drug Tofacitinib Citrate for JAK kinase inhibitor.
- (2) Completion of the development of the process for the API Difelikefalin, which is used to treat moderate to severe pruritus
- (3) Completion of development of the process and scale-up plan for the

inherited obesity API Setmelanotide laboratory

- (4) Completion of the experiment in the development of the process and scale-up plan for the anti-epileptic API Eslicarbazepine Acetate
- (5) Completed the laboratory process development of the bulk drug Eltrombopag olamine for the treatment of platelet deficiency purpura.

2. Biotech Research Institute:

- (1) Completed the effectiveness confirmation of the new process for the immunosuppressive bulk drug Tacrolimus, which will effectively alleviate the factory's fermentation capacity and reduce costs.
- (2) Completed the effectiveness confirmation of the process for the oral breast cancer bulk drug Palbociclib, with a purity of over 99%.
- (3) Completed the process optimization of the anticoagulant drug Edoxaban, with a purity of over 99%.
- (4) Completed the effectiveness confirmation of the process for Ozanimod, the bulk drug for multiple sclerosis, with a purity of over 99%.
- (5) Completed the laboratory scale-up process development of the antiepileptic bulk drug Brivaracetam, with a purity of over 99%.
- (6) Completed the new synthetic pathway development for the cancer drug Trilacicinib.

II. The Company's future development strategy:

- (I) We continuously enhance our research and development energy and adjust research and development strategies to develop high-price, high-tech threshold with few competitors and high-margin products to boost the production efficiency and revenue efficiency at the current venues.
- (II) Differentiate from counterparts that also specialize in synthesized chemicals or fermented products taking advantage of unique fermentation and chemical synthesis technologies of the Company to multiply new products developed and enhance competitive advantages on the global market and to strengthen niche products of the Company, Everolimus, Tacrolimus, Ethyl Icosapentate, and Caspofungin. Optimize processes to increase the throughput and bring down the cost and accordingly boost the Company's presence on the global market.
- (III) The company will develop unique key technologies to develop special products, such as high-growth products such as anti-cancer, high potency and peptide drugs, to support the development of new customers and enhance the niche and appeal of product differentiation.
- (IV) To develop CDMO/CMO business, by rallying to participate in domestic, foreign major drug makers' new drug R&D plans, through which to enter into early stage joint R&D relation, such as pre-clinical and various clinical stages' intermediary, products' trial, manufacturing process development and related work, in anticipation to form a strategic alliance with major pharmaceutical plants, for joint growth.
- (V) Ensure regulatory compliance, enhance the factory inspection of ingredients and API intermediate suppliers, ensure the compliance by

upstream suppliers, compliance with the latest requirements by other countries' pharmaceutical supervision authorities and sufficient supply of ingredients, and sustain the quality of our products.

- (VI) To continue developing solvent recall technology amid environmental protection demands becoming ever stringent, by inducting various management systems and mechanism, voluntarily executing waste reduction, reduced discharge process, lowering the operating cost, and exerting the company's environmentally friendly social stewardship.
- (VII) The demand for generic drugs on the emerging markets is increasing each day; the market is flourishing. The Company proactively works with distributors in China, the Asia Pacific Region, and East Europe to explore potential customers for niche products and to seek more distribution opportunities.

Appendix II

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Audit Committees' Review Report

The board of directors submitted the company's 2022 business report, financial statements (consolidated and individual financial statements) and Earnings Distribution. The audit committee has also reviewed all of the reports and statements mentioned above and found no inconsistencies. Therefore, the audit committee has acted in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, and clarified as above.

Best regards

The 2023 Annual General Meeting of Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Audit Committee Convener, Kuo-Chiang Wang

March 7, 2023

Appendix III

Auditor's Report

(2023) Cai-Shen-Bao-Zi No. 22003359

To Chunghwa Chemical Synthesis & Biotech Co., Ltd.,

Audit opinion

We have audited the accompanying proprietary consolidated balance sheet of Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries (hereinafter referred to as Chunghwa Group) as of December 31, 2022 and 2021 and the related consolidated statements of income, of changes in shareholders' equity and of cash flows and Notes to consolidated financial statement (including significant accounting policies) for the years then ended.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Chunghwa Group as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in conformity with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers," and International Financial Reporting Standards (IFRS) that was approved and announced effective by the Financial Supervisory Commission, International Accounting Standards, Interpretations, and Notices (IFRS), International Accounting Standards (IAS), Interpretation (IFRIC) and Interpretative Announcement (SIC).

Basis of an audit opinion

We conducted our audit in accordance with the "Rules Governing the Examination of Financial Statements by Certified Public Accountants" and auditing standards. The responsibilities of the independent auditor under these standards will be further explained in the paragraph of "independent auditor's responsibility for consolidated financial statements." The personnel of the CPA Firm subject to the independence requirement have acted independently from the business operations of Chunghwa Group in accordance with the Code of Ethics and with other responsibilities of the Code of Ethics performed. We believe that our audit provides a reasonable basis for our opinion.

Key Audit Matters

The "key audit matters" means that the independent auditor has used their professional judgment to audit the most important matters on the 2022 consolidated financial statements of Chunghwa Group. The key audit matters have been responded to in the process of auditing the consolidated financial statements as a whole and forming an audit opinion; therefore, the independent auditor does not express an opinion on these matters separately.

The key audit items from the 2022 consolidated financial statement of Chunghwa Chemical Synthesis and Biotech Co., Ltd. are presented below:

Accounting assessment of inventory valuation

Description of the matter

See Note 4 (12) in the consolidated financial report regarding the accounting policy on inventory valuation, Note 5 (2) for the accounting assessment and hypothetical uncertainty on inventory valuation, and Note 6 (4) for the description of the inventory account.

Chunghwa Chemical Synthesis & Biotech Ltd. is engaged mainly in the production and sale of active pharmaceutical ingredients. Since drug tests are now stricter and it takes a longer time to obtain drug certificates, the risk of inventory loss or obsolescence becomes higher. Since the inventories involve large amounts of money and large numbers of items that require laborious work by human beings to identify expired or damaged goods, we regard the assessment of allowance to reduce inventory to market as a key audit item.

The responsive auditing process

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

1. Assessing the policy on allowance to reduce inventory to market in accordance with our understanding of the Company's operations and the nature of the business.
2. Performing sampling tests to examine if the market price of net realized value is consistent with the Company's policy, and randomly examining the accuracy of the selling price of individual inventory parts and the way net realized value is calculated.
3. Obtain out-of-date inventory details that are identified by the management, check the related information and verify the account records.

Checking whether the time point of sales income recognition is appropriate

Description of the matter

For the accounting policy on the recognition of income, please refer to Note 4 (26) of the consolidated financial statement. For information on income accounts, please refer to Note 6 (15) of the consolidated financial statement. As stated in the accounting policies, the sales revenue is recognized when products are delivered to customers who have discretionary power in channels and prices of products sold and Chunghwa Chemical Synthesis and Biotech has no outstanding performance obligations which may affect customers' acceptance of products. As exports are the main source of income for Chunghwa Chemical Synthesis & Biotech Co., Ltd., the terms of business agreed upon between the Company and its customers are the basis of income assessment. However, such a process often involves a lot of manpower for verification and may lead to inappropriate income recognition time points. Therefore, we regard the sales income recognition time points as a key audit item.

The responsive auditing process

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

1. The group's operating procedure for and internal control on income recognition time points were examined and assessed, while the Company's internal control on sales deadlines was tested to verify the correctness of the income recognition time points.
2. The execution of sales and income over a certain period before and after the time periods covered in the financial report were examined with the packing lists, customer orders and declaration forms in order to confirm that income was recognized at appropriate periods.

Other matters - individual financial report

Chunghwa Group has compiled its 2022 and 2021 individual financial statements, for which we issued unqualified opinion.

The responsibility of the management and management units to the consolidated financial statements

The responsibility of the management is to have the consolidated financial statements presented fairly, in all material respects, in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”, and International Financial Reporting Standards (IFRS) that was approved and announced effective by the Financial Supervisory Commission, International Accounting Standards, Interpretations, and Notices (IFRS), International Accounting Standards (IAS), Interpretation (IFRIC) and Interpretative Announcement (SIC); also, maintain the necessary internal controls related to the consolidated financial statements in order to ensure that the consolidated financial statements are free of any material misstatement arising from fraud or errors.

While preparing the consolidated financial statements, the management’s responsibility also includes assessing the continuing operation of Chunghwa Group, the disclosure of the relevant matters, and the adoption of the accounting base for continuing operation, unless the management intends to liquidate Chunghwa Group or cease the business operation, or there is lack of any alternative except for liquidation or suspension.

The governance units (including the Audit Committee) of Chunghwa Group are responsible for supervising the financial reporting process.

The responsibilities of the independent auditor to the consolidated financial statements

The purpose of the independent auditor’s auditing the consolidated financial statements is to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement arising from fraud or errors and with an audit report issued. Reasonable assurance means a high degree of assurance. However, the audit conducted in accordance with auditing standards of the R.O.C. does not guarantee having any material misstatement in the consolidated financial statements detected. Material misstatement could arise from fraud or errors. If the misstated amount or aggregated amount is reasonably expected to affect the economic decisions made by the users of the consolidated financial statements, it is considered significant.

We used professional judgment and suspicion during the audit in accordance with the auditing standards of the Republic of China. The independent auditor also performs the following tasks:

1. Identify and evaluate the risk of material misstatement arising from fraud or errors of the consolidated financial statements; design and implement proper responsive measures to the risk assessed; also, obtain sufficient and adequate audit evidences for forming an audit opinion. The risk of fraud may involve conspiracy, forgery, deliberate omission, false declaration, or violating internal control; therefore, the risk of material misstatement arising from the undetected fraud is higher than that caused by errors.
2. Obtain necessary understanding on the internal control related to the audit in order to design appropriate audit procedures under the circumstance, but the purpose is not to express an opinion on the effectiveness of the internal control of Chunghwa Group.
3. Assess the appropriateness of the accounting policies adopted by the management; also, the reasonableness of the accounting estimates and related disclosures made.
4. Base on the audit evidence obtained to make conclusions on the suitability of the accounting base for continuing operation base adopted by the management and whether or not the events or circumstances causing significant doubts to the continuing operation ability of Chunghwa Group are with significant uncertainties. If the independent auditor believes that such events or circumstances are with significant uncertainties, it is necessary to remind the users of the consolidated financial statements in the audit report to pay attention to the relevant disclosure or to revise the audit opinion when such disclosures are inappropriate. The conclusion of the independent auditor is based on the audit evidence obtained as of the audit report date. However, future events or circumstances may result in the inability of Chunghwa Group to continue operating.
5. Assess the overall expression, structure, and content of the consolidated financial statements (including the relevant notes) and whether or not the relevant transactions and events in the consolidated financial statements are presented fairly.
6. Obtain sufficient and appropriate audit evidence on the financial information of business entities within the Group in order to express an opinion on the consolidated financial statements. The independent auditor is responsible for guiding, supervising, and implementing the audit of the Group; also, is responsible for forming an opinion on the audit of the Group.

The matters communicated by the independent auditor to the governing unit include the scope and timing of the planned audit, and the significant findings (including the major nonconformities of internal controls identified in the auditing process).

The independent auditor has provided the declaration of independence of the CPA Firm personnel subject to the Code of Ethics to the governing unit; also, it has communicated with the governing unit regarding the relationship and other matters (including the relevant protection measures) that may affect the independence of the independent auditor.

The independent auditor has based on the communications with the governing unit to determine the key audit matters to be performed on the 2022 consolidated financial statements of Chunghwa Group. The independent auditor shall state the key audit matters in the audit report except for the specific matters prohibited by law from being disclosed, or, in rare cases; the independent auditor decides not to have specific matters communicated in the audit report since the negative effect of such disclosure can be reasonably expected to be greater than the increase of public interest.

PricewaterhouseCoopers, Taiwan

March 29, 2023

Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries
Consolidated Balance Sheet
December 31, 2022 and 2021

Unit: NTD thousand

Assets		Additional notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Current assets						
1100	Cash and cash equivalents	6 (1)	\$ 300,614	7	\$ 195,250	5
1140	Contract assets - Current	6 (15)	88	-	-	-
1150	Notes receivable-net	6(3)	132	-	480	-
1170	Net accounts receivable	6(3)	292,676	7	355,923	8
1180	Account receivables-Related Parties-	7				
	net		8,593	-	23,477	1
1200	Other receivable		10,037	-	16,127	-
1220	Current income tax assets		818	-	-	-
130X	Inventory	6 (4)	819,953	18	753,850	17
1410	Prepayments		16,080	-	11,971	-
11XX	Total of Current Assets		1,448,991	32	1,357,078	31
Non-Current assets						
1510	Financial assets that are measured at	6 (2)				
	fair value through profit or					
	loss-non-current		33,317	1	26,726	1
1550	Investments accounted for by the	6 (5)				
	equity method		964,937	21	1,032,860	24
1600	property , plant, and equipment	6 (6)	1,960,581	43	1,866,152	43
1755	Right-of-use assets		3,234	-	2,313	-
1760	Real property for investment- net	6 (7)	10,700	-	10,700	-
1780	Intangible assets		7,533	-	1,803	-
1840	Deferred income tax assets	6 (21)	20,135	-	24,480	-
1900	Other current non-assets	6 (11), 7 and 8	114,716	3	58,649	1
15XX	Total of Non-Current Assets		3,115,153	68	3,023,683	69
1XXX	Total assets		\$ 4,564,144	100	\$ 4,380,761	100

(Continued next page)

Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries
Consolidated Balance Sheet
December 31, 2022 and 2021

Unit: NTD thousand

Liabilities and equity			December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Current liabilities						
2100	Shot-term borrowings	6 (8)	\$ 100,000	2	\$ 150,000	3
2130	Contract liabilities - Current	6 (15)	53,948	1	73,988	2
2150	Payable notes		1,283	-	1,215	-
2170	Accounts payable		143,046	3	77,550	2
2200	Other payable	6 (9) and 7	260,338	6	297,541	7
2230	Current Income Tax Liability		49,980	1	31,047	1
2280	Lease liabilities – Current		2,541	-	1,320	-
2399	Other current liabilities- other		3,047	-	2,509	-
21XX	Total of current liabilities		614,183	13	635,170	15
Non-current liabilities						
2540	Long-term borrowings	6 (10)	500,000	11	600,000	13
2570	Deferred income tax liabilities	6 (21)	256,221	6	250,299	6
2580	Lease liabilities – Non-current		721	-	1,018	-
25XX	Total of non-current liabilities		756,942	17	851,317	19
2XXX	Total liabilities		1,371,125	30	1,486,487	34
Attributable to owners of the parent company						
	Share capital	6 (12)				
3110	Ordinary shares capital		775,600	17	775,600	18
	Capital reserve	6 (13)				
3200	Capital reserve		334,323	7	334,323	8
	Retained earnings	6 (14)				
3310	Legal earnings reserve		273,613	6	226,015	5
3320	Special earnings reserve		183,296	4	183,296	4
3350	Undistributed earnings		1,672,050	37	1,335,088	30
	Other equity					
3400	Other equity		(46,049)	(1)	39,762	1
31XX	Equity attributable to owners of the parent Company		3,192,833	70	2,894,084	66
36XX	non-controlling interests		186	-	190	-
3XXX	Total equity		3,193,019	70	2,894,274	66
	Significant contingent liabilities and unrecognized contractual commitments	9				
	Major post-balance sheet events	11				
3X2X	Total liabilities and equity		\$ 4,564,144	100	\$ 4,380,761	100

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries
Consolidated comprehensive income statements
January 1 to December 31, 2022 and 2021

Unit: NTD thousand
(except EPS in NTD)

	Item	Additional notes	2022		2021	
			Amount	%	Amount	%
4000	Operating revenues	6 (15) and 7	\$ 2,117,144	100	\$ 1,934,702	100
5000	Operating cost	6(4)(20) and 7	(1,155,387)	(55)	(985,314)	(51)
5900	Operating gross profit		961,757	45	949,388	49
	Operating expenses	6 (20) and 7				
6100	Marketing expenses		(162,468)	(8)	(144,667)	(8)
6200	Administrative expenses		(109,313)	(5)	(95,227)	(5)
6300	Research and development expenses		(244,789)	(11)	(252,674)	(13)
6450	Expected gain (loss) on credit impairment	12 (2)	18,345	1	(18,345)	(1)
6000	Total operating expenses		(498,225)	(23)	(510,913)	(27)
6900	Operating profit		463,532	22	438,475	22
	Non-operating revenues and expenses					
7100	Interest income	6 (16)	4,507	-	181	-
7010	Other revenue	6 (17)	9,324	1	18,500	1
7020	Other profits and losses	6 (18)	64,554	3	(6,322)	-
7050	Financial costs	6 (19)	(9,712)	-	(3,321)	-
7060	Shareholding in the affiliated companies and joint ventures under the equity method	6 (5)	51,100	2	50,100	2
7000	Total non-operating revenues and expenses		119,773	6	59,138	3
7900	Earnings before tax		583,305	28	497,613	25
7950	Income tax expense	6 (21)	(117,165)	(6)	(96,563)	(5)
8200	Current period net profit		\$ 466,140	22	\$ 401,050	20

(Continued next page)

Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries
Consolidated comprehensive income statements
January 1 to December 31, 2022 and 2021

Unit: NTD thousand
(except EPS in NTD)

	Item	Additional notes	2022		2021	
			Amount	%	Amount	%
	Other comprehensive income (net)					
	Items not re-classified under profit or loss					
8311	Defined benefit plan revaluation amount and volume	6 (11)	\$ 16,849	1	\$ 1,750	-
8320	The proportion of other comprehensive incomes from associates, and equity joint-ventures accounted for under the equity method – not reclassified as profit and loss		(82,306)	(4)	111,209	6
8349	Income tax related to accounts not being reclassified	6 (21)	(3,370)	-	(350)	-
8310	Total amount of items not reclassified to profit or income		(68,827)	(3)	112,609	6
	Items that may be re-classified subsequently under profit or loss					
8361	Exchange differences arising from translating the financial statements of foreign operations		1,408	-	(507)	-
8370	The proportion of other comprehensive incomes from associates, and equity joint-ventures accounted for under the equity method – may be reclassified as profit and loss.		1,131	-	(868)	-
8360	Total amount of items probably reclassified to profit or loss subsequently		2,539	-	(1,375)	-
8300	Other comprehensive income (net)		(\$ 66,288)	(3)	\$ 111,234	6
8500	Total comprehensive income for the period		\$ 399,852	19	\$ 512,284	26
	Profit attributable to:					
8610	Owners of parent		\$ 465,865	22	\$ 400,778	20
8620	non-controlling interests		\$ 275	-	\$ 272	-
	Total comprehensive income attributable to:					
8710	Owners of parent		\$ 399,577	19	\$ 512,022	26
8720	non-controlling interests		\$ 275	-	\$ 262	-
	Earnings per share	6 (22)				
9750	Base earnings per share		\$ 6.01		\$ 5.17	
9850	Diluted earnings per share		\$ 5.93		\$ 5.12	

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries
Consolidated statement of changes in equity
January 1 to December 31, 2022 and 2021

Unit: NTD thousand

		Attributable to owners of the parent company										
		Capital reserve			Retained earnings			Other equity				
								Exchange differences arising from translating the financial statements of foreign operations	Unrealized gain or loss on financial assets at fair value through other comprehensive profit or loss		non-controlling interests	Total equity
	Additional notes	Ordinary shares capital	Issuance premium	Others	Legal earnings reserve	Special earnings reserve	Undistributed earnings			Total		
<u>2021</u>												

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries
Consolidated cash flow statement
January 1 to December 31, 2022 and 2021

Unit: NTD thousand

	<u>Additional notes</u>	<u>January 1 to December 31, 2022</u>	<u>January 1 to December 31, 2021</u>
<u>Cash flow from operating activities</u>			
Pre-tax profit for the current period		\$ 583,305	\$ 497,613
Adjustments			
Income, expense, and loss			
Depreciation	6 (20)	167,257	130,414
Amortization	6 (20)	1,792	1,579
Expected gain (loss) on credit impairment	12 (2)	(18,345)	18,345
Interest expenses	6 (19)	9,712	3,321
Net profit from financial assets and liabilities at fair value through profit and loss	6 (2) (18)	(9,591)	(3,270)
Interest income	6 (16)	(4,507)	(181)
Shareholding in the affiliated companies and joint ventures under the equity method	6 (5)	(51,100)	(50,100)
Loss on disposal of property, plant and equipment	6 (18)	695	-
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
De-capitalization refunded monies of financial assets at fair value through profit or loss	6 (2)	3,000	9,000
Contract assets - Current		(88)	21
Notes receivable-net		348	(136)
Net accounts receivable		81,592	(58,658)
Accounts receivable-related parties (net)		14,884	18,475
Other receivable		6,090	(6,480)
Inventory		(66,103)	(272,606)
Prepayments		(4,109)	(7,839)
Net defined benefit assets		704	1,057
Net changes in liabilities relating to operating activities			
Contract liabilities - Current		(20,040)	70,331
Payable notes		68	-
Accounts payable		65,496	(18,945)
Other payable		31,884	28,371
Other current liabilities-others		538	199
Net cash provided by operating activities		793,482	360,511
Interest received		4,507	187
Dividends received		37,848	38,977
Interest paid		(10,210)	(3,198)
Income tax paid		(91,848)	(177,298)
Net cash inflow from operating activities		733,779	219,179

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Chunghwa Chemical Synthesis & Biotech Co., Ltd. and its subsidiaries
Consolidated cash flow statement
January 1 to December 31, 2022 and 2021

Unit: NTD thousand

	<u>Additional notes</u>	<u>January 1 to December 31, 2022</u>	<u>January 1 to December 31, 2021</u>
<u>Cash flow from investing activities</u>			
Acquisition of investment under the equity method	6 (5)	\$ -	(\$ 399,961)
Costs of property, plant and equipment acquired	6 (23)	(374,664)	(403,363)
Acquisition of Intangible assets		(1,520)	(2,090)
Decrease in refundable deposits		<u>-</u>	<u>2,664</u>
Net cash outflow from investing activities		(<u>376,184</u>)	(<u>802,750</u>)
<u>Cash flow from financing activities</u>			
Increase (decrease) in Shot-term borrowings	6 (24)	(50,000)	150,000
Proceeds from long-term loan	6 (24)	1,600,000	1,200,000
Re-payments of long-term borrowings	6 (24)	(1,700,000)	(600,000)
Lease principal repayment	6 (24)	(2,211)	(2,712)
Cash dividend distribution	6 (14)	(100,828)	(116,340)
Cash dividends paid by subsidiaries - Changes in non-controlling interests		(<u>279</u>)	(<u>333</u>)
Net cash inflow (outflow) from financing activities		(<u>253,318</u>)	<u>630,615</u>
Effects of exchange rate fluctuation on cash		<u>1,087</u>	(<u>419</u>)
Increase in cash and cash equivalents for the current period		105,364	46,625
Opening balance of cash and cash equivalents		<u>195,250</u>	<u>148,625</u>
Closing balance of cash and cash equivalents		<u>\$ 300,614</u>	<u>\$ 195,250</u>

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Auditor's Report

(2023) Cai-Shen-Bao-Zi No. 22003357

To Chunghwa Chemical Synthesis & Biotech Co., Ltd.,

Audit opinion

We have audited the accompanying proprietary individual balance sheet of Chunghwa Chemical Synthesis & Biotech Co., Ltd. as of December 31, 2022 and 2021 and the related individual statements of income, of changes in shareholders' equity and of cash flows and Notes to individual financial statement (including significant accounting policies) for the years then ended.

In our opinion, the individual financial statements referred to above present fairly, in all material respects, the financial position of Chunghwa Chemical Synthesis & Biotech Co., Ltd. as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in conformity with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers".

Basis of an audit opinion

We conducted our audit in accordance with the "Rules Governing the Examination of Financial Statements by Certified Public Accountants" and auditing standards. Our responsibilities under those standards are further described in the responsibilities of auditors for the audit of the separate financial statements. The personnel of the CPA Firm subject to the independence requirement have acted independently from the business operations of Chunghwa Chemical Synthesis & Biotech Co., Ltd. in accordance with the Code of Ethics and with other responsibilities of the Code of Ethics performed. We believe that our audit provides a reasonable basis for our opinion.

Key Audit Matters

The "key audit matters" means that the independent auditor has used their professional judgment to audit the most important matters on the 2022 individual financial statements of Chunghwa Chemical Synthesis & Biotech Co., Ltd.. The key audit matters have been responded to in the process of auditing the individual financial statements as a whole with an audit opinion formed; therefore, the independent auditor does not express an opinion on these matters separately.

The key audit items of the 2022 individual financial report of Chunghwa Chemical Synthesis & Biotech Co., Ltd. are presented below:

Accounting assessment of inventory valuation

Description of the matter

See Note 4 (11) in the individual financial report for details about the accounting policy on inventory valuation, Note 5 (2) for accounting assessment of inventory valuation and hypothetical uncertainty, and Note 6 (4) for an inventory account description.

Chunghwa Chemical Synthesis & Biotech Ltd. is engaged mainly in the production and sales of active pharmaceutical ingredients. As drug tests grow stricter and drug certificates take longer time to obtain, the risk of inventory loss or obsolescence is higher. Since the inventories involve large amounts of money and large numbers of items that require laborious work by human beings to identify expired or damaged goods, we regard the assessment of allowance to reduce inventory to market as a key audit item.

The responsive auditing process

The corresponding auditing procedures are as follows:

1. Assess the policy for allowing the Company to reduce inventory to market in accordance with our understanding of the Company's operations and the nature of the industry.
2. Conduct sampling tests to see if the basis for market prices of net realized value is consistent with the Company's policy. Randomly check the correctness of the selling prices of individual inventory parts and the way net realized value is calculated.
3. Obtain out-of-date inventory details that are identified by the management, check the related information and verify the account records.

Checking whether the time point of sales income recognition is appropriate

Description of the matter

For the accounting policy on the recognition of income, please refer to Note 4 (25) of the individual financial statement. For information on income accounts, please refer to Note 6 (15) of the individual financial statement. As stated in the accounting policies, the sales revenue is recognized when products are delivered to customers who have discretionary power in channels and prices of products sold and Chunghwa Chemical Synthesis and Biotech has no outstanding performance obligations which may affect customers' acceptance of products. As exports are the main source of income for Chunghwa Chemical Synthesis & Biotech Co., Ltd., the terms of business agreed upon between the Company and its customers are the basis of income assessment. However, such a process often involves a lot of manpower for verification and may lead to inappropriate income recognition time points. Therefore, we regard the sales income recognition time points as a key audit item.

The responsive auditing process

The corresponding auditing procedures are as follows:

1. The Company's internal control on income recognition time points were examined and assessed, while the Company's internal control on sales deadlines was tested to verify the correctness of the income recognition time points.
2. The execution of sales and income over a certain period before and after the time periods covered in the financial report were examined with the packing lists, customer orders and declaration forms in order to confirm that income was recognized at appropriate periods.

The responsibility of the management and management units to the individual financial statements

The management team is responsible for preparing individual financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" to present the Company's financial status in an objective way and for necessary internal controls, ensuring that the statements do not contain any false content due to fraudulence or mistakes.

While preparing the individual financial statements, the management's responsibility also includes assessing the continuing operation of Chunghwa Chemical Synthesis & Biotech Co., Ltd., the disclosure of the relevant matters, and the adoption of the accounting base for continuing operations, unless the management intends to liquidate Chunghwa Chemical Synthesis & Biotech Co., Ltd. or cease business operation, or there is lack of any alternative except for liquidation or suspension.

The governance units (including the Audit Committee) of Chunghwa Chemical Synthesis & Biotech Co., Ltd. are responsible for supervising the financial reporting process.

The responsibilities of the independent auditor to the individual financial statements

The purpose of the independent auditor's auditing of the individual financial statements is to obtain reasonable assurance about whether the individual financial statements are free of material misstatement arising from fraud or errors and with an audit report issued. Reasonable assurance means a high degree of assurance. However, the audit conducted in accordance with auditing standards of the R.O.C. does not guarantee having any material misstatement in the individual financial statements detected. Material misstatement could arise from fraud or errors. If the misstated amount or aggregated amount is reasonably expected to affect the economic decisions made by the users of the individual financial statements, it is considered significant.

We used professional judgment and suspicion during the audit in accordance with the auditing standards of the Republic of China. The independent auditor also performs the following tasks:

1. Identify and evaluate the risk of material misstatement arising from fraud or errors of the individual financial statements; design and implement proper responsive measures to the risk assessed; also, obtain sufficient and adequate audit evidences for forming an audit opinion. The risk of fraud may involve conspiracy, forgery, deliberate omission, false declaration, or violating internal control; therefore, the risk of material misstatement arising from the undetected fraud is higher than that caused by errors.
2. Obtain necessary understanding on the internal control related to the audit in order to design appropriate audit procedures under the circumstance, but the purpose is not to express an opinion on the effectiveness of the internal control of Chunghwa Chemical Synthesis & Biotech Co., Ltd..
3. Assess the appropriateness of the accounting policies adopted by the management; also, the reasonableness of the accounting estimates and related disclosures made.
4. Base on the audit evidence obtained to make conclusions on the suitability of the accounting base for continuing operation base adopted by the management and whether or not the events or circumstances causing significant doubts to the continuing operation ability of Chunghwa Chemical Synthesis & Biotech Co., Ltd. are with significant uncertainties. If the independent auditor believes that such events or circumstances have significant uncertainties, it is necessary to remind the users of the individual financial statements in the audit report to pay attention to the relevant disclosure or to revise the audit opinion when such disclosures are inappropriate. The conclusion of the independent auditor is based on the audit evidence obtained as of the audit report date. However, future events or circumstances may result in the inability of Chunghwa Chemical Synthesis & Biotech Co., Ltd. to continue operating.
5. Assess the overall expression, structure, and content of the individual financial statements (including the relevant notes) and whether or not the relevant transactions and events in the individual financial statements are presented fairly.
6. Obtain sufficient and appropriate audit evidence on the financial information of business entities within the Group in order to express an opinion on the individual financial statements. The independent auditor is responsible for guiding, supervising, and implementing the audit of the business entity; also, it is responsible for forming an opinion on the audit of the individual financial statements.

The matters communicated by the independent auditor to the governing unit include the scope and timing of the planned audit, and the significant findings (including the major nonconformities of internal controls identified in the auditing process).

The independent auditor has provided the declaration of independence of the CPA Firm personnel subject to the Code of Ethics to the governing unit; also, it has communicated with the governing unit regarding the relationship and other matters (including the relevant protection measures) that may affect the independence of the independent auditor.

The independent auditor has based on the communications with the governing unit to determine the key audit matters to be performed on the 2022 individual financial statements of Chunghwa Chemical Synthesis & Biotech Co., Ltd.. The independent auditor shall state the key audit matters in the audit report except for the specific matters prohibited by law from being disclosed, or, in rare cases; the independent auditor decides not to have specific matters communicated in the audit report since the negative effect of such disclosure can be reasonably expected to be greater than the increase of public interest.

PricewaterhouseCoopers, Taiwan

March 29, 2023

Chunghwa Chemical Synthesis & Biotech Co., Ltd.
Individual Balance Sheet
December 31, 2022 and 2021

Unit: NTD thousand

Assets			Additional notes		December 31, 2022		December 31, 2021	
					Amount	%	Amount	%
Current assets								
1100	Cash and cash equivalents	6 (1)	\$	291,758	6	\$	175,073	4
1140	Contract assets - Current	6 (15)		88	-		-	-
1150	Notes receivable-net	6(3)		132	-		480	-
1170	Net accounts receivable	6(3)		67,442	2		92,213	2
1180	Account receivables-Related Parties-	7						
	net			228,050	5		289,204	7
1200	Other receivable	7		12,674	-		19,806	1
130X	Inventory	6 (4)		819,953	18		753,850	17
1410	Prepayments			16,058	-		11,626	-
11XX	Total of Current Assets			1,436,155	31		1,342,252	31
Non-Current assets								
1510	Financial assets that are measured at	6 (2)						
	fair value through profit or							
	loss-non-current			33,317	1		26,726	1
1550	Investments accounted for by the	6 (5)						
	equity method			974,068	21		1,042,149	24
1600	property , plant, and equipment	6 (6)		1,960,513	43		1,866,067	43
1755	Right-of-use assets			1,632	-		1,951	-
1760	Real property for investment- net	6 (7)		10,700	-		10,700	-
1780	Intangible assets			7,533	-		1,803	-
1840	Deferred income tax assets	6 (21)		20,135	1		24,480	-
1990	Other current non-assets- other	6 (11), 7 and 8		114,621	3		58,564	1
15XX	Total of Non-Current Assets			3,122,519	69		3,032,440	69
1XXX	Total assets		\$	4,558,674	100	\$	4,374,692	100

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Chunghwa Chemical Synthesis & Biotech Co., Ltd.
Individual Balance Sheet
December 31, 2022 and 2021

Unit: NTD thousand

Liabilities and equity		Additional notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Current liabilities						
2100	Shot-term borrowings	6 (8)	\$ 100,000	2	\$ 150,000	3
2130	Contract liabilities - Current	6 (15)	51,217	1	71,950	1
2150	Payable notes		1,283	-	1,215	-
2170	Accounts payable		143,046	3	77,550	2
2219	Other payable- other	6 (9)	259,402	6	295,143	7
2230	Current Income Tax Liability		49,980	1	29,981	1
2280	Lease liabilities – Current		1,005	-	943	-
2399	Other current liabilities- other		3,047	-	2,509	-
21XX	Total of current liabilities		608,980	13	629,291	14
Non-current liabilities						
2540	Long-term borrowings	6 (10)	500,000	11	600,000	14
2570	Deferred income tax liabilities	6 (21)	256,221	6	250,299	6
2580	Lease liabilities – Non-current		640	-	1,018	-
25XX	Total of non-current liabilities		756,861	17	851,317	20
2XXX	Total liabilities		1,365,841	30	1,480,608	34
Equity						
	Share capital	6 (12)				
3110	Ordinary shares capital		775,600	17	775,600	18
	Capital reserve	6 (13)				
3200	Capital reserve		334,323	7	334,323	8
	Retained earnings	6 (14)				
3310	Legal earnings reserve		273,613	6	226,015	5
3320	Special earnings reserve		183,296	4	183,296	4
3350	Undistributed earnings		1,672,050	37	1,335,088	30
	Other equity					
3400	Other equity		(46,049)	(1)	39,762	1
3XXX	Total equity		3,192,833	70	2,894,084	66
Significant contingent liabilities and 7 and 9 unrecognized contractual commitments						
Major post-balance sheet events		11				
3X2X	Total liabilities and equity		\$ 4,558,674	100	\$ 4,374,692	100

Please refer to the notes enclosed in the individual financial reports that are an integral part of the individual financial statements.

Chunghwa Chemical Synthesis & Biotech Co., Ltd.
Individual comprehensive income statements
January 1 to December 31, 2022 and 2021

Unit: NTD thousand
(except EPS in NTD)

	Item	Additional notes	2022		2021	
			Amount	%	Amount	%
4000	Operating revenues	6 (15) and 7	\$ 2,065,195	100	\$ 1,896,625	100
5000	Operating cost	6(4)(20) and 7	(1,138,923)	(55)	(980,544)	(52)
5900	Operating gross profit		926,272	45	916,081	48
	Operating expenses	6 (20) and 7				
6100	Marketing expenses		(148,728)	(7)	(132,821)	(7)
6200	Administrative expenses		(109,313)	(6)	(95,227)	(5)
6300	Research and development expenses		(245,487)	(12)	(252,864)	(13)
6450	Expected gain (loss) on credit impairment	12 (2)	18,345	1	(18,345)	(1)
6000	Total operating expenses		(485,183)	(24)	(499,257)	(26)
6900	Operating profit		441,089	21	416,824	22
	Non-operating revenues and expenses					
7100	Interest income	6 (16)	4,507	-	181	-
7010	Other revenue	6(17) and 7	12,492	1	20,448	1
7020	Other profits and losses	6 (18)	64,679	3	(6,322)	-
7050	Financial costs	6 (19)	(9,697)	-	(3,311)	-
7070	Share of profit of subsidiaries, associates and joint ventures accounted for under equity method	6 (5)	64,565	3	63,408	3
7000	Total non-operating revenues and expenses		136,546	7	74,404	4
7900	Earnings before tax		577,635	28	491,228	26
7950	Income tax expense	6 (21)	(111,770)	(6)	(90,450)	(5)
8200	Current period net profit		<u>\$ 465,865</u>	<u>22</u>	<u>\$ 400,778</u>	<u>21</u>
	Other comprehensive income (net)					
	Items not re-classified under profit or loss					
8311	Defined benefit plan revaluation amount and volume	6 (11)	\$ 16,849	1	\$ 1,750	-
8330	The proportion of other comprehensive incomes from subsidiaries, associates, and equity joint-ventures accounted for under the equity method – not reclassified as profit and loss		(82,306)	(4)	111,209	6
8349	Income tax related to accounts not being reclassified	6 (21)	(3,370)	-	(350)	-
8310	Total amount of items not reclassified to profit or income		(68,827)	(3)	112,609	6
	Items that may be re-classified subsequently under profit or loss					
8361	Exchange differences arising from translating the financial statements of foreign operations		1,408	-	(497)	-
8380	The proportion of other comprehensive incomes from subsidiaries, associates, and equity joint-ventures accounted for under the equity method – may be reclassified as profit and loss		1,131	-	(868)	-
8360	Total amount of items probably reclassified to profit or loss subsequently		2,539	-	(1,365)	-
8300	Other comprehensive income (net)		<u>(\$ 66,288)</u>	<u>(3)</u>	<u>\$ 111,244</u>	<u>6</u>
8500	Total comprehensive income for the period		<u>\$ 399,577</u>	<u>19</u>	<u>\$ 512,022</u>	<u>27</u>
	Earnings per share	6 (22)				
9750	Base earnings per share		\$ 6.01		\$ 5.17	
9850	Diluted earnings per share		\$ 5.93		\$ 5.12	

Please refer to the notes enclosed in the individual financial reports that are an integral part of the individual financial statements.

Chunghwa Chemical Synthesis & Biotech Co., Ltd.
Individual statement of changes in equity
January 1 to December 31, 2022 and 2021

Unit: NTD thousand

	Additional notes	Capital reserve			Retained earnings			Other equity		Total equity
		Ordinary shares capital	Issuance premium	Others	Legal earnings reserve	Special earnings reserve	Undistributed earnings	Exchange differences arising from translating the financial statements of foreign operations	Unrealized valuation gains or losses on financial assets measured at fair value through other comprehensiv e income	
<u>2021</u>										
Balance at January 1, 2021		\$ 775,600	\$ 333,746	\$ 577	\$ 171,229	\$ 183,296	\$ 1,030,235	(\$ 2,667)	\$ 6,386	\$ 2,498,402
Current period net profit		-	-	-	-	-	400,778	-	-	400,778
Current other comprehensive income		-	-	-	-	-	4,412	(1,365)	108,197	111,244
Total comprehensive income for the period		-	-	-	-	-	405,190	(1,365)	108,197	512,022
The 2020 appropriation and distribution of earnings:	6 (14)									
Legal earnings reserve		-	-	-	54,786	-	(54,786)	-	-	-
Cash dividend		-	-	-	-	-	(116,340)	-	-	(116,340)
The reinvested company(ies) disposed of equity instruments measured at the fair value through other comprehensive profits and losses		-	-	-	-	-	70,789	-	(70,789)	-
Balance at December 31, 2021		\$ 775,600	\$ 333,746	\$ 577	\$ 226,015	\$ 183,296	\$ 1,335,088	(\$ 4,032)	\$ 43,794	\$ 2,894,084
<u>2022</u>										
Balance at January 1, 2022		\$ 775,600	\$ 333,746	\$ 577	\$ 226,015	\$ 183,296	\$ 1,335,088	(\$ 4,032)	\$ 43,794	\$ 2,894,084
Current period net profit		-	-	-	-	-	465,865	-	-	465,865
Current other comprehensive income		-	-	-	-	-	15,082	2,539	(83,909)	(66,288)
Total comprehensive income for the period		-	-	-	-	-	480,947	2,539	(83,909)	399,577
The 2021 appropriation and distribution of earnings:	6 (14)									
Legal earnings reserve		-	-	-	47,598	-	(47,598)	-	-	-
Cash dividend		-	-	-	-	-	(100,828)	-	-	(100,828)
The reinvested company(ies) disposed of equity instruments measured at the fair value through other comprehensive profits and losses		-	-	-	-	-	4,441	-	(4,441)	-
Balance at December 31, 2022		\$ 775,600	\$ 333,746	\$ 577	\$ 273,613	\$ 183,296	\$ 1,672,050	(\$ 1,493)	\$ 44,556	\$ 3,192,833

Please refer to the notes enclosed in the individual financial reports that are an integral part of the individual financial statements.

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Individual Cash Flow Statement

January 1 to December 31, 2022 and 2021

Unit: NTD thousand

	<u>Additional notes</u>	<u>January 1 to December 31, 2022</u>	<u>January 1 to December 31, 2021</u>
<u>Cash flow from operating activities</u>			
Pre-tax profit for the current period		\$ 577,635	\$ 491,228
Adjustments			
Income, expense, and loss			
Depreciation	6 (20)	166,063	129,286
Amortization	6 (20)	1,792	1,579
Expected gain (loss) on credit impairment	12 (2)	(18,345)	18,345
Interest expenses	6 (19)	9,697	3,311
Net profit from financial assets and liabilities at fair value through profit and loss	6 (2) (18)	(9,591)	(3,270)
Interest income	6 (16)	(4,507)	(181)
The profit or loss in the subsidiary, affiliated company and joint ventures recognized under the equity method	6 (5)		
Loss on disposal of property, plant and equipment	6 (18)	(64,565)	(63,408)
Changes in assets/liabilities relating to operating activities		695	-
Net changes in assets relating to operating activities			
De-capitalization refunded monies of financial assets at fair value through profit or loss	6 (2)	3,000	9,000
Contract assets		(88)	21
Notes receivable-net		348	(136)
Net accounts receivable		43,116	(47,145)
Account receivables-Related Parties- net		61,154	(2,509)
Other receivable		7,132	(7,100)
Inventory		(66,103)	(272,606)
Prepayments		(4,432)	(7,494)
Net defined benefit assets		704	1,057
Net changes in liabilities relating to operating activities			
Contract liabilities - Current		(20,733)	68,888
Payable notes		68	-
Accounts payable		65,496	(18,945)
Other payable		32,854	27,424
Other current liabilities-others		538	211
Net cash provided by operating activities		781,928	327,556
Interest received		4,507	187
Dividends received		52,879	55,271
Interest paid		(9,701)	(3,188)
Income tax paid		(84,874)	(172,228)
Net cash inflow from operating activities		744,739	207,598
<u>Cash flow from investing activities</u>			
Acquisition of investment under the equity method	6 (5)	-	(399,961)
Costs of property, plant and equipment acquired	6 (23)	(374,664)	(403,363)
Acquisition of Intangible assets		(1,520)	(2,090)
Decrease in refundable deposits		-	2,664
Net cash outflow from investing activities		(376,184)	(802,750)
<u>Cash flow from financing activities</u>			
Increase (decrease) in Short-term borrowings	6 (24)	(50,000)	150,000
Proceeds from long-term loan	6 (24)	1,600,000	1,200,000
Re-payments of long-term borrowings	6 (24)	(1,700,000)	(600,000)
Lease principal repayment	6 (24)	(1,042)	(1,586)
Cash dividend distribution	6 (14)	(100,828)	(116,340)
Net cash inflow (outflow) from financing activities		(251,870)	632,074
Increase in cash and cash equivalents for the current period		116,685	36,922
Opening balance of cash and cash equivalents		175,073	138,151
Closing balance of cash and cash equivalents		\$ 291,758	\$ 175,073

Please refer to the notes enclosed in the individual financial reports that are an integral part of the individual financial statements.

Appendix IV

Chunghwa Chemical Synthesis & Biotech Co., Ltd. Statement of Retained Earnings 2022

Unit: NTD

Item	Amount
Opening undistributed earnings	1,186,661,832
Add: Retained earnings adjusted in 2022	19,522,839
Unappropriated adjusted earnings	1,206,184,671
Add: After-tax net profit in 2022	465,865,390
Less: Statutory earnings reserve	(48,538,823)
Less: Provision for special reserves (Note 1)	(46,048,724)
Earnings to be allocated	1,577,462,514
Less: Shareholder bonus (cash dividend of NTD 1.3 per share) (Note 2)	(100,828,000)
Closing undistributed earnings	1,476,634,514
Note 1: In accordance with paragraph 1, Article 41 of the Securities and Exchange Act and the letter of the Financial Supervisory Commission referenced Jin-Guan-Zheng-Fa-Zi No. 1090150022, a special reserve of the same amount shall be set aside from the net profit after tax of the current period for the net amount of other equity deductions incurred in the current year. Note 2: Cash dividends were distributed based on the percentage of shares held by shareholders on the record date. They were rounded to the dollar. Fractions less than one dollar were adjusted based on decimal points and shareholder account numbers from big to small and from front to rear until the total number matched with the cash dividends distributed.	

Appendix V

Chunghwa Chemical Synthesis & Biotech Co., Ltd. Rules of Procedure for Shareholders Meetings The provisions before and after amendment

After amendment	Current existing clauses	Reason
Article 3: Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors. <u>Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u> The Company shall enter the shareholders' meeting notice, the form of power of attorney, matters to be ratified and discussed, director appointments or dismissals, and related descriptions into the electronic files, and upload them to the Market Observation Post System 30 days before the annual shareholders' meeting or 15 days before the ad hoc shareholder meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. <u>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services	Article 3: Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors. The Company shall enter the shareholders' meeting notice, the form of power of attorney, matters to be ratified and discussed, director appointments or dismissals, and related descriptions into the electronic files, and upload them to the Market Observation Post System 30 days before the annual shareholders' meeting or 15 days before the ad hoc shareholder meeting. Also, the <i>Annual Meeting Handbook</i> and the supplementary information are compiled into electronic files and uploaded to the MOPS twenty days prior to the Annual Meeting of Shareholders or fifteen days prior to the extraordinary meeting of shareholders. Physical copies of the shareholder meeting manual and supplementary information also need to be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents shall be placed within the Company's premises and at the share administration agency, and distributed on-site during the shareholder meeting.(omitted)	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.

After amendment	Current existing clauses	Reason
agent designated thereby. <u>This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u> <u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u> <u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> <u>3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> (omitted)		
Article 4: For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. (omitted) <u>If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u>	Article 4: For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. (omitted)	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.
Article 5: 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 begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u>	Article 5: 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 begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.
Article 6: The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, <u>solicitors and proxies</u> (collectively "shareholders") will be	Article 6: The Company shall have the admission time, admission place, and other related matters set forth in the notice of meeting. The shareholders' meeting admission	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced

After amendment	Current existing clauses	Reason
accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u> Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. <u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u> <u>In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and</u>	time referred to above should be at least thirty minutes before the meeting in session; it should be clearly indicated at the admission place and with the adequate and qualified personnel to handle it. <u>The shareholders or their representatives (hereinafter referred to as the "shareholders") shall attend the shareholders' meeting with the evidence of the attendance card, attendance register, or other attendance documents.</u> The Company may not demand the attending shareholders to present any additional identification documents; the proxy solicitors should bring proof of identity with them for examination. The Company should have the attendance registry ready for the signature of the attending shareholders or the shareholder's representative <u>(hereinafter referred to as the Shareholders)</u>, or the attending shareholders may have the signature card submitted as an alternative to the signature. The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.	Tai-Zheng-Zhi-Li-Zi No. 1110004250.

After amendment	Current existing clauses	Reason
<u>other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u>		
<u>Article 6-1:</u> <u>To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:</u> 1. <u>How shareholders attend the virtual meeting and exercise their rights.</u> 2. <u>Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> <u>A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u> <u>B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u> <u>C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u>	New addition	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.

After amendment	Current existing clauses	Reason
3. <u>To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u>		
Article 8: The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation. <u>Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u> <u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u>	Article 8: The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.
Article 9: Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chairman should announce the commencement of the meeting as soon as it is due. However, if the attendees represented less than half of all outstanding shares, the meeting chairman may announce to postpone the meeting up to two times, for a period	Article 9: Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares represented during the meeting is calculated based on the amount registered in the attendance log or the attendance cards collected, plus the amount of shares whose voting rights are exercised through proxy forms or electronic methods. The chairman should announce the commencement of the meeting as soon as it is due. However, if the attendees represented less than half of all outstanding shares, the meeting chairman may announce to postpone the meeting up to two times, for a period	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.

After amendment	Current existing clauses	Reason
totaling no more than one hour. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u> 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; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, <u>shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.</u> When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.	totaling no more than one hour. The Chairman may announce the meeting is adjourned if there remain insufficient shareholders who represent two thirds of shareholding to attend the meeting after two meetings postponed. If the shareholdings of the attending shareholders are not more than half of the total number of shares issued after two postponements but more than one third of the total number of shares issued, a pseudo-resolution can be resolved in accordance with Article 175 Paragraph 1 of the Company Act; also, shareholders should be informed regarding the pseudo-resolution with another meeting of shareholders to be convened within one month. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.	
Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.(omitted) <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the</u>	Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.(omitted)	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.

After amendment	Current existing clauses	Reason
<u>regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u> Article 13: Shareholders are entitled to one balloting right per share except for those restricted without any voting right granted or those without any voting according to Article 179 Paragraph 2 of the Company Act.(omitted) After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or <u>online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, at least before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.(omitted) <u>When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting. In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u> <u>When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days</u>	Article 13: Shareholders are entitled to one balloting right per share except for those restricted without any voting right granted or those without any voting according to Article 179 Paragraph 2 of the Company Act.(omitted) After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, at least before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.(omitted)	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.

After amendment	Current existing clauses	Reason
<u>before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u> <u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u>		
Article 15: Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. (omitted) <u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u> <u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online</u>	Article 15: Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. (omitted)	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.
Article 16: On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the	Article 16: The Company must have the statistics of the number of shares by soliciting and by proxy prepared in the prescribed format and has it disclosed openly at the meeting venue on the meeting date.	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced

After amendment	Current existing clauses	Reason
number of shares represented by proxies and the number of shares represented by <u>shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting. During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u> If the resolutions reached in the shareholders' meetings involving material information regulated by law and regulations and the Taiwan Stock Exchange Corporation (ROC GTSM), the Company shall within the prescribed time have the material information uploaded to the MOPS.	If the resolutions reached in the shareholders' meetings involving material information regulated by law and regulations and the Taiwan Stock Exchange Corporation (ROC GTSM), the Company shall within the prescribed time have the material information uploaded to the MOPS.	Tai-Zheng-Zhi-Li-Zi No. 1110004250.
<u>Article 19:</u> <u>In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u>	New addition	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.
<u>Article 20:</u> <u>When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u>	New addition	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.
<u>Article 21:</u> <u>In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u>	New addition	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No.

After amendment	Current existing clauses	Reason
<u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u> <u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u> <u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.</u> <u>When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets</u>		1110004250.

After amendment	Current existing clauses	Reason
<u>the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u> <u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u> <u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u>		
<u>Article 22:</u> <u>When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u>	New addition	Relevant contents are revised in compliance with the reference example for the "Rules of Procedure for Shareholders' Meetings of ○ Co., Ltd." in the letter of the TWSE referenced Tai-Zheng-Zhi-Li-Zi No. 1110004250.
<u>Article 23:</u> These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.	<u>Article 19:</u> These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.	In conjunction with this update, the order of the articles will be adjusted.

Appendix VI

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Information on Intended Private Placement for Issuance of Common Stock Shares or Domestic Convertible Corporate Bonds (Including Secured or Unsecured Convertible Corporate Bonds):

- I. To enrich the operating capital, pay off debts borne by the Company, or for other demands for funds to support future developments of the Company, the Company intends to introduce strategic funds raised by investors through private placement reflective of the market situation and the needs of the Company for issuance either common stock shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) or common stock shares in combination with domestic convertible corporate bonds separately or concurrently. The actual number of shares to be issued or convertible is to be decided by the Board of Directors as authorized through the shareholders' meeting depending on the situation on the capital market and may not exceed 20% (that is, 15,512,000 shares) of the total number of outstanding shares.
- II. Clarifications are provided below as required by Article 43-6 Paragraph 6 of the Securities and Exchange Act:
 - (I) Basis for and legitimacy of pricing:
 1. The price per share of private placement common stock may not be below 80% of the reference price. The reference price is the higher of those calculated according to the two criteria below:
 - (1) The price obtained with the simple arithmetic mean of the closing prices of the one, three, or five business days prior to the pricing date from which the free allotment ex-right and cash dividend subtracted and capital decrease reverse ex-right added back up.
 - (2) The price obtained with the simple arithmetic mean of the closing prices of the thirty business days prior to the pricing date from which the free allotment ex-right and cash dividend subtracted and capital decrease reverse ex-right added back up.
 2. Private convertible corporate bonds:
 - (1) Denomination: NT\$100,000 or its multiples.
 - (2) Issuance period: not more than seven years from the issuance date.
 - (3) Coupon interest rate: tentatively set at 0% annual interest rate.
 - (4) The issue price of private placement convertible corporate bonds may not be below 80% of the theoretical price. The theoretical price will be determined with the valuation model selected that covers and takes into consideration at the same time various rights included in the issuance criteria. The conversion price was determined by calculating the simple arithmetic average of the closing price of the common stock for one, three or five business days prior to the price determination date, less the ex-rights and dividends of stock dividends, and adding back the anti-ex-rights of the capital reduction, or the simple arithmetic average of the closing price of the common stock for 30 business days prior to the price determination date, less the ex-rights and dividends of stock dividends, and adding back the anti-ex-rights of the capital reduction. It shall be the higher of the two calculations and the price shall not be less than 80% of the reference price.
 3. It is proposed to request the shareholders' meeting to authorize the board of directors to decide, based on the future situation of specific persons and market conditions, the actual pricing date and actual private placement price (including the conversion price of private-placement convertible corporate bonds) within the range of no less than the percentage by the resolution of the shareholders' meeting. The private placement price (including the conversion price of private placement convertible corporate bonds) is determined according to the laws and regulations set by the competent authority, with

reference to the reference price or theoretical price mentioned above in addition to the “three-year transfer restriction” for private placement securities under the Securities and Exchange Act; as such, the price set shall be reasonable.

(II) Choice of specific persons: Specific persons are limited to strategic investors meeting the eligibility criteria specified under Article 43-6 Paragraph 1 of the Securities and Exchange Act, capable of helping the Company improve its technologies, quality, bring down the cost, boost efficiency, maximize market share, enhance corporate governance, and strengthen risk management, and approving the management philosophy of the Company. Approaching strategic investors meeting the foregoing criteria is meant to meet, required for, and expected to render benefits in terms of the Company’s long-term development needs. It is intended to help the Company fulfill the foregoing benefits taking advantage of the experience, knowledge, technical background, distribution channels, or deployment of the said strategic investors. No specific persons have been approached by the Company so far. It is intended to authorize the Board of Directors through the shareholders’ meeting to take care of approaching specific persons.

(III) Rationale for organizing private placements:

1. Why no public offering? In light of the situation on the capital market, time-efficiency, feasibility, and issue cost of capital raising, and the actual needs for introducing strategic investors, the requirement that private placement securities may not be transferred freely within three years helps ensure the long-term partnership between the Company and its strategic investors; as such, securities are issued not through public offering but through private placement.
2. Private placement limit: Not to exceed 15,512,000 common stock shares.
3. Use of funds from private placement and expected benefits: Depending on the market condition and situation of specific persons, the Company will handle the private placement once or in several times (no more than three times), and the funds raised by each private placement are expected to be used to replenish the working capital, repay the Company's debt or meet other capital needs for the Company's future development. Each private placement is expected to reinforce the competitive advantages of the Company, improve the operating efficacy, and strengthen the financial structure and hence helps with the shareholders’ equity positively.

III. Major details of the current plan to issue common stock shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) through private placement include the actual issue price, number of shares, issuance criteria, value of private placement, capital increase base date, action items, expected progress, and expected possible benefits, among others, as well as all the other matters and mechanisms concerning the issuance plan are intended to be placed at the discretion of the Board of Directors as authorized through the shareholders’ meeting, too. The Board of Directors may adjust, define, and manage them reflective of the situation on the market and may also revise or change them as instructed by the competent authority or based on the operational evaluation or in response to the objective environment as needed.

IV. The rights and obligations associated with the current private placement common stock shares are identical to those of outstanding common stock shares of the Company. Applicable restrictions for securities in the current private placement shall be based on Article 43-8 of the Securities and Exchange Act and clarifying letters of applicable laws and regulations from the competent authority.

V. To facilitate the current placement of securities, it is intended to authorize the Chairman or his/her designee through the shareholders’ meeting to negotiate, finalize, and enter into all contracts and documents concerning the current private placement and take care of all the matters required for the current private placement on behalf of the Company. For matters not specified above, the Chairman is authorized to handle them at his/her own discretion as required by law.

Appendix VII

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

- Article 1: The Company is named Chunghwa Chemical Synthesis & Biotech Co., Ltd. in accordance with the Company Act.
- Article 2: The business activities of the Company are as follows:
1. C802041 Manufacture of Drugs and Medicines
 2. F108021 Wholesale of Western Pharmaceutical
 3. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: When the Company becomes a shareholder with limited responsibility of another company, the total amount to be invested may not be subject to the restriction of Article 13 of the Company Act, which states that such an amount may not exceed 40% of the paid-in capital.
- Article 4: The Company is located in New Taipei City. If necessary, it may establish branches and plants in different regions domestically or overseas. Establishment and revocation of such facilities is decided by the Board of Directors.
- Article 5: Public announcements of the Company shall be duly made in accordance with Article 28 of The Company Act.

Chapter 2 Share capital

- Article 6: The capital of this Company is NTD 1.6 billion, and divided into 160 million shares of NTD 10 per share. NTD 120 million is divided into 12 million shares for the issuance of employee stock options. The Board of Directors is authorized to issue the unissued shares (including those for issuance of employee stock options) in batches depending on company operational needs.
- Article 7: The Company's share certificates are in registered forms in all cases, duly signed or affixed with the seal by the director representing the Company and are duly issued after being duly certified by the bank which is entitled to certify share certificates for issuance. The Company is, as well, entitled to issue shares without printing share certificates or to print share certificates in combination for the aggregate total in each issuance and to request a centralized custody institution for registration and custody of the share certificates.
- Article 8: The Company will offer shareholder services in accordance with related laws and regulations mandated by the securities authority.
- Article 9: Within 60 days prior to each shareholders' annual meeting, 30 days before each ad hoc shareholder meeting, or 5 days before the Company decides the base date for dividend and bonus distribution or other profit, share transfer registration will be suspended.

Chapter Three Shareholders Meetings

- Article 10: The shareholder meetings of the Company are of two types, one is the shareholders' annual meeting, and the other is the ad-hoc shareholder meeting.
- A. The annual shareholder meeting is convened by the Board of Directors within six months after the fiscal year ends.
 - B. The ad-hoc meeting may be convened according to laws when necessary.
- Article 11: Shareholders shall be notified within 30 days before the shareholders' annual meeting and 15 days before the ad-hoc shareholder meeting.

- Article 11-1: The Company's shareholders' meetings may take place in the form of video conferencing or in any other way announced by the Ministry of Economic Affairs.
- Article 12: Except otherwise regulated by The Company Act, a shareholders meeting resolution is passed when more than half of all outstanding shares are represented in the meeting, and is approved by more than half of all voting rights represented during the meeting.
Shareholders have one vote for each share, but shareholders specified under Article 179 of the Company Act do not.
- Article 13: Whenever the Company has a plan to cancel the public offering, it shall submit the decision duly resolved in the shareholders' meeting. Further, this Article shall not be changed during emerging stocks and the period of being listed on Taiwan Stock Exchange Corporation (TWSE) and/or Taipei Exchange (TPEX).
- Article 14: A shareholder who is unable to attend the shareholders' meeting may delegate an agent to attend, but need to provide a power of attorney printed by the Company specifying the nature of authority and carrying the signature or personal seal of the shareholder within five days before the meeting. One shareholder may issue one power of attorney and delegate one agent only. Except for the trust enterprise or the securities brokerages approved by the securities competent authorities, the balloting rights of the representative who is commissioned by two or more shareholders shall not exceed 3% of the balloting rights representing the total outstanding shares and the portion in excess does not count. When the power of attorney is repeated, the first one delivered shall prevail unless it was revoked.
For shareholders' meetings called for by the Company, "electronically" will be included as a way to cast a vote and how it is exercised shall be specified in the Shareholders' Meeting Notice.
- Article 15: Shareholders meetings that are convened by the Board of Directors shall be chaired by the Chairmen. If the Chairman is unable to perform his/her duties due to leave of absence or any reasons, the Chairman may appoint one of the directors to act on behalf. If no one is appointed, the remaining directors will appoint one among themselves to perform the Chairman's duties on behalf.
When the shareholders' meeting is convened by a convener outside the Board of Directors, the chairperson shall be the convener. If there are more than two conveners, one of them shall be the representative.
- Article 16: The resolutions reached in the shareholders' meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The meeting minutes may be produced and distributed in electronic form.
The minute of the meeting as described above may be distributed through public announcement.
- Chapter 4 The Board of Directors and Functional Committees
- Article 17: The Company's Board of Directors have five to nine members. A candidate nomination system has been adopted for director election. The shareholders can elect the directors from the candidate list. A director shall serve a term of three years and may continue if re-elected. When the term of directors expires and the re-election cannot be conducted in time, the term is extended until the re-election is conducted. The total inscribed shares held by the directors may not be less than the percentage required by the securities authority.

The above-mentioned number of directors shall include at least three independent directors and may not be less than one fifth of the total director seats. The profession requirements, restrictions on shareholding and part-time work of independent directors, the definition of independence, nomination, and other requirements to follow are determined in accordance with related laws and regulations.

Article 18: An audit committee composed of all the independent directors has been formed. The number of members of the audit committee may not be less than three. One of them shall be the convener and at least one of them shall be a professional in accounting or finance.

Article 19: The Company shall create a remuneration committee as well as other functional committees. The guidelines for each committee are formulated by the Board of Directors.

Article 20: The Board of Directors is authorized to determine the remuneration for the chairperson, independent directors and directors according to the extent of their participation, contribution to the operation of the Company, and the standards normally adopted by the industry.

Article 21: The Company is entitled to, during the directors' tenure of office, purchase liability insurance for all directors to cover their responsibility for indemnity for the responsibility they are supposed to assume within the scope of their performance of duty.

The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has insured or renewed for directors, at the next board meeting.

Article 22: The responsibilities of the Board of Directors are as below:

1. Convening shareholders' meetings to make resolutions on related matters;
2. Reviewing business guidelines, research design, production plans and work in progress;
3. Reviewing and ratifying important revisions and curtailment of regulations;
4. Reviewing and ratifying budgets and final accounts, business reports and surplus allocation proposals;
5. Reviewing and ratifying revisions and annulling important contracts;
6. Approving the establishment, personnel increase and decrease, and changes of branch operations;
7. Deciding on important personnel appointments, dismissals and transfers, and approving personnel retirement and pension guidelines;
8. Approving proposals on capital increase or decrease and investment and cooperative projects;
9. Deciding on matters suggested by the chairperson;
10. Reviewing matters proposed by the president;
11. Other responsibilities conferred by law or shareholders.

Article 23: The chairperson shall be elected from the directors at the meeting of the Board of Directors attended by at least two thirds of the directors and with the approval of the majority of the attending directors. The chairperson represents the Company to be in charge of all business operations.

Article 24: The chairperson shall be the chair and convener of the Board of Directors and represent the Company in external matters. When on leave or unable to execute the duties, the chairperson shall designate a director as a representative. If the

chairperson fails to designate anyone, the directors shall elect one director among them to be the representative.

A director who is unable to attend the meeting of the Board of Directors may issue a power of attorney indicating the nature of authority to another director as a representative. The representative may accept the delegation of one director only.

Article 25: A notice of the meeting of the Board of Directors shall set out the reasons for convening and be issued to all directors within seven days prior to the meeting, except in cases of emergency. The meeting notices may be issued in writing or through email or fax.

Article 26: Unless otherwise stated in the Company Act, resolutions made by the Board of Directors require the attendance of the majority of the directors and approval by the majority of the attending directors.

Chapter 5 Employees

Article 27: The Company may have managers. Their appointment, dismissal and remuneration shall be conducted in accordance with Article 29 of the Company Act.

Article 28: The president shall follow the instructions of the chairperson and act according to the authority conferred by the Board of Directors to manage all the operations of the Company with the assistance of the vice president.

Article 29: The Company may hire several lawyers, accountants and consultants, and they shall be appointed by the Board of Directors.

Article 30: The Board of Directors of the Company will set an administrative procedure and plant administrative regulations.

Chapter 6 Surplus Distribution

Article 31: The Company shall recognize Jan. 1 to Dec. 31 as the fiscal year period. The Board of Directors shall prepare the following reports and statements at each fiscal year end and present it for ratification in the annual shareholders' meeting:

1. Business report;
2. Financial statements; and
3. Proposal for allocation of profits or compensation of losses.

Article 32: If there is profit at the end of a fiscal year, the Company shall allocate 1% to 15% of the profit as employee remuneration and no more than 3% as directors' remuneration. However, in case of the accumulated losses, certain profits shall first be reserved to cover them.

The distribution of the employee remuneration described above may include the employees of affiliates that meet certain conditions and the conditions set out by the Board of Directors.

Article 32-1: The industrial environment of the Company is changing and its corporate life cycle is in a stage of steady growth. Considering the Company's need for capital in the future, long-term financial planning, and cash inflow for shareholders, the Company shall distribute the earnings surplus (if any) every year in the following order:

1. Pay the taxes according to law.
2. Offset losses of previous years.
3. Appropriate 10% to be the statutory surplus reserve.
4. Appropriate certain percentages to be the special reserve as required by law.

5. If there are funds left, a portion may be retained for awarding bonuses to the shareholders, along with the accumulated undistributed earnings from the preceding year, if business conditions permit. Cash dividends may not be less than 50% of the shareholder bonus, but stock dividends can be issued instead if the cash dividend per share is less than NTD 0.1.

Chapter 7 Supplementary Provisions

Article 33: Matters that this charter fails to cover shall be conducted according to the Company Act and related laws and regulations.

Article 34: Established on Oct. 12, 1963, this charter was amended the first time on Mar. 1, 1964, the second time on Apr. 11, 1965, the third time on Apr. 11, 1967, the fourth time on June 29, 1968, the fifth time on May 10, 1969, the sixth time on Sept. 15, 1975, the seventh time on Apr. 29, 1976, the eighth time on Apr. 23, 1977, the ninth time on Oct. 7, 1978, the tenth time on May 19, 1981, the 11th time on Dec. 26, 1981, the 12th time on May 29, 1982, the 13th time on Apr. 23, 1983, the 14th time on May 28, 1986, the 15th time on May 9, 1987, the 16th time on Apr. 30, 1988, the 17th time on Apr. 29, 1989, the 18th time on May 12, 1990, the 19th time on May 4, 1991, the 20th time on Apr. 11, 1992, the 21st time on May 29, 1993, the 22nd time on May 28, 1994, the 23rd time on June 7, 1996, the 24th time on June 30, 1997, the 25th time on May 12, 1998, the 26th time on June 29, 1999, the 27th time on June 26, 2002, the 28th time on June 20, 2003, the 29th time on June 18, 2004, the 30th time on June 24, 2005, the 31st time on June 16, 2006, the 32nd time on June 28, 2007, the 33rd time on June 19, 2009, the 34th time on June 8, 2010, the 35th time on June 20, 2012, the 36th time on June 19, 2013, the 37th time on June 18, 2015, the 38th time on May 31, 2016, the 39th time on July 1, 2021, and the 40th time on May 25, 2022 the rest of the articles came into force after they were approved during the shareholders' meetings.

Appendix VIII

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Rules of Procedure for Shareholders Meetings (before amendment)

- Article 1: For the purpose of establishing the Company's shareholder's meeting governance system, developing monitoring functions, and enhancing the management mechanism, the Rules are stipulated in accordance with Article 5 of the Company's "Corporate Governance Best-Practice Principles" for compliance.
- Article 2: The Company's "Shareholders Meeting Rules' Meetings," unless otherwise provided by the law and regulations or Articles of Incorporation, should be processed in accordance with the Rules.
- Article 3: The Company's shareholders' meetings, unless otherwise provided by the law and regulations, should be convened by the Board of Directors.
- The Company shall enter the shareholders' meeting notice, the form of power of attorney, matters to be ratified and discussed, director appointments or dismissals, and related descriptions into the electronic files, and upload them to the Market Observation Post System 30 days before the annual shareholders' meeting or 15 days before the ad hoc shareholder meeting. Also, the Annual Meeting Handbook and the supplementary information are compiled into electronic files and uploaded to the MOPS twenty days prior to the Annual Meeting of Shareholders or fifteen days prior to the extraordinary meeting of shareholders. Physical copies of the shareholder meeting manual and supplementary information also need to be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents shall be placed within the Company's premises and at the share administration agency, and distributed on-site during the shareholder meeting.
- The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
- Such act(s) as to elect or discharge a director, amend the Articles of Incorporation, reduce capital, apply for discontinuity from public offering, permit for director prohibition of business strife, turn earnings into capital increase, turn the reserve into capital increase, dissolve the Company, merger or demerger, or any affairs set forth under all Subparagraphs of Paragraph 1, Article 185 of the Company Act, affairs set forth under Article 26-1, Article 43-6 of Securities and Exchange Act, Article 56-1 and Article 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall have the major contents duly enumerated and explained in the convening agenda and shall not be proposed by means of an extemporaneous (unscheduled) motion.
- If the shareholders' meeting notice has indicated the re-election of all director seats and the beginning date of the term of office, then after the re-election has been completed, the beginning date of the term of office cannot be changed by an extempore motion or other means in the same shareholders' meeting.
- A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. The board of directors may not have the proposals presented by shareholders that fall in the scope of Article 172-1 Section 4 of the Company Act included for discussion. A shareholder(s) is (are) entitled to submit a proposal to urge the Company to promote public interests or to fulfill corporate social responsibility (CSR). In procedures, such a proposal should be limited to one item in accordance with Article 172-1 of the Company Act. The item(s) in excess of one item in the proposal shall not be covered in the proposal.
- The Company should announce the acceptance of a shareholders' proposal,

submission by paper or electronic means, submission location and time before the halt date prior to a general meeting. The submission period should be not shorter than 10 days.

The shareholder's proposal is limited to 300 words' otherwise it will not be included for discussion. The proposing shareholders must attend the shareholders' meeting in person or by proxy to participate in the proposal discussion.

The Company shall notify the shareholder submitting the proposal of the status of his or her proposal before the date when the notice of the shareholders' meeting is sent, and include the proposals that have met the requirements in this article in the meeting notice. The Board shall provide reasons for not including a shareholder's proposal in the agenda at the shareholders' meeting.

Article 4: Shareholders may issue a proxy printed by the Company with the scope of authorization defined to attend the shareholders' meeting.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

If the shareholders wish to exercise the balloting right by attending the meeting in person or voting in writing or by electronic means after the proxy is received by the Company, the shareholders shall have the Company informed in writing two days prior to the shareholders' meeting date to revoke the proxy. The balloting right exercised by the representative shall prevail if the proxy is not revoked before the deadline.

Article 5: The shareholders meeting must be held at a location that is suitable and convenient for shareholders to attend. The meeting must not commence anytime earlier than 9 AM or later than 3 PM. Independent Directors' opinions must be fully taken into consideration when deciding the time and venue of the meeting.

Article 6: The Company shall have the admission time, admission place, and other related matters set forth in the notice of meeting.

The shareholders' meeting admission time referred to above should be at least thirty minutes before the meeting in session; it should be clearly indicated at the admission place and with the adequate and qualified personnel to handle it.

The shareholders or their representatives (hereinafter referred to as the "shareholders") shall attend the shareholders' meeting with the evidence of the attendance card, attendance register, or other attendance documents. The Company may not demand the attending shareholders to present any additional identification documents; the proxy solicitors should bring proof of identity with them for examination.

The Company should have the attendance registry ready for the signature of the attending shareholders or the shareholder's representative (hereinafter referred to as the Shareholders), or the attending shareholders may have the signature card submitted as an alternative to the signature.

The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7: If the shareholders' meeting is convened by the board of directors, the chairman of the board is to preside the meeting. If the chairman who is on leave of absence or is unable to perform duty is represented by the Vice Chairman. If there is no Vice Chairman or the Vice Chairman is also on leave of absence or is unable to perform duty, the Chairman is to appoint one general director to perform duty. If there is no

general director, the Chairman is to appoint one director to perform duty. If the Chairman does not have a representative appointed to perform duty, one of the general directors or directors is elected to perform duty.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

A shareholders' meeting convened by the board of directors shall be chaired by the chairman in person and shall be attended by a majority of the total director seats in the Board and shall be attended by the minimum of one independent director while each functional committee shall have at least one representative to participate in the meeting. The facts of participation shall be expressly recorded into the minutes of the shareholders' meeting.

If the shareholders' meeting is convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairman. If there are two or more conveners, they shall appoint one among themselves to chair the meeting.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8: The Company shall have the admission of the shareholders, the meeting in session, and the voting and vote counting process recorded and filmed uninterruptedly.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 9: The attendance of the shareholders' meeting is counted by the shareholding. The number of shares represented during the meeting is calculated based on the amount registered in the attendance log or the attendance cards collected, plus the amount of shares whose voting rights are exercised through proxy forms or electronic methods. The chairman should announce the commencement of the meeting as soon as it is due. However, if the attendees represented less than half of all outstanding shares, the meeting chairman may announce to postpone the meeting up to two times, for a period totaling no more than one hour. The Chairman may announce the meeting is adjourned if there remain insufficient shareholders who represent two thirds of shareholding to attend the meeting after two meetings postponed.

If the shareholdings of the attending shareholders are not more than half of the total number of shares issued after two postponements but more than one third of the total number of shares issued, a pseudo-resolution can be resolved in accordance with Article 175 Paragraph 1 of the Company Act; also, shareholders should be informed regarding the pseudo-resolution with another meeting of shareholders to be convened within one month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10: If the shareholders' meeting is called by the Board of Directors, the agenda should be prescribed by the Board of Directors. Each motion should be subject to independent voting. The meeting should be conducted according to the specified agenda unless the shareholders have resolved to modify the agenda.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The Chairman may not announce the meeting is adjourned until a resolution is reached for the two procedures (including motions) referred to above. If the Chairman has announced the meeting adjourned in violation of the procedures, the other board

directors shall promptly assist the shareholders presented with a majority of balloting rights to elect a chairman to continue the meeting in accordance with the legal procedures.

The Chairman must give the proposal or the amendment and motion proposed by the shareholders an opportunity to be explained and discussed sufficiently until it is ready for balloting and then stop the discussion for balloting.

Article 11: Shareholders who wish to speak during the meeting must produce a Speak Request Form detailing the topics and the shareholder's name and account number (or the attendance ID serial). The order of shareholders' comments will be determined by the meeting chairman.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, 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 shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

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

Article 12: The balloting of the shareholders' meeting is counted by the shareholding.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The shareholding of the shareholders without balloting right referred to above is not included in the balloting rights of the shareholders presented. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13: Shareholders are entitled to one balloting right per share except for those restricted without any voting right granted or those without any voting according to Article 179 Paragraph 2 of the Company Act.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to

the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except for a declaration to revoke a prior expression of intent.

If, after submitting a written or electronic vote, the shareholder wishes to attend the shareholders meeting in person, then a proper declaration of withdrawal must be issued using the same method as the original vote at least 2 day before the shareholders meeting. If the withdrawal is not received in time, then the written or electronic vote shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

During the voting process, the chair or a designee should announce the total votes represented by the shareholders present at the meeting. Each motion should be voted on by the shareholders independently. The results, agreeing or disagreeing and waived votes, should be published on the Market Observation Post System after the shareholders' meeting on the same day.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14: The election of directors in the shareholders' meeting must be processed in accordance with the Company's election procedures and the election result must be announced immediately, including the list of the elected directors and the election weights.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15: The resolutions reached in the shareholders' meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The minutes must detail the date and venue of the meeting, the meeting chairman's name, the method of resolution, and the summary and the results of the voting (including the statistical tallies of the numbers of votes) of meeting agendas. These minutes must be retained indefinitely.

Article 16: The Company must have the statistics of the number of shares by soliciting and by proxy prepared in the prescribed format and has it disclosed openly at the meeting venue on the meeting date.

If the resolutions reached in the shareholders' meetings involving material information regulated by law and regulations and the Taiwan Stock Exchange

Corporation (ROC GTSM), the Company shall within the prescribed time have the material information uploaded to the MOPS.

Article 17: The service personnel for 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 an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18: The Chairman at his/her discretion may announce the meeting in recess; also, may announce to have the meeting suspended due to force majeure and announce the time for the meeting to resume. If the venue of shareholders' meeting is not available before the end of the procedures (including motions), the shareholders' meeting may resolved to find another venue to continue the meeting.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19: These rules shall become effective once resolved during the shareholders meeting; the same applies to all subsequent revisions.

Appendix IX**Chunghwa Chemical Synthesis & Biotech Co., Ltd.****Shares held by directors**

Unit: shares

Title	Name	As of the book closure date on April 1, 2023	
		Number of shares held	Shareholding rate
Chairman	China Chemical & Pharmaceutical Co., Ltd. Representative: Yi-Zhen Xie Wang	21,575,064	27.82%
Director	China Chemical & Pharmaceutical Co., Ltd. Representative: Hou-Kai Wang		
Director	The Mr. Wang Min-ning Memorial Foundation representative: Huang Chung-hsin	1,691,982	2.18%
Director	Wang Ming-Ning Memorial Foundation representative: Wang, Hou-Jie		
Independent Director	Kuo-Chiang Wang	-	-
Independent Director	Chih-Hsien Chang	-	-
Independent Director	Hsin Kuan	-	-
Total number of shares held by directors		23,267,046	30.00%

- Notes: 1. The current paid-in capital of the Company is NTD 775,600,000. The face value per share is NTD 10 and the number of total shares issued is 77,560,000.
2. According to the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," the ratio of shares held by all directors to the total number of shares issued shall be 8%.
The minimum total number of shares held by all directors shall be 6,204,800 shares.
3. The Company has set up an audit committee. Hence, the regulation on the number of shares held by supervisors is not applicable.
4. Total number of shares held by all directors have reached the statutory limit.

Appendix X

Chunghwa Chemical Synthesis & Biotech Co., Ltd.

Impacts on business performance and earnings per share if the stock dividend proposal is approved during the annual general meeting.

It is not applicable for 2023 shareholders' meeting since no stock dividend issuance for proposed distribution.