Stock Code: 1783

MAXIGEN BIOTECH INC.

2022 Annual Shareholders' Meeting

Meeting Handbook

Time: June 21, 2022
Venue: No. 88, Keji 1st Rd., Guishan District, Taoyuan City (3rd Floor Meeting Room of the Company)

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Maxigen Biotech Inc.
Meeting Procedure for 2022 Shareholders' Meeting

Time: June 21, 2022(Tuesday) AM9:00

Venue: 3rd Floor Meeting Room of the Company (No. 88, Keji 1st Rd., Guishan District, Taoyuan City)

I. Announcement of shares being represented in the Shareholders' Meeting

II. Calling the Meeting to Order

III. Chairperson Remarks

IV. Status Report

V. Matters for Ratification

VI. Matters for Discussion

VII. Elections

VIII. Other Proposals

IX. Extempore Motions

X. Adjournment

Maxigen Biotech Inc.
Meeting Agenda for 2022 Shareholders' Meeting

I. Chairperson Remarks

II. Status Report

(1) The Company's 2021 Business Report

(2) Report by the Audit Committee on review of the 2021 Annual Accounting Final Reports and Statements

(3) Report on 2021 employees' profit sharing bonus and Directors' compensation.

(4) Report on the remuneration of individual directors in 2021.

III. Matters for Ratification

(1) 202 1Business Report and Financial Statements

(2) Proposal of 2021 earnings distribution

IV. Matters for Discussion

(1) The company plans to handle the case of converting surplus into capital increase and issuing new shares in 2022

(2) Amendment of the Company's "Articles of Incorporation"

(3) Amendment of the Company's " Procedures for acquisition or disposal of assets "

V. Elections

(1) Two additional seats for directors

VI. Other Matters

(1) Proposal to waive non-compete clauses for the Company's newly elected Directors and their representatives

VII. Extempore Motions

VIII. Adjournment

Status Report

(I) The Company's 2021 Business Report.

Explanation: (1) Please see Attachment 1 of the Handbook for the Business Report.

(2) Please refer to attachment 3 for financial statements of this Handbook

(II) Report by Audit Committee on review of the 2021 Annual accounting Final Reports and Statements.

Explanation: Please refer to attachment 2 for the Audit Committee's Audit Report of this Handbook

(III) Report on 2021 employees' profit sharing bonus and Directors' compensation.

Explanation: (1) Pursuant to the Company Act and the Company's Articles of Incorporation, NT$11,288,871 was set aside as employees' profit sharing bonus as an expression of appreciation for the efforts and hard work from employees.

(2) Pursuant to the Company Act and the Company's Articles of Incorporation, NT$4,200,000 was set aside as Directors' compensation as an expression of appreciation for the hard work from Directors.

(3) The proposal was reviewed and approved by the Remuneration Committee and submitted to Board of Directors for discussion and approval. The remuneration shall be distributed in cash.

(IV) Report on the remuneration of individual directors in 2021.

Explanation: (1) Report on the remuneration of individual directors in 2021, Please refer to attachment 4 of this Handbook.

Matters for Ratification

(Proposed by the Board)

Case 1: Please ratify the Company's 2021 business report and financial statements.

Explanation: (1) The Company's 2021 financial statements have been approved by Board of Directors and audited and certified by Ming-Chuan Hsu and Ping-Chun Chih of PwC Taiwan. The business report, financial statements, and consolidated financial statements have been reviewed by the Company's Audit Committee, and the Audit Committee has issued a review report.

(2) Please see Attachment 1 in the Handbook for the Business Report.

(3) Please refer to attachment 3 for Related financial information of this Handbook

Resolution:

(Proposed by the Board)

Case 2: Please ratify the Company's 2021 proposal of earnings distribution.

Explanation: (1) The company's net profit after tax in 2021 is calculated as NT $87,667,105, plus the re measurement of defined benefit plans of NT $268,960, the reduction of employee stock options listed in the retained surplus of NT $754,660, minus the legal surplus reserve of NT $8,718,141 appropriated according to law, plus the reversal of special surplus reserve (the provision for the conversion difference of financial reports of foreign operating institutions) of NT $25,872, and the distributable surplus is NT $78,489,136, Considering the capital demand of the company's operation and development plan, it is proposed to distribute a stock dividend of NT $76,999,230 (0.1 shares per share).

(2) 2021Earnings Distribution Statement is as below:

Maxigen Biotech Inc.
Earnings Distribution Table
2021

Unit: NT$

Beginning retained earnings		$ 524,698
Defined benefit plan remeasurement reflected in retained earnings	268,960	
Employee stock options are included in the retained balance	(754,660)	
Current Year Net Profit after Tax	87,667,105	
The net profit after tax of current year plus the amount of items other than the net profit after tax of current year but included in the undistributed earnings of the current year		87,181,405
Provision for Legal Reserve (10%)	(8,718,141)	
Special surplus reserve withdrawn according to law	25,872	
Distributable surplus		78,489,136
Dividends distributed in the current period (stock dividends)		(76,999,230)
Unappropriated retained earnings at the end of the period		$ 2,014,604

Chairman: Yung-Hsiang Lin Manager: Ching-Ting Chen Accounting Manager: I-Hua Yu

(3) After the proposal of profit distribution has been approved in Shareholders' Meeting, the Board of Directors will be authorized to set an ex-dividend date, distribution date and decide on other related matters.

(4) If the share capital is changed at a later date and affects the dividend rate of the shareholders' bonus, it is proposed that the Shareholders' Meeting authorize the Chairman of the Board to handle the situation in his sole discretion in compliance with the Company Law or related laws and regulations.

Resolution:

Matters for Discussion

(Proposed by the Board)

Proposal 1: The company plans to handle the case of converting surplus into capital increase and issuing new shares in 2022

Explanation: (1) The company allots 0.1 shares per share as a stock dividend of NT$76,999,230, and is expected to issue 7,699,923 new shares with a par value of NT$10 per share; according to the shareholding ratio recorded in the shareholder register on the basis of the allotment date, 100 shares per thousand shares will be distributed free of charge. Shares, the allotment of abnormal odd shares of less than 1 new share may be registered by the shareholder with the company's stock agency within 5 days from the date of closing the transfer of ownership (To dollars), the chairman will negotiate with a specific person to purchase at face value.

(2) When the company subsequently changes the number of shares in circulation due to changes in share capital and changes the dividend rate of shareholders' allotment, it is proposed to request the general meeting of shareholders to authorize the chairman to make adjustments.

(3) The rights and obligations of this capital increase and issuance of new shares are the same as those of the issued ordinary shares. If the relevant issuance details of this capital increase and issuance of new shares are required to be changed due to the requirements of the competent authority or the actual situation, it is proposed to request the general meeting of shareholders to authorize the chairman of the board to deal with them.related business.

Resolution:

(Proposed by the Board)

Proposal 2: Please discuss the proposal to amend the Company's Articles of Incorporation.

Explanation: (1) In line with the business development of the company, some provisions of the articles of association are hereby amended.

(2) Please refer to attachment 5 for comparison table of articles before and after the amendment of this Handbook.

Resolution:

(Proposed by the Board)

Proposal 3: Amendment of the Company's " Procedures for acquisition or disposal of assets "

Explanation: (1) Amend some provisions of the company's "procedures for the acquisition and disposal of assets" in accordance with the financial supervision and Regulation Commission's order No. 1110380465 of the financial supervision and Regulation Commission on January 28, 111 and operational needs.

(2) Please refer to attachment 6 for comparison table of articles before and after the amendment of this Handbook.

Resolution:

Elections

(Proposed by the Board)

Case 1: Two additional seats for directors

Explanation: (1) In order to meet the operational needs, the company plans to elect two additional directors.

This additional election of directors shall be handled in accordance with the articles of association and relevant laws and regulations.

(2) The new director is proposed to take office immediately after being elected by the general meeting of shareholders. The term of office of the new director is the same as that of the original director and independent director.

(3) For the list of candidates for directors reviewed and approved by the board of directors on May 3, 2022, please refer to attachment 7.

Please hold election:

Other Proposals

(Proposed by the Board)

Proposal 1: Please discuss the proposal to waive the non-competition clauses for the Company's newly elected Directors and their representatives.

Explanation: (1) According to Paragraph 1 of Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business shall explain to the shareholders at the shareholders' meeting on the essential contents of such an act and secure their approval.

(2) If, following reelection, new directors are engaged in the investment or operation of a business entity whose scope of business is similar to that of the Company and acts as a director thereof, we request that the non-competition clauses applicable to the director be waived in order to allow him or her to act as a director or the representative of said business entity, provided that such waiver will not infringe upon the interests of the Company.

(3) Please refer to attachment 8 for the Handbook. The waive is only limited to whom was actually elected for Director (including Independent Director).

Resolution:

Extempore Motions

Meeting Ends

Attachment 1

Maxigen Biotech Inc.
2021 Business Report

1. Business scope

The core technology of Hekang Biotechnology Co., Ltd. is the application of biopolymer materials such as collagen and hyaluronic acid (also known as hyaluronic acid) in the two business divisions of biological medical materials and medical beauty care products. After years of efforts, the biomedical division of Hekang company has successfully developed 21 high-level implantable medical materials for application in orthopedics, dentistry, ophthalmology, dermatology, plastic surgery and other fields, and obtained 56 product licenses including Taiwan, the European Union, the United States, Singapore, Indonesia, Malaysia and China. The maintenance products division focuses on the development business of large maintenance products manufacturers at home and abroad, developing exclusive formula, coating process technology and micro penetration technology, so as to improve the competitive advantage of the development business of maintenance products.

After joining Dajiang group in July 2021, in order to concentrate more resources, Hekang biotechnology will adjust the cause of maintenance products. Tainan health care products factory will be transformed into a Peifu pet factory, and the OEM orders for health care products will be transferred to Dajiang biomedical S11 green energy facial mask factory. In addition to medical materials and maintenance products, R & D will also develop more diversified raw materials Maxi collagen, Maxi HA and private brand health food.

2. Operating results in 2021

The company's net operating income in 2021 was NT $511976 thousand, an increase of 54285 thousand or 12% compared with 457691 thousand in 2020. Among them, the revenue of biomedical products division was 414874 thousand, an increase of 101324 thousand over 313550 thousand in 2020, an increase of 32.3%, mainly due to the help of orders for joint injections and collagen medical materials. In addition, the revenue of the maintenance products division was 97102 thousand , a decrease of 47039 thousand and a decline of 32.6% compared with 144141 thousand yuan in 109, mainly due to the reduction in the demand of OEM customers caused by the epidemic. In the year of 2021, the operating expense rate remained 33%, mainly due to the R & D expenses for the development of high-grade composite bone materials containing bone growth promoting substances. The net profit after tax in the year of 2021 increased by 38.5% compared with that in the year of 2020.

3. Research and development

The company's core technology is to develop implantable biomedical products based on collagen and hyaluronic acid (also known as hyaluronic acid) to repair or replace human defective tissues. R & D achievements in the year of 2021: a total of 7 new listing licenses for self owned products and 3 renewal licenses for key products were completed. The description is as follows:

- February 2021: artiaid intra-articular injection and artiaid plus intra-articular injection obtained the marketing license in Ukraine.

- March 2021: formaaid collagen membrane obtained the import license from Vietnam.
- August 2021: formaaid collagen membrane obtained the listing license in Malaysia.
- September 2021: healiaid collagen wound dressing obtained the import license from Myanmar.
- September 2021: bestaid collagen bone graft obtained the listing license in Malaysia.
- October 2021: attrax scaffold obtained the extension of the listing license in Taiwan.
- June 2021: the renewal of China's listing license of foramic bone substitute granules was completed.
- July 2021: formaderm dermal filler injection completed the renewal of the listing license in China.
- November 2021: viscaid ophthalmic viscoelastic completed the renewal of the listing license in China.

In the product development of Xinchuang biomedical materials, the company developed the "high-level implantable composite bone materials development plan containing osteogenic substances". Since August 2018, the company has received a subsidy of NT $43.2 million through the a + enterprise innovation research and development quenching plan (forward-looking technology research and development plan) of the Ministry of economy. It is expected to complete various preclinical tests in 2022.

In addition, in order to improve the competitiveness of products, the company has increased the investment in clinical trials year by year. Two clinical trials were completed in 2021 years, and another one is under implementation. The description is as follows:

(1) "Study on the safety and efficacy of hyaluronic acid injection in patients with carpometacarpal arthritis" was carried out in Yida hospital and has been completed.

(2) "Post marketing clinical trial of fumeideng (containing lidocaine) dermal filler" was carried out in the Third Military General Hospital and National Taiwan University Hospital, and has been completed.

(3) "Pre marketing clinical trial of Fu Liang skin filler" is being implemented in China.

The research and development achievements of the maintenance products division in the year of 2021 are as follows:

(1) Sunscreen formula platform

Nine sunscreen formulations have been successfully developed, which have different sunscreen efficacy and texture characteristics, allowing customers to have diversified choices and shorten the time for drug certificate examination.

(2) Micro molecular formula platform

Five kinds of micro molecular formulas have been successfully developed, including moisturizing, whitening and anti-aging functions. They are suitable for liquid and essence formulations, supplemented with other specified ingredients to increase the selling points of customers' commodity marketing demands.

(3) Freeze drying technology platform

The freeze-drying technology of biomedicine is applied to the development of new cloth film materials, so that the combination of carrier and formula can be more diversified and sustainable, and the formula and conditions are optimized.

After years of efforts, the company's biomedical division and maintenance products division have established a solid foundation, and will continue to deepen the core competence of innovative R & D and develop innovative products in the future. Make effective products for global customers, and assist existing customers to globalize and market their products all over the world. Strengthen the ability of marketing business development and continue to create profitable growth. Adhering to the demand of human health, the company will create disease solutions with hyaluronic acid and collagen to join and improve human life.

Chairman: Yung-Hsiang Lin Manager: Ching-Ting ChenAccounting Manager: I-Hua Yu

Attachment 2

Audit Committee Report

The Board of Directors has prepared and submitted the 2021 business report, financial statements, and earnings distribution proposal, of which the financial statements have been audited by CPAs of PwC Taiwan, Ming-Chuan Hsu and Ping-Chun Chih. These have been reviewed by the Audit Committee as correctly portraying the Company's business activities. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is submitted for shareholders' examination.

To

2022 Annual Shareholders' Meeting

Maxigen Biotech Inc.

Audit Committee convener: Sung-Yuan Liao

March 21, 2022

會計師查核報告

(111)財審報字第 21003310 號

和康生物科技股份有限公司　公鑒：

查核意見

和康生物科技股份有限公司及子公司（以下簡稱「和康集團」）民國 110 年 12 月 31 日之合併資產負債表，暨民國 110 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達和康集團民國 110 年 12 月 31 日之合併財務狀況，暨民國 110 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及中華民國一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依中華民國會計師職業道德規範，與和康集團保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對和康集團民國 110 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

和康集團民國 110 年度合併財務報表之關鍵查核事項如下：

銷貨收入前十大客戶存在及發生

事項說明

和康集團主要從事生醫材料及保養品等之生產銷貨。銷售對象除台灣客戶外，另外銷對象遍布美洲、歐洲、中國大陸及東南亞，且個別客戶之交易條件不盡相同，須投入較多人力進行查核工作，且對於和康集團前十大客戶收入佔合併財務報表營業收入之比率重大，因此本會計師將和康集團前十大客戶銷貨收入之存在及發生列為查核最為重要事項之一。

有關收入認列之會計政策，請詳合併財務報告附註四(二十五)；銷貨收入之說明，請詳合併財務報告附註六(十七)。

因應之查核程序

本會計師對上開關鍵查核事項所述明之特定層面已執行之因應程序如下：

1. 瞭解及測試前十大客戶銷貨收入認列之內部控制程序，並測試其銷貨收入相關內部控制之有效執行。

2. 抽核前十大客戶銷貨收入之銷售訂單及出貨文件，確認其銷貨收入交易確實發生。

3. 抽核前十大客戶之期後銷貨退回與折讓之情形，確認其銷貨收入認列之真實性。

其他事項 – 前期由其他會計師查核

和康集團民國 109 年度之合併財務報表係由其他會計師查核，並於民國 110 年 3 月 22 日出具無保留意見之查核報告。

其他事項 - 個體財務報告

和康生物科技股份有限公司已編製民國 110 年度及 109 年度個體財務報表，民國 110 年度業經本會計師出具無保留意見加其他事項段之查核報告在案，備供參考。

管理階層與治理單位對合併財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報表，且維持與合併財務報表編製有關之必要內部控制，以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時，管理階層之責任亦包括評估和康集團繼續經營之能力、相

關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算和康集團或停止營業，或除清算或停業外別無實際可行之其他方案。

和康集團之治理單位（含審計委員會）負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照中華民國一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照中華民國一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對和康集團內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使和康集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致和康集團不再具有繼續經營之能力。
5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發

現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循中華民國會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對和康集團民國 110 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

資　誠　聯　合　會　計　師　事　務　所

徐明釧

會計師

支秉鈞

金融監督管理委員會
核准簽證文號：金管證審字第 1050029449 號
前財政部證券暨期貨管理委員會
核准簽證文號：(88)台財證(六)第 16120 號

中　華　民　國　111　年　3　月　21　日

和康生物科技股份有限公司及子公司

合併資產負債表

民國110年及109年12月31日

單位：新台幣仟元

	資產	附註	110年12月31日 金額	%	109年12月31日 金額	%
	流動資產					
1100	現金及約當現金	六(一)	$ 513,305	41	$ 209,762	22
1136	按攤銷後成本衡量之金融資產－流動	六(二)及八	26,872	2	13,131	1
1150	應收票據淨額	六(三)	47,629	4	35,564	4
1170	應收帳款淨額	六(三)	45,625	4	52,902	5
1180	應收帳款－關係人淨額	七	16,692	1	6,443	1
1200	其他應收款		4,455	-	7,024	1
1210	其他應收款－關係人	七	5	-	-	-
130X	存貨	六(四)	78,954	6	86,984	9
1410	預付款項	六(五)	49,760	4	19,945	2
1470	其他流動資產		256	-	303	-
11XX	**流動資產合計**		783,553	62	432,058	45
	非流動資產					
1600	不動產、廠房及設備	六(六)	456,062	36	469,598	49
1755	使用權資產	六(七)	9,391	1	11,919	1
1760	投資性不動產淨額	六(八)	8,859	1	8,890	1
1780	無形資產	六(九)	1,830	-	1,673	-
1840	遞延所得稅資產		378	-	1,069	-
1900	其他非流動資產	六(五)	5,111	-	31,263	4
15XX	**非流動資產合計**		481,631	38	524,412	55
1XXX	**資產總計**		$ 1,265,184	100	$ 956,470	100

（續次頁）

和康生物科技股份有限公司及子公司

合併資產負債表

民國110年及109年12月31日

單位：新台幣仟元

	負債及權益	附註	110年12月31日 金額	%	109年12月31日 金額	%
	流動負債					
2130	合約負債－流動	六(十七)	$ 11,126	1	$ 3,763	-
2150	應付票據		100	-	-	-
2170	應付帳款		16,772	1	27,905	3
2180	應付帳款－關係人	七	23,281	2	5,096	1
2200	其他應付款	六(十)	53,070	4	38,581	4
2220	其他應付款項－關係人	七	54	-	-	-
2230	本期所得稅負債		9,281	1	8,692	1
2280	租賃負債－流動	六(七)	2,362	-	2,493	-
2399	其他流動負債－其他		22	-	54	-
21XX	**流動負債合計**		116,068	9	86,584	9
	非流動負債					
2580	租賃負債－非流動	六(七)	7,278	1	9,640	1
2600	其他非流動負債		120	-	19	-
25XX	**非流動負債合計**		7,398	1	9,659	1
2XXX	**負債總計**		123,466	10	96,243	10
	歸屬於母公司業主之權益					
	股本	六(十三)				
3110	普通股股本		769,992	61	694,650	73
	資本公積	六(十三)				
3200	資本公積		264,392	21	89,181	9
	保留盈餘	六(十四)				
3310	法定盈餘公積		19,604	1	13,289	1
3320	特別盈餘公積		2,985	-	2,931	-
3350	未分配盈餘		87,706	7	63,161	7
	其他權益	六(十六)				
3400	其他權益		(2,961)	-	(2,985)	-
31XX	**歸屬於母公司業主之權益合計**		1,141,718	90	860,227	90
3XXX	**權益總計**		1,141,718	90	860,227	90
	重大或有負債及未認列合約承諾	九				
	重大之期後事項	十一				
3X2X	**負債及權益總計**		$ 1,265,184	100	$ 956,470	100

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

和康生物科技股份有限公司及子公司

合併綜合損益表

民國110年及109年1月1日至12月31日

單位：新台幣仟元
（除每股盈餘為新台幣元外）

	項目	附註	110年度 金額	%	109年度 金額	%
4000	營業收入	六(十七)(十九)	$ 511,976	100	$ 457,691	100
5000	營業成本	六(四)(十一)(二十一)	(250,949)	(49)	(243,171)	(53)
5900	營業毛利		261,027	51	214,520	47
	營業費用	六(十一)(二十一)(二十二)				
6100	推銷費用		(39,533)	(8)	(34,180)	(8)
6200	管理費用		(52,842)	(10)	(50,182)	(11)
6300	研究發展費用		(75,681)	(15)	(69,150)	(15)
6450	預期信用減損(損失)利益		(3,024)	-	97	-
6000	營業費用合計		(171,080)	(33)	(153,415)	(34)
6900	營業利益		89,947	18	61,105	13
	營業外收入及支出					
7100	利息收入	六(十八)	481	-	775	-
7010	其他收入	六(十九)	11,454	2	23,172	5
7020	其他利益及損失	六(二十)	(4,220)	(1)	(8,066)	(1)
7050	財務成本	六(二十一)	(196)	-	(250)	-
7000	營業外收入及支出合計		7,519	1	15,631	4
7900	**稅前淨利**		97,466	19	76,736	17
7950	所得稅費用	六(二十二)	(9,799)	(2)	(13,425)	(3)
8200	**本期淨利**		$ 87,667	17	$ 63,311	14
	其他綜合損益					
8311	確定福利計畫之再衡量數		$ 269	-	($ 164)	-
	後續可能重分類至損益之項目：					
8361	國外營運機構財務報表換算之兌換差額	六(十六)	24	-	(54)	-
8300	**其他綜合損益(淨額)**		$ 293	-	($ 218)	-
8500	**本期綜合損益總額**		$ 87,960	17	$ 63,093	14
	淨利歸屬於：					
8610	母公司業主		$ 87,667	17	$ 63,311	14
8620	非控制權益		-	-	-	-
			$ 87,667	17	$ 63,311	14
	綜合損益總額歸屬於：					
8710	母公司業主		$ 87,960	17	$ 63,093	14
8720	非控制權益		-	-	-	-
			$ 87,960	17	$ 63,093	14
	每股盈餘					
9750	基本每股盈餘		$ 1.21		$ 0.91	
9850	稀釋每股盈餘		$ 1.20		$ 0.91	

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

和康生物科技股份有限公司及子公司

合併權益變動表

民國110年及109年1月1日至12月31日

單位：新台幣仟元

附註	歸屬於母公司業主之權益							
	普通股股本	資本公積	保留盈餘			國外營運機構財務報表換算之兌換差額	權益總額
			法定盈餘公積	特別盈餘公積	未分配盈餘		
109年度							
109年1月1日餘額	$ 694,650	$ 89,181	$ 7,284	$ 3,078	$ 60,055	($ 2,931)	$ 851,317
本期合併總損益	-	-	-	-	63,311	-	63,311
本期其他綜合損益	六(十六) -	-	-	-	(164)	(54)	(218)
本期綜合損益總額	-	-	-	-	63,147	(54)	63,093
108年度盈餘指撥及分配							
提列法定盈餘公積	-	-	6,005	-	(6,005)	-	-
迴轉特別盈餘公積	-	-	-	(147)	147	-	-
發放現金股利	-	-	-	-	(54,183)	-	(54,183)
109年12月31日餘額	$ 694,650	$ 89,181	$ 13,289	$ 2,931	$ 63,161	($ 2,985)	$ 860,227
110年度							
110年1月1日餘額	$ 694,650	$ 89,181	$ 13,289	$ 2,931	$ 63,161	($ 2,985)	$ 860,227
本期合併總損益	-	-	-	-	87,667	-	87,667
本期其他綜合損益	六(十六) -	-	-	-	269	24	293
本期綜合損益總額	-	-	-	-	87,936	24	87,960
109年度盈餘指撥及分配							
提列法定盈餘公積	-	-	6,315	-	(6,315)	-	-
提列特別盈餘公積	-	-	-	54	(54)	-	-
發放現金股利	-	-	-	-	(56,267)	-	(56,267)
認列股份基礎給付	六(十二) -	3,203	-	-	(755)	-	2,448
現金增資	六(十三) 75,342	172,008	-	-	-	-	247,350
110年12月31日餘額	$ 769,992	$ 264,392	$ 19,604	$ 2,985	$ 87,706	($ 2,961)	$1,141,718

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

和康生物科技股份有限公司及子公司

合併現金流量表

民國110年及109年1月1日至12月31日

單位：新台幣仟元

	附註	110年1月1日至12月31日	109年1月1日至12月31日
營業活動之現金流量			
本期稅前淨利		$ 97,466	$ 76,736
調整項目			
收益費損項目			
預期信用減損損失(利益)	十二(二)	3,024	(97)
折舊費用	六(六)(七)(二十一)	31,870	32,030
攤銷費用	六(九)(二十二)	1,031	1,162
利息收入	六(十八)	(481)	(775)
利息費用	六(二十一)	196	250
股份基礎給付酬勞成本	六(十五)	2,448	-
與營業活動相關之資產/負債變動數			
與營業活動相關之資產之淨變動			
應收票據		(12,065)	(11,047)
應收帳款		4,253	5,430
應收帳款－關係人		(10,249)	8,653
其他應收款		2,569	1,279
其他應收款－關係人		(5)	-
存貨		8,030	1,131
預付款項		(29,815)	(9,517)
其他流動資產		47	2,398
與營業活動相關之負債之淨變動			
合約負債-流動		7,363	(3,960)
應付票據		100	(50)
應付帳款		(11,133)	1,811
應付帳款－關係人		18,185	(2,729)
其他應付款		12,971	(2,300)
其他應付款項－關係人		54	-
其他流動負債		(32)	(1,250)
營運產生之現金流入		125,827	99,155
收取之利息		481	840
支付之利息		(196)	(8,831)
支付所得稅		(8,519)	(16,601)
營業活動之淨現金流入		117,593	74,563
投資活動之現金流量			
取得不動產、廠房及設備支付現金數	六(六)	(14,258)	(10,739)
取得無形資產支付現金數	六(九)	(1,188)	(599)
其他非流動資產增加		26,412	(1,618)
按攤銷後成本衡量之金融資產(增加)減少		(13,741)	151,918
投資活動之淨現金(流出)流入		(2,775)	138,962
籌資活動之現金流量			
存入保證金增加		101	(70)
租賃本金償還	六(七)	(2,493)	(2,558)
償還特別股負債		-	(214,539)
現金增資		247,350	-
發放現金股利		(56,267)	(54,183)
籌資活動之淨現金流入(流出)		188,691	(271,350)
匯率影響數		34	(56)
本期現金及約當現金增加(減少)數		303,543	(57,881)
期初現金及約當現金餘額	六(一)	209,762	267,643
期末現金及約當現金餘額	六(一)	$ 513,305	$ 209,762

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

會計師查核報告

(111)財審報字第 21003309 號

和康生物科技股份有限公司　公鑒：

查核意見

和康生物科技股份有限公司民國 110 年 12 月 31 日之個體資產負債表，暨民國 110 年 1 月 1 日至 12 月 31 日之個體綜合損益表、個體權益變動表、個體現金流量表，以及個體財務報表附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開個體財務報表在所有重大方面係依照證券發行人財務報告編製準則編製，足以允當表達和康生物科技股份有限公司民國 110 年 12 月 31 日之個體財務狀況，暨民國 110 年 1 月 1 日至 12 月 31 日之個體財務績效及個體現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及中華民國一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核個體財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依中華民國會計師職業道德規範，與和康生物科技股份有限公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對和康生物科技股份有限公司民國 110 年度個體財務報表之查核最為重要之事項。該等事項已於查核個體財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

和康生物科技股份有限公司民國 110 年度個體財務報表之關鍵查核事項如下：

銷貨收入前十大客戶存在及發生

事項說明

和康生物科技股份有限公司及子公司(帳列「採用權益法之投資」)主要從事生醫材料及保養品等之生產銷貨。銷售對象除台灣客戶外，另外銷對象遍布美洲、歐洲、中國大陸及東南亞，且個別客戶之交易條件不盡相同，須投入較多人力進行查核工作，且對於和康生物科技股份有限公司及子公司(帳列「採用權益法之投資」)前十大客戶收入佔個體財務報表營業收入之比率重大，因此本會計師將和康生物科技股份有限公司及子公司(帳列「採用權益法之投資」)前十大客戶銷貨收入之存在及發生列為查核最為重要事項之一。

有關收入認列之會計政策，請詳個體財務報告附註四(二十五)；銷貨收入之說明，請詳個體財務報告附註六(十八)；採用權益法之投資被投資相關資訊，請詳個體財務報告附註六(五)。

因應之查核程序

本會計師對上開關鍵查核事項所述明之特定層面已執行之因應程序如下：

1. 瞭解及測試前十大客戶銷貨收入認列之內部控制程序，並測試其銷貨收入相關內部控制之有效執行。

2. 抽核前十大客戶銷貨收入之銷售訂單及出貨文件，確認其銷貨收入交易確實發生。

3. 抽核前十大客戶之期後銷貨退回與折讓之情形，確認其銷貨收入認列之真實性。

其他事項 - 查核範圍

和康生物科技股份有限公司民國 109 年度之個體財務報表係由其他會計師查核，並於民國 110 年 3 月 22 日出具無保留意見之查核報告。

管理階層與治理單位對個體財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則編制允當表達之個體財務報表，且維持與個體財務報表編製有關之必要內部控制，以確保個體財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製個體財務報表時，管理階層之責任亦包括評估和康生物科技股份有限公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算和康生物科技股份有限公司或停止營業，或除清算或停業外別無實際可行之其他方案。

和康生物科技股份有限公司之治理單位（含審計委員會負有監督財務報導流程之責任。

會計師查核個體財務報表之責任

本會計師查核個體財務報表之目的，係對個體財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照中華民國一般公認審計準則執行之查核工作無法保證必能偵出個體財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響個體財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照中華民國一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1. 辨認並評估個體財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對和康生物科技股份有限公司內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使和康生物科技股份有限公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒個體財務報表使用者注意個體財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致和康生物科技股份有限公司不再具有繼續經營之能力。
5. 評估個體財務報表（包括相關附註）之整體表達、結構及內容，以及個體財務報表是否允當表達相關交易及事件。
6. 對於和康生物科技股份有限公司內組成個體之財務資訊取得足夠及適切之查核證

據，以對個體財務報表表示意見。本會計師負責個體查核案件之指導、監督及執行，並負責形成個體財務報表之查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循中華民國會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對和康生物科技股份有限公司民國 110 年度個體財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

資　誠　聯　合　會　計　師　事　務　所

徐明釗 徐明釗

會計師

支秉鈞 支秉鈞

金融監督管理委員會
核准簽證文號：金管證審字第 1050029449 號
前財政部證券暨期貨管理委員會
核准簽證文號：(88)台財證(六)第 16120 號

中　華　民　國　111　年　3　月　21　日

和康生物科技股份有限公司

個體資產負債表

民國110年及109年12月31日

單位：新台幣仟元

	資產	附註	110年12月31日 金額	%	109年12月31日 金額	%
	流動資產					
1100	現金及約當現金	六(一)	$ 497,271	39	$ 193,434	20
1136	按攤銷後成本衡量之金融資產－流動		26,872	2	13,131	1
1150	應收票據淨額	六(三)	47,629	4	35,564	4
1170	應收帳款淨額	六(三)	45,625	4	46,727	5
1180	應收帳款－關係人淨額	七	28,311	2	24,502	2
1200	其他應收款		4,110	-	5,658	1
1210	其他應收款－關係人	七	46	-	40	-
130X	存貨	六(四)	78,954	6	86,984	9
1410	預付款項	六(六)	49,759	4	19,296	2
1470	其他流動資產		184	-	419	-
11XX	**流動資產合計**		778,761	61	425,755	44
	非流動資產					
1550	採用權益法之投資	六(五)	8,496	1	8,555	1
1600	不動產、廠房及設備	六(七)	456,062	36	469,598	49
1755	使用權資產	六(八)	9,391	1	11,753	1
1760	投資性不動產淨額	六(九)	8,859	1	8,890	1
1780	無形資產	六(十)	1,830	-	1,673	-
1840	遞延所得稅資產	六(二十五)	393	-	1,076	-
1900	其他非流動資產	六(六)(十二)	5,111	-	31,237	4
15XX	**非流動資產合計**		490,142	39	532,782	56
1XXX	**資產總計**		$ 1,268,903	100	$ 958,537	100

（續次頁）

和康生物科技股份有限公司

個體資產負債表

民國110年及109年12月31日

單位：新台幣仟元

	負債及權益	附註	110年12月31日 金額	%	109年12月31日 金額	%
	流動負債					
2130	合約負債－流動	六(十八)及七	$ 9,822	1	$ 2,417	-
2150	應付票據		100	-	-	-
2170	應付帳款		17,536	1	27,905	3
2180	應付帳款－關係人	七	23,281	2	5,096	1
2200	其他應付款	六(十一)	52,610	4	38,756	4
2220	其他應付款項－關係人	七	54	-	-	-
2230	本期所得稅負債	六(二十六)	9,281	1	8,626	1
2280	租賃負債－流動		2,362	-	2,320	-
2300	其他流動負債		21	-	11	-
21XX	**流動負債合計**		115,067	9	85,131	9
	非流動負債					
2580	租賃負債－非流動		7,278	1	9,640	1
2600	其他非流動負債	六(五)	4,840	-	3,539	-
25XX	**非流動負債合計**		12,118	1	13,179	1
2XXX	**負債總計**		127,185	10	98,310	10
	權益					
	股本	六(十四)				
3110	普通股股本		769,992	61	694,650	73
	資本公積	六(十七)				
3200	資本公積		264,392	20	89,181	9
	保留盈餘	六(十八)				
3310	法定盈餘公積		19,604	2	13,289	1
3320	特別盈餘公積		2,985	-	2,931	-
3350	未分配盈餘		87,706	7	63,161	7
	其他權益	六(十七)				
3400	其他權益		(2,961)	-	(2,985)	-
3XXX	**權益總計**		1,141,718	90	860,227	90
3X2X	**負債及權益總計**		$ 1,268,903	100	$ 958,537	100

後附個體財務報表附註為本個體財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

和康生物科技股份有限公司

個體綜合損益表

民國110年及109年1月1日至12月31日

單位：新台幣仟元
（除每股盈餘為新台幣元外）

	項目	附註	110年度 金額	%	109年度 金額	%
4000	營業收入	六(十八)及七	$ 511,304	100	$ 455,279	100
5000	營業成本	六(四)(十四)(二十四)(二十五)及七	(250,949)	(49)	(243,171)	(53)
5900	營業毛利		260,355	51	212,108	47
	營業費用	六(十四)(二十四)(二十五)				
6100	推銷費用		(39,032)	(8)	(33,550)	(8)
6200	管理費用		(52,457)	(10)	(49,731)	(11)
6300	研究發展費用		(75,681)	(15)	(69,150)	(15)
6450	預期信用減損(損失)利益		(3,024)	-	97	-
6000	營業費用合計		(170,194)	(33)	(152,334)	(34)
6900	營業利益		90,161	18	59,774	13
	營業外收入及支出					
7100	利息收入		470	-	750	-
7010	其他收入	六(二十)及七	11,453	2	22,990	5
7020	其他利益及損失	六(二十一)	(3,205)	(1)	(8,516)	(2)
7050	財務成本	六(二十二)	(194)	-	(236)	-
7070	採用權益法認列之子公司、關聯企業及合資損益之份額	六(五)	(1,285)	-	1,616	1
7000	營業外收入及支出合計		7,239	1	16,604	4
7900	**稅前淨利**		97,400	19	76,378	17
7950	所得稅費用	六(二十五)	(9,733)	(2)	(13,067)	(3)
8200	**本期淨利**		$ 87,667	17	$ 63,311	14
	其他綜合損益(淨額)					
	不重分類至損益之項目					
8311	確定福利計畫之再衡量數		$ 269	-	($ 164)	-
	後續可能重分類至損益之項目					
8361	國外營運機構財務報表換算之兌換差額	六(五)(十七)	24	-	(54)	-
8300	**本期其他綜合利益(損失)之稅後淨額**		$ 293	-	($ 218)	-
8500	**本期綜合利益總額**		$ 87,960	17	$ 63,093	14
	基本每股盈餘					
9750	基本每股盈餘合計	六(二十六)	$ 1.21		$ 0.91	
	稀釋每股盈餘					
9850	稀釋每股盈餘合計	六(二十六)	$ 1.20		$ 0.91	

後附個體財務報表附註為本個體財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

和康生物科技股份有限公司

個體權益變動表

民國110年及109年1月1日至12月31日

單位：新台幣仟元

	附註	普通股股本	資本公積	保留盈餘			國外營運機構財務報表換算之兌換差額	合計
				法定盈餘公積	特別盈餘公積	未分配盈餘		
109年度								
109年1月1日餘額		$ 694,650	$ 89,181	$ 7,284	$ 3,078	$ 60,055	($ 2,931)	$ 851,317
本期淨利		-	-	-	-	63,311	-	63,311
本期其他綜合損益	六(十四)	-	-	-	-	(164)	(54)	(218)
本期綜合損益總額		-	-	-	-	63,147	(54)	63,093
108年度盈餘指撥與分配								
提列法定盈餘公積		-	-	6,005	-	(6,005)	-	-
迴轉特別盈餘公積		-	-	-	(147)	147	-	-
發放現金股利		-	-	-	-	(54,183)	-	(54,183)
109年12月31日餘額		$ 694,650	$ 89,181	$ 13,289	$ 2,931	$ 63,161	($ 2,985)	$ 860,227
110年度								
110年1月1日餘額		$ 694,650	$ 89,181	$ 13,289	$ 2,931	$ 63,161	($ 2,985)	$ 860,227
本期淨利		-	-	-	-	87,667	-	87,667
本期其他綜合損益	六(十七)	-	-	-	-	269	24	293
本期綜合損益總額		-	-	-	-	87,936	24	87,960
109年度盈餘指撥與分配								
提列法定盈餘公積		-	-	6,315	-	(6,315)	-	-
提列特別盈餘公積		-	-	-	54	(54)	-	-
發放現金股利		-	-	-	-	(56,267)	-	(56,267)
認列股份基礎給付	六(十三)(二十四)	-	3,203	-	-	(755)	-	2,448
現金增資		75,342	172,008	-	-	-	-	247,350
110年12月31日餘額		$ 769,992	$ 264,392	$ 19,604	$ 2,985	$ 87,706	($ 2,961)	$ 1,141,718

後附個體財務報表附註為本個體財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

和康生物科技股份有限公司

個體現金流量表

民國110年及109年1月1日至12月31日

單位：新台幣仟元

	附註	110年1月1日至12月31日	109年1月1日至12月31日
營業活動之現金流量			
本期稅前淨利		$ 97,400	$ 76,378
調整項目			
不影響現金流量之收益費損項目			
預期信用減損損失(利益)	六(三)	3,024	(97)
處分不動產、廠房及設備利益	六(二十一)	(295)	-
採用權益法之長期股權投資損(益)	六(五)	1,285	(1,616)
折舊費用	六(六)(七)(二十三)	31,705	31,753
攤銷費用	六(十)(二十三)	1,031	1,162
利息收入	六(十九)	(470)	(750)
利息費用	六(二十二)	194	236
股份基礎給付酬勞成本	六(十五)	2,448	-
與營業活動相關之資產/負債變動數			
與營業活動相關之資產之淨變動			
應收票據		(12,065)	(11,047)
應收帳款		(1,922)	(8,695)
應收帳款－關係人		(3,809)	25,427
其他應收款		1,548	2,645
其他應收款－關係人	七	(6)	(40)
存貨		8,030	1,131
預付款項		(30,463)	(9,311)
其他流動資產		235	386
與營業活動相關之負債之淨變動			
合約負債-流動		7,405	(5,276)
應付票據		100	(50)
應付帳款		(10,369)	(5,883)
應付帳款－關係人	七	18,185	5,096
其他應付款		12,333	(2,351)
其他應付款項－關係人	七	54	-
其他流動負債		10	(214,541)
營運產生之現金流入(流出)		125,588	(115,443)
收取之利息		470	815
支付之利息		(191)	(8,819)
所得稅支付數		(8,395)	(16,230)
營業活動之淨現金流入(流出)		117,472	(139,677)

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和康生物科技股份有限公司

個體現金流量表

民國110年及109年1月1日至12月31日

單位：新台幣仟元

	附註	110年1月1日至12月31日	109年1月1日至12月31日
投資活動之現金流量			
取得不動產、廠房及設備支付現金數		($ 14,258)	($ 10,739)
處分不動產、廠房及設備價款		295	-
取得無形資產支付現金數	六(十)	(1,188)	(599)
按攤銷後成本衡量之金融資產(增加)減少		(13,741)	151,918
存出保證金(增加)減少		(1,482)	10
其他非流動資產減少(增加)		27,877	(1,415)
投資活動之淨現金(流出)流入		(2,497)	139,175
籌資活動之現金流量			
租賃本金償還	六(七)	(2,320)	(2,280)
其他非流動負債增加(減少)		99	(70)
發放現金股利		(56,267)	(54,183)
現金增資		247,350	-
籌資活動之淨現金流入(流出)		188,862	(56,533)
本期現金及約當現金增加(減少)數		303,837	(57,035)
期初現金及約當現金餘額	六(一)	193,434	250,469
期末現金及約當現金餘額	六(一)	$ 497,271	$ 193,434

後附個體財務報表附註為本個體財務報告之一部分，請併同參閱。

董事長：林詠翔　　經理人：陳敬亭　　會計主管：游譯嫻

Attachment 4

Maxigen Biotech Inc.

Report on the remuneration of individual directors in 2021

職稱	姓名	董事酬金								A、B、C及D等四項總額及占稅後純益之比例(註10)		兼任員工領取相關酬金								A、B、C、D、E、F及G等七項總額及占稅後純益之比例(註10)		領取來自子公司以外轉投資事業或母公司酬金(註11)
		報酬(A)(註2)		退職退休金(B)		董事酬勞(C)(註3)		業務執行費用(D)(註4)				薪資、獎金及特支費等(E)(註5)		退職退休金(F)		員工酬勞(G)(註6)						
																本公司		財務報告內所有公司(註7)				
		本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	現金金額	股票金額	現金金額	股票金額	本公司	財務報告內所有公司	
董事	環宇投資(股) 代表人：徐立德	1277	1277	-	-	210	210	20	20	1.71	1.71									1.71	1.71	-
	環宇投資(股) 代表人：戴水泉					140	140	15	15	0.17	0.17									0.17	0.17	
	環宇財務顧問(股) 代表人：張昌邦					140	140	10	10	0.17	0.17									0.17	0.17	
	中加投資發展(股) 代表人：陳松青					210	210	20	20	0.26	0.26	1970	1970	77	77	532	532			3.20	3.20	
	中加投資發展(股) 代表人：李綉媛					600	600	60	60	0.75	0.75									0.75	0.75	
	大江生醫(股) 代表人：林詠翔					342	342	40	40	0.43	0.43	386	386							0.87	0.87	
	大江生醫(股) 代表人：陳敬亭					70	70	10	10	0.09	0.09	540	540	32	32	750	750			1.59	1.59	
	大江生醫(股) 代表人：黃振嘉					280	280	30	30	0.35	0.35									0.35	0.35	
	大江生醫(股) 代表人：傅珍珍					342	342	40	40	0.43	0.43									0.43	0.43	
獨立董事	鄧泗堂	269	269	-	-	210	210	65	65	0.62	0.62	-	-	-	-	-	-	-	-	0.62	0.62	-
	張立言					210	210	20	20	0.26	0.26									0.26	0.26	
	鄧世雄	319	319			210	210	50	50	0.66	0.66									0.66	0.66	
	陳昭龍	319	319			210	210	60	60	0.67	0.67									0.67	0.67	
	廖松淵					342	342	120	120	0.52	0.52									0.52	0.52	
	李世明					342	342	120	120	0.52	0.52									0.52	0.52	
	曾仲銘					342	342	120	120	0.52	0.52									0.52	0.52	

Attachment 5

Maxigen Biotech Inc.

Articles of Incorporation" before and after the Amendment

Sequence Number of the Article	Amendment	Current Articles	Explanation
Article 2	The Company's registered scope of business operations are as follows: 1. F108031 Wholesale of Medical Devices 2. F108011 Wholesale of Traditional Chinese Medicine 3. F108021 Wholesale of Western Pharmaceutical 4. F108040 Wholesale of Cosmetics 5. IG01010 Biotechnology Services 6. C802100 Cosmetics Manufacturing 7. C801030 Precision Chemical Material Manufacturing 8. CF01011 Medical Devices Manufacturing 9. CE01030 Optical Instruments Manufacturing 10. ZZ99999 All businesses not prohibited or restricted by law, except for those subject to special approval 11. C802060 Animal drug manufacturing 12. F102040 Beverage wholesale industry 13. F102170 Food assorted goods wholesale industry 14. F107070 Wholesale of animal drugs 15. F203010 Food and beverage retail 16. F207070 Animal drug retail 17. F208031 Medical equipment retail	The Company's registered scope of business operations are as follows: 1. F108031 Wholesale of Medical Devices 2. F108011 Wholesale of Traditional Chinese Medicine 3. F108021 Wholesale of Western Pharmaceutical 4. F108040 Wholesale of Cosmetics 5. IG01010 Biotechnology Services 6. C802100 Cosmetics Manufacturing 7. C801030 Precision Chemical Material Manufacturing 8. CF01011 Medical Devices Manufacturing 9. CE01030 Optical Instruments Manufacturing 10. ZZ99999 All businesses not prohibited or restricted by law, except for those subject to special approval	Cooperate with the company's business development
Article 21	The Articles were first established on November 27, 1998. The first amendment was on May 2, 2000. The second amendment was on August 31, 2001. The third amendment was on July 29, 2002. The fourth amendment was on May 3, 2003. The fifth amendment was on September 25, 2003. The sixth amendment was on May 18, 2004. The seventh amendment was on June 24, 2005. The eighth amendment was on June 29, 2006. The ninth amendment was on January 19, 2007. The tenth amendment was on June 29, 2007. The eleventh amendment was on June 23, 2008. The twelfth amendment was on June 28, 2010. The thirteenth amendment was on May 25, 2011. The fourteenth amendment was on June 7, 2012. The fifteenth amendment was on June 22, 2015. The sixteenth amendment was on Dec. 25, 2015. The seventeenth amendment was on Jun. 24, 2016. The eighteenth amendment was on June 26, 2017. The nineteenth amendment was on June 26, 2018. The twentieth amendment was on June 26, 2019. The twenty-first amendment was made on Jun. 29, 2020. The twenty-second amendment was made on July 12, 2021. The twenty-second amendment was made on June 21, 2022.	The Articles were first established on November 27, 1998. The first amendment was on May 2, 2000. The second amendment was on August 31, 2001. The third amendment was on July 29, 2002. The fourth amendment was on May 3, 2003. The fifth amendment was on September 25, 2003. The sixth amendment was on May 18, 2004. The seventh amendment was on June 24, 2005. The eighth amendment was on June 29, 2006. The ninth amendment was on January 19, 2007. The tenth amendment was on June 29, 2007. The eleventh amendment was on June 23, 2008. The twelfth amendment was on June 28, 2010. The thirteenth amendment was on May 25, 2011. The fourteenth amendment was on June 7, 2012. The fifteenth amendment was on June 22, 2015. The sixteenth amendment was on Dec. 25, 2015. The seventeenth amendment was on Jun. 24, 2016. The eighteenth amendment was on June 26, 2017. The nineteenth amendment was on June 26, 2018. The twentieth amendment was on June 26, 2019. The twenty-first amendment was made on Jun. 29, 2020. The twenty-second amendment was made on July 12, 2021.	Added the amendment date.

Attachment 6

Maxigen Biotech Inc.

Procedures for acquisition or disposal of assets

Amendment	Current Articles	Explanation
Article 5 the professional appraiser and its appraisers, accountants, lawyers or securities underwriters shall comply with the following requirements in the valuation report or the opinion of accountants, lawyers or securities underwriters obtained by this Corporation: 1. He has not been sentenced to fixed-term imprisonment of more than one year for violating this law, the company law, the banking law, the insurance law, the financial holding company law, the business accounting law, or for fraud, breach of trust, embezzlement, forgery of documents, or for business crimes. However, this restriction shall not apply if three years have elapsed after the completion of execution, the expiration of probation or pardon. 2. Circumstances in which a party to a transaction may not be a related party or have a material relationship with the transaction party. 3. If the company should obtain the appraisal reports of two or more professional appraisers, appraisers of different specialties or appraisers shall not be related to each other or have substantial relationship with each other. When issuing a valuation report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-discipline norms of their trade associations and the following matters: 1. Before undertaking a case, you should carefully evaluate your professional ability, practical experience and independence. 2. When the case or operation report is issued, it shall be properly implemented according to the planning or operation report; The procedures, information and conclusions collected will be detailed in the case working paper. 3. The appropriateness and rationality of the data sources, parameters and information used shall be evaluated item by item as the basis for issuing the valuation report or opinion. 4. The declaration shall include the professionalism and independence of relevant personnel, the appropriateness and reasonableness of the information used in the evaluation, and compliance with relevant laws and regulations.	Article 5 the professional appraiser and its appraisers, accountants, lawyers or securities underwriters shall comply with the following requirements in the valuation report or the opinion of accountants, lawyers or securities underwriters obtained by this Corporation: 1. He has not been sentenced to fixed-term imprisonment of more than one year for violating this law, the company law, the banking law, the insurance law, the financial holding company law, the business accounting law, or for fraud, breach of trust, embezzlement, forgery of documents, or for business crimes. However, this restriction shall not apply if three years have elapsed after the completion of execution, the expiration of probation or pardon. 2. Circumstances in which a party to a transaction may not be a related party or have a material relationship with the transaction party. 3. If the company should obtain the appraisal reports of two or more professional appraisers, appraisers of different specialties or appraisers shall not be related to each other or have substantial relationship with each other. When issuing a valuation report or opinion, the personnel referred to in the preceding paragraph shall comply with the following matters: 1. Before undertaking a case, you should carefully evaluate your professional ability, practical experience and independence. 2. When examining a case, it is necessary to properly plan and implement the appropriate operation process to form a conclusion and issue a report or opinion based on it; The procedures, information and conclusions collected will be detailed in the case working paper. 3. The integrity, correctness and rationality of the data sources, parameters and information used shall be evaluated item by item as the basis for issuing the valuation report or opinion. 4. The declaration shall include the professionalism and independence of relevant personnel, the reasonableness and correctness of the information used in the evaluation, and compliance with relevant laws and regulations.	Revise with the actual operation of the company
Article 7: the limit on the acquisition of real estate and its right to use assets or securities not for business use The limits for the company and its subsidiaries to individually acquire real estate and its right to use assets or securities not for business use are as follows: 1. The total investment of real estate and its right to use assets not for business use shall not be higher than 50% of the net value of the company's financial	Article 7: the limit on the acquisition of real estate and its right to use assets or securities not for business use 1. The limits for the company to acquire real estate and its right to use assets or securities not for business use are as follows: (1) The total assets of real estate purchased for non business use and its use right shall not exceed 40% of the paid in capital of the company.	Revise with the actual operation of the company

Amendment	Current Articles	Explanation
statements audited, certified or reviewed by a CPA in the most recent period. 2. The total amount invested in securities shall not be higher than the net value of the company's financial statements audited, certified or reviewed by a CPA in the most recent period. 3. The amount invested in individual securities shall not be higher than the net value of the company's financial statements audited, certified or reviewed by a CPA in the most recent period. 4. The limit on the amount of individual securities in the third paragraph of the preceding paragraph shall not apply to strategic investment cases.	(2) The total amount invested in securities shall not exceed 80% of the company's paid in capital or the net value of the latest financial statements, whichever is higher. (3) The amount invested in individual securities shall not exceed 50% of the company's paid in capital or the net value of the latest financial statements, whichever is higher. 2. The limits for subsidiaries of the company to acquire real estate and its right to use assets or securities not for business use are as follows: (1) The total assets of real estate purchased for non business use and its use right shall not exceed 20% of the paid in capital of each subsidiary. (2) The total amount invested in securities shall not exceed the paid in capital of each subsidiary or the net value of the latest financial statements, whichever is higher. (3) The amount invested in individual securities shall not exceed the paid in capital of each subsidiary or the net value of the latest financial statements, whichever is higher.	
Article 8: evaluation and operating procedures for acquisition or disposal of securities 1. Price determination method and reference basis To acquire or dispose of securities, the financial statements of the target company in the most recent period audited, certified or reviewed by a CPA shall be taken as a reference for evaluating the transaction price before the date of occurrence: (1) The acquisition or disposal of securities that have been traded on the centralized trading market or on the over-the-counter market of securities firms shall be determined according to the current market price. (2) When acquiring or disposing of securities that are not traded on the centralized trading market or on the over-the-counter business of securities firms, consideration shall be given to their net worth per share, profitability, future development potential, market interest rate, bond coupon rate, debtor's debt credit and negotiated with reference to the current trading price. 2. Experts are invited to give opinions If the trading amount of securities acquired or disposed of reaches 20% of the company's paid in capital or NT $300 million or more, a CPA shall be contacted to express an opinion on the rationality of the trading price before the date of occurrence. However, this restriction shall not apply if the securities have a public quotation in a flexible market or if otherwise prescribed by the FSC. 3. Procedures for determining trading conditions and authorization limits (1) The trading of securities on the centralized trading market or the business premises of securities firms shall be determined by the responsible unit	Article 8: evaluation and operating procedures for acquisition or disposal of securities 1. Price determination method and reference basis To acquire or dispose of securities, the financial statements of the target company in the most recent period audited, certified or reviewed by a CPA shall be taken as a reference for evaluating the transaction price before the date of occurrence: (1) The acquisition or disposal of securities that have been traded on the centralized trading market or on the over-the-counter market of securities firms shall be determined according to the current market price. (2) When acquiring or disposing of securities that are not traded on the centralized trading market or on the over-the-counter business of securities firms, consideration shall be given to their net worth per share, profitability, future development potential, market interest rate, bond coupon rate, debtor's debt credit and negotiated with reference to the current trading price. 2. Experts are invited to give opinions Where securities are acquired or disposed of, and the transaction amount reaches 20% of the company's paid in capital or NT $300 million or more, a CPA shall be contacted to express an opinion on the reasonableness of the transaction price before the date of occurrence. If the CPA needs to adopt an expert report, it shall be handled in accordance with the statement of Auditing Standards No. 20 issued by the accounting research and development foundation of the Republic of China (hereinafter referred to as the accounting research and Development Foundation). However, this restriction shall not apply if the securities have a public quotation in a flexible market or if otherwise prescribed by the	Revise with the actual operation of the company

Amendment	Current Articles	Explanation
according to the market conditions. Where the amount of each transaction is less than NT $60 million (inclusive), the board of directors shall authorize the chairman of the board of directors to handle it with full power, and then submit it to the board of directors for ratification; If the transaction amount exceeds NT $60 million, it shall be submitted to the board of directors for approval. Derivatives shall be handled in accordance with Article 8 of these procedures. (2) For securities trading that is not conducted on the centralized trading market or on the business premises of securities firms, in addition to the original share subscription (including the establishment of share subscription and cash capital increase subscription of a start-up company), the latest financial statements of the target company audited, certified or reviewed by a CPA shall be taken as a reference for evaluating the trading price, and its net worth per share, profitability and future development potential shall be considered. Where the amount of each transaction is less than NT $100 million, The board of directors shall authorize the chairman of the board of directors to handle it with full power, and then report to the board of directors for ratification; If the transaction amount is more than NT $100 million (inclusive), it shall be submitted to the board of directors for approval. (3) For the evaluation of various investments, each authority and responsible unit shall prepare and submit an evaluation report on the reasons for the proposed acquisition or disposal, the trading object, the trading price, the terms of receipt and payment, and the results of price evaluation before entering into a sales contract. 4.～5. (omitted)	FSC. 3. Authorization limit and level The acquisition or disposal of securities with a trading amount of less than NT $50 million (inclusive) shall be reviewed and decided level by level according to the division of review authority; If the transaction amount exceeds NT $50 million, it shall be approved by the audit committee and approved by the board of directors. 4.～5. (omitted)	
Article 9: evaluation and operation procedures for acquisition or disposal of real estate, equipment or its use right assets 1. Price determination method and reference basis The acquisition or disposal of real estate, equipment or its use right assets shall be signed and explained by the original user unit or relevant authority and responsibility unit, and the asset management unit shall choose one by means of price comparison, negotiation or bidding with reference to the announced present value, assessed value, actual transaction price of adjacent real estate, recent transaction price of similar assets, etc. 2. Experts are invited to issue a valuation report For the acquisition or disposal of real estate, equipment or its right to use assets, in addition to the transaction with domestic government agencies, self commissioned construction, land rental commissioned construction, or the acquisition or disposal of equipment or its right to use assets for business use, if the transaction amount reaches 20% of the company's	Article 9: evaluation and operation procedures for acquisition or disposal of real estate, equipment or its use right assets 1. Price determination method and reference basis The acquisition or disposal of real estate, equipment or its use right assets shall be signed and explained by the original user unit or relevant authority and responsibility unit, and the asset management unit shall choose one by means of price comparison, negotiation or bidding with reference to the announced present value, assessed value, actual transaction price of adjacent real estate, recent transaction price of similar assets, etc. 2. Experts are invited to issue a valuation report For the acquisition or disposal of real estate, equipment or its right to use assets, in addition to the transaction with domestic government agencies, self commissioned construction, land rental commissioned construction, or the acquisition or disposal of equipment or its right to use assets for business use, if the transaction amount reaches 20% of the company's	Revise with the actual operation of the company

Amendment	Current Articles	Explanation
paid in capital or more than NT $300 million, a valuation report issued by a professional appraiser shall be obtained before the date of occurrence, and the following provisions shall be met: (1) If a limited price, specific price or special price must be used as the reference basis of the transaction price for special reasons, the transaction shall be submitted to the Audit Committee for approval and the resolution of the board of directors; The same applies to subsequent changes in trading conditions. (2) If the transaction amount reaches NT $1 billion or more, it shall be appraised by two or more professional appraisers. (3) If the appraisal result of a professional appraiser is under any of the following circumstances, except that the appraisal result of the acquired assets is higher than the transaction amount, or the appraisal result of the disposal of assets is lower than the transaction amount, it shall contact a CPA to express specific opinions on the reasons for the difference and the appropriateness of the transaction price: 1. The difference between the valuation result and the transaction amount is more than 20% of the transaction amount. 2. The difference between the valuation results of two or more professional appraisers is more than 10% of the transaction amount. (4) For professional appraisers, the date of issuance of the report and the date of establishment of the contract shall not exceed three months. However, if the current value announced in the same period is applicable and less than six months have elapsed, the original professional appraiser may issue an opinion. 3. Procedures for determining trading conditions and authorization limits (1) When acquiring or disposing of real estate, the trading conditions and prices shall be determined with reference to the announced present value, assessed value and the actual trading price of adjacent real estate, and an analysis report shall be made, which shall be handled in accordance with the provisions of the authorization measures. If the trading amount is less than NT $60 million (inclusive), the chairman of the board of directors shall be authorized to handle it with full power, and then submit it to the board of directors for ratification; If the transaction amount is more than NT $60 million, it shall be submitted to the chairman for approval and approved by the board of directors. (2) The acquisition or disposal of other fixed assets shall be made by inquiry, price comparison, negotiation or bidding, and shall be handled in accordance with the authorization regulations. If the transaction amount is less than NT $60 million (inclusive), the board of directors shall authorize	paid in capital or more than NT $300 million, a valuation report issued by a professional appraiser shall be obtained before the date of occurrence, and the following provisions shall be met: (1) If a limited price, specific price or special price must be used as the reference basis of the transaction price for special reasons, the transaction shall be submitted to the Audit Committee for approval and the resolution of the board of directors; The same applies to subsequent changes in trading conditions. (2) If the transaction amount reaches NT $1 billion or more, it shall be appraised by two or more professional appraisers. (3) Under any of the following circumstances, except that the valuation results of the assets obtained are higher than the transaction amount, or the valuation results of the assets disposed of are lower than the transaction amount, a professional appraiser shall contact a CPA to handle it in accordance with the provisions of the bulletin of Auditing Standards No. 20 issued by the accounting research and development foundation, and express specific opinions on the reasons for the differences and the appropriateness of the transaction price: 1. The difference between the valuation result and the transaction amount is more than 20% of the transaction amount. 2. The difference between the valuation results of two or more professional appraisers is more than 10% of the transaction amount. (4) For professional appraisers, the date of issuance of the report and the date of establishment of the contract shall not exceed three months. However, if the current value announced in the same period is applicable and less than six months have elapsed, the original professional appraiser may issue an opinion. If the assets are acquired or disposed of through the auction procedure of the court, the certification file issued by the court may replace the valuation report. 3. Authorization limit and level The acquisition or disposal of real estate, equipment or its use right assets with a transaction amount of less than NT $50 million (inclusive) shall be reviewed and decided level by level according to the review authority division table; If the transaction amount exceeds NT $50 million, it shall be approved by the audit committee and approved by the board of directors. 4.～5. (omitted)	

Amendment	Current Articles	Explanation
the chairman of the board of directors to handle it with full power, and then submit it to the board of directors for ratification; If the transaction amount is more than NT $60 million, it shall be submitted to the chairman for approval and approved by the board of directors. (3) For the appraisal of real estate or other fixed assets, the competent and responsible units shall prepare and submit an appraisal report on the reasons for the proposed acquisition or disposal, the trading object, the trading price, the terms of payment and collection, and the results of price appraisal before entering into a sales contract. 4.～5. (omitted)		
Article 10: evaluation and operating procedures for the acquisition or disposal of intangible assets or their right to use assets or membership cards 1. Price determination method and reference basis When acquiring or disposing of intangible assets or their right to use assets or membership cards, consideration shall be given to the possible benefits and fair market value of the assets in the future. If necessary, it shall be negotiated with the counterparty with reference to expert opinions. 2. Experts are invited to give opinions (1) If a member certificate is obtained or disposed of, and the transaction amount reaches 1% of the company's paid in capital or more than NT $1 million, an expert shall be contacted to issue a price evaluation report before the date of occurrence. (2) If the acquisition or disposal of intangible assets or their right to use assets has a transaction amount of 10% of the company's paid in capital or more than NT $50 million, an expert shall be contacted to issue a valuation report before the date of occurrence. (3) Where an enterprise obtains or disposes of intangible assets or its right to use assets or membership certificates, and the transaction amount reaches 20% of the company's paid in capital or NT $300 million or more, in addition to trading with domestic government agencies, it shall contact a CPA to express its opinion on the rationality of the transaction price before the date of occurrence of the fact. Three to five (omitted)	Article 11: evaluation and operating procedures for the acquisition or disposal of intangible assets or their right to use assets or membership cards 1. Price determination method and reference basis When acquiring or disposing of intangible assets or their right to use assets or membership cards, consideration shall be given to the possible benefits and fair market value of the assets in the future. If necessary, it shall be negotiated with the counterparty with reference to expert opinions. 2. Experts are invited to give opinions (1) If a member certificate is obtained or disposed of, and the transaction amount reaches 1% of the company's paid in capital or more than NT $1 million, an expert shall be contacted to issue a price evaluation report before the date of occurrence. (2) If the acquisition or disposal of intangible assets or their right to use assets has a transaction amount of 10% of the company's paid in capital or more than NT $50 million, an expert shall be contacted to issue a valuation report before the date of occurrence. (3) Where an enterprise obtains or disposes of intangible assets or its right to use assets or membership certificates, and the transaction amount reaches 20% of the company's paid in capital or NT $300 million or more, it shall, in addition to trading with domestic government agencies, consult a CPA to express its opinion on the rationality of the transaction price before the date of occurrence of the fact, and the CPA shall handle it in accordance with the provisions of the bulletin of Auditing Standards No. 20 issued by the accounting research and development foundation. Three to five (omitted)	Revise with the actual operation of the company
Article 11: the calculation of the transaction amount in the preceding three articles shall be carried out in accordance with the provisions of paragraph 1 of Article 15, and the said one-year period is calculated retroactively for one year based on the date of the	Article 11-1: the calculation of the transaction amount in the preceding four articles shall be carried out in accordance with the provisions of paragraph 1 of Article 15, and the said one-year period is calculated retroactively for one year based on the date of the occurrence of the current	Revise with the actual operation of the company

Amendment	Current Articles	Explanation
occurrence of the current transaction fact. The part of the valuation report or the opinion of the accountant issued by the person who has obtained the professional valuation in accordance with the provisions shall be exempted from re inclusion. If the assets are acquired or disposed of through the auction procedure of the court, the certification file issued by the court may replace the valuation report.	transaction. The part of the valuation report or CPA's opinion issued by the person who has obtained professional valuation in accordance with the regulations shall be exempted from re inclusion. The first paragraph of Article 10 has been submitted to the Audit Committee for approval and approved by the board of directors in accordance with the regulations, and the part is exempted from re counting.	
Original article 12 deleted	Article 12: evaluation and operating procedures for obtaining or disposing of the creditor's rights of financial institutions In principle, this corporation will not engage in the transaction of acquiring or disposing of the creditor's rights of financial institutions. If it wants to engage in the transaction of acquiring or disposing of the creditor's rights of financial institutions later, it will submit it to the board of directors for approval before formulating the relevant evaluation and operating procedures.	Revise with the actual operation of the company
Article 12: evaluation and operating procedures for related party transactions When the company acquires or disposes of assets with its related parties, in addition to handling the relevant resolution procedures and assessing the reasonableness of trading conditions in accordance with Articles 8, 9, 10 and 11 and this article, if the transaction amount reaches more than 10% of the company's total assets, it shall also obtain the valuation report or CPA's opinion issued by the professional appraiser in accordance with Articles 8, 9, 10 and 11. In addition, when judging whether the trading partner is a related person, in addition to paying attention to its legal form, we should also consider the substantive relationship. 1. Acquisition or disposal of real estate or its right to use assets from a related person, or acquisition or disposal of other assets other than real estate or its right to use assets with a related person, and the transaction amount reaches 20% of the company's paid in capital, 10% of its total assets, or NT $300 million or more, except for the purchase and sale of domestic government bonds, bonds with repurchase and repurchase conditions, and the purchase or repurchase of money market funds issued by domestic securities investment trust enterprises, The following information shall be submitted to the Audit Committee for approval and the board of directors for approval before signing the transaction contract and making payment: (1) The purpose, necessity and expected benefits of the acquisition or disposal of assets. (2) The reason for selecting the related party as the trading partner. (3) Information related to the evaluation of the reasonableness of the scheduled trading conditions in accordance with subparagraphs 2 and 3 of paragraph 1 of this article when acquiring real estate or its use right assets from related parties. (4) The original acquisition date and price of the	Article 10: evaluation and operating procedures for related party transactions When acquiring or disposing of assets between this corporation and its related parties, in addition to handling the relevant resolution procedures and evaluating the rationality of trading conditions in accordance with the provisions of the preceding article and the following provisions, if the trading amount reaches 10% or more of the total assets of the company, it shall also obtain the valuation report or CPA opinion issued by a professional appraiser in accordance with the provisions of the preceding article. In addition, when judging whether the trading partner is a related person, in addition to paying attention to its legal form, we should also consider the substantive relationship. 1. Acquisition or disposal of real estate or its right to use assets from a related person, or acquisition or disposal of other assets other than real estate or its right to use assets with a related person, and the transaction amount reaches 20% of the company's paid in capital, 10% of its total assets, or NT $300 million or more, except for the purchase and sale of domestic government bonds, bonds with repurchase and repurchase conditions, and the purchase or repurchase of money market funds issued by domestic securities investment trust enterprises, The following information shall be submitted to the Audit Committee for approval and the board of directors for approval before signing the transaction contract and making payment: (1) The purpose, necessity and expected benefits of the acquisition or disposal of assets. (2) The reason for selecting the related party as the trading partner. (3) Information related to the evaluation of the reasonableness of the scheduled trading conditions in accordance with subparagraphs 2 and 3 of paragraph 1 of this article when acquiring real estate or its use right assets from related parties.	Revise with the actual operation of the company

Amendment	Current Articles	Explanation
related party, the trading partner and its relationship with the company and the related party. (5) It is expected that the cash income and expenditure forecast statement of each month in the coming year from the beginning of the contracting month, and evaluate the necessity of the transaction and the rationality of the use of funds. (6) The appraisal report issued by the professional appraiser obtained, or the opinion of the accountant. (7) Restrictions on this transaction and other important agreements. The board of directors may authorize the chairman of the board of directors to make a decision in advance within a certain amount between the company and the parent company, subsidiaries, or subsidiaries that directly or indirectly hold 100% of the issued shares or total capital to acquire or dispose of equipment for business use or its use right assets and real estate use right assets, and then submit it to the board of directors of the latest period for ratification. Where an audit committee has been established in accordance with the provisions of this law, the matters that shall be recognized by the supervisor in accordance with paragraph 1 shall first be approved by more than half of all the members of the audit committee and submitted to the board of directors for resolution. Where a public company or its subsidiary that is not a domestic public company has a transaction referred to in paragraph 1 and the transaction amount reaches 10% or more of the total assets of the public company, the public company shall submit the information listed in paragraph 1 to the shareholders' meeting for approval before signing a transaction contract and making payment. However, this restriction does not apply to transactions between a public company and its parent company, subsidiaries, or its subsidiaries. The calculation of the transaction amount referred to in paragraph 1 and the preceding paragraph shall be conducted in accordance with paragraph 2 of Article 15, and the said one-year period is calculated retroactively one year based on the date of the occurrence of the current transaction, and the part that has been submitted to the shareholders' meeting, the board of directors for approval and the supervisor for recognition in accordance with these standards shall be exempted from re counting. 2.～5. (omitted)	(4) The original acquisition date and price of the related party, the trading partner and its relationship with the company and the related party. (5) It is expected that the cash income and expenditure forecast statement of each month in the coming year from the beginning of the contracting month, and evaluate the necessity of the transaction and the rationality of the use of funds. (6) The appraisal report issued by the professional appraiser obtained, or the opinion of the accountant. (7) Restrictions on this transaction and other important agreements. The board of directors may authorize the chairman of the board of directors to make a decision in advance within a certain amount between the company and the parent company, subsidiaries, or subsidiaries that directly or indirectly hold 100% of the issued shares or total capital to acquire or dispose of equipment for business use or its use right assets and real estate use right assets, and then submit it to the board of directors of the latest period for ratification.	
Article 15: Announcement and declaration procedures 1. Where this corporation acquires or disposes of assets under the following circumstances, it shall, according to the nature and in the prescribed format, announce and report the relevant information on the website designated by the FSC within two days from the date	Article 15: Announcement and declaration procedures 1. Where this corporation acquires or disposes of assets under the following circumstances, it shall, according to the nature and in the prescribed format, announce and report the relevant information on the website designated by the FSC within two days from the date	Revise with the actual operation of the company

Amendment	Current Articles	Explanation
of occurrence: (1) Acquire or dispose of real estate or its use right assets from related parties, or acquire or dispose of other assets other than real estate or its use right assets with related parties, and the transaction amount reaches 20% of the company's paid in capital, 10% of the total assets or more than NT $300 million. However, this restriction shall not apply to the purchase and sale of domestic government bonds, bonds with buy back or sell back conditions, or the subscription or repurchase of money market funds issued by domestic securities investment trust enterprises. (2) Merger, division, acquisition or transfer of shares. (3) Losses from derivatives trading reach the maximum amount of all or individual contract losses specified in the prescribed handling procedures. (4) The type of assets acquired or disposed of is equipment for business use or its use right assets, and the trading partner is not a related party, and the trading amount reaches one of the following provisions: (1) A public company with a paid in capital of NT $10 billion has a transaction amount of more than NT $500 million. (2) A public company with a paid in capital of more than NT $10 billion has a transaction amount of more than NT $1 billion. (5) The company expects to invest more than NT $500 million in the transaction of real estate acquired by means of self owned land contracting, land leasing, joint construction and house distribution, joint construction and sharing, joint construction and sub sale, and its trading partner is not a related party. (6) Asset transactions other than those in the preceding six subparagraphs, the disposal of creditor's rights by financial institutions or investment in the mainland, and the transaction amount reaches 20% of the company's paid in capital or more than NT $300 million. However, the following circumstances shall not apply: 1. Trading of domestic government bonds or foreign government bonds with a credit rating not lower than the sovereign rating of China. 2. Those who specialize in investment, buy and sell securities on the stock exchange or the business premises of securities firms, or subscribe for foreign government bonds or ordinary corporate bonds and general financial bonds (excluding subordinated bonds) not involving equity issued in the primary market, or subscribe for or buy back securities investment trust funds or futures trust funds, or subscribe for or sell back index investment securities, or securities firms need to Act as a consultant for emerging stock companies recommending securities firms to subscribe for	of occurrence: (1) Acquire or dispose of real estate or its use right assets from related parties, or acquire or dispose of other assets other than real estate or its use right assets with related parties, and the transaction amount reaches 20% of the company's paid in capital, 10% of the total assets or more than NT $300 million. However, this restriction shall not apply to the purchase and sale of domestic government bonds, bonds with buy back or sell back conditions, or the subscription or repurchase of money market funds issued by domestic securities investment trust enterprises. (2) Merger, division, acquisition or transfer of shares. (3) Losses from derivatives trading reach the maximum amount of all or individual contract losses specified in the prescribed handling procedures. (4) The type of assets acquired or disposed of is equipment for business use or its use right assets, and the trading partner is not a related party, and the trading amount reaches one of the following provisions: (1) A public company with a paid in capital of NT $10 billion has a transaction amount of more than NT $500 million. (2) A public company with a paid in capital of more than NT $10 billion has a transaction amount of more than NT $1 billion. (5) The company expects to invest more than NT $500 million in the transaction of real estate acquired by means of self owned land contracting, land leasing, joint construction and house distribution, joint construction and sharing, joint construction and sub sale, and its trading partner is not a related party. (6) Asset transactions other than those in the preceding six subparagraphs, the disposal of creditor's rights by financial institutions or investment in the mainland, and the transaction amount reaches 20% of the company's paid in capital or more than NT $300 million. However, the following circumstances shall not apply: 1. Buying and selling domestic government bonds. 2. Those who specialize in investment, buy and sell securities on the stock exchange or the business premises of securities firms, subscribe for ordinary corporate bonds and general financial bonds (excluding subordinated bonds) not involving equity raised and issued on the primary market, or subscribe for or buy back securities investment trust funds or futures trust funds, or securities firms for underwriting business needs Act as a consultant for emerging stock companies recommending securities firms to subscribe for securities in accordance with the regulations of the ROC OTC market. 3. To buy and sell bonds subject to buy back or sell back conditions, and to subscribe for or buy	

Amendment	Current Articles	Explanation
securities in accordance with the regulations of the ROC OTC market. 3. To buy and sell bonds subject to buy back or sell back conditions, and to subscribe for or buy back money market funds issued by domestic securities investment trust enterprises. The aforesaid transaction amount shall be calculated according to the following methods: (1) Amount of each transaction. (2) Accumulated amount of transactions with the same nature acquired or disposed of by the same counterparty within one year. (3) The accumulated amount of real estate acquired or disposed of in the same year. (4) The cumulative amount of the same securities acquired or disposed of (acquired and disposed of separately) within one year. The term "within one year" referred to in the preceding paragraph is calculated retroactively for one year based on the date of the occurrence of the current transaction, and the part that has been announced in accordance with the regulations is exempted from re counting. 2.～5. (omitted)	back money market funds issued by domestic securities investment trust enterprises. The aforesaid transaction amount shall be calculated according to the following methods: (1) Amount of each transaction. (2) Accumulated amount of transactions with the same nature acquired or disposed of by the same counterparty within one year. (3) The accumulated amount of real estate acquired or disposed of in the same year. (4) The cumulative amount of the same securities acquired or disposed of (acquired and disposed of separately) within one year. The term "within one year" referred to in the preceding paragraph is calculated retroactively for one year based on the date of the occurrence of the current transaction, and the part that has been announced in accordance with the regulations is exempted from re counting. 2.～5. (omitted)	
Article 20: These procedures were concluded on May 2, 2000. The first amendment was made on June 2, 2002 The second amendment was made on May 3, 2003. The third amendment was made on June 28, 2010. The fourth revision was made on June 7, 2012. The fifth amendment was made on June 16, 2014. The sixth amendment was made on June 26, 2017. The Seventh Amendment was made on June 26,2019. The eighth amendment was made on June 29, 2020. The Ninth Amendment was made on June 21, 2022.	Article 20: These procedures were concluded on May 2, 2000. The first amendment was made on June 2, 2002 The second amendment was made on May 3, 2003. The third amendment was made on June 28, 2010. The fourth revision was made on June 7, 2012. The fifth amendment was made on June 16, 2014. The sixth amendment was made on June 26, 2017. The Seventh Amendment was made on June 26, 2019. The eighth amendment was made on June 29, 2020.	Added the amendment date.

Attachment 7

List of Director Candidates

姓　　名	學　　歷	經　　歷	現　　職
大江生醫 股份有限公司 法人董事代表人 邱琮傑	成功大學化學工程學系所碩士	財團法人食品工業發展研究所副研究員	大江生醫股份有限公司 客戶成功經理
台塑生醫科技 股份有限公司 法人董事代表人 賴世明	美國奧勒岡州波特蘭大學MBA	台塑企業總管理處總經理室 台塑企業總管理處採購部 台塑鋰鐵材料股份有限公司	台塑企業總管理處醫學事業發展中心副組長

Attachment 8

Waiver of Non-Compete Clause for Directors

姓　　名	解　除　競　業　禁　止
大江生醫股份有限公司 法人董事代表人 邱琮傑	大江生醫股份有限公司客戶成功經理
台塑生醫科技股份有限公司 法人董事代表人 賴世明	台塑企業總管理處醫學事業發展中心副組長

Appendix 1

Articles of Incorporation of Maxigen Biotech Inc.

Section I General Provisions

Article 1: The Company has been incorporated in accordance with the provisions of the Company Act. Its name shall be 和康生物科技股份有限公司 in the Chinese language and Maxigen Biotech Inc. in the English language.

Article 2: The scope of business of this Company shall be as follows:

1. F108031 Wholesale of Medical Devices (limited to Standard Industrial Classification of ROC 4565 Wholesale of Watches, Clocks and eyeglasses, 4571 Wholesale of Pharmaceutical and Medical Goods, and 4649 Wholesale of Other Machinery and Equipment)
2. F108011 Wholesale of Traditional Chinese Medicine (limited to Standard Industrial Classification of ROC 4571 Wholesale of Pharmaceutical and Medical Goods; Chinese medicine is not included.)
3. F108021 Wholesale of Western Pharmaceutical (limited to Standard Industrial Classification of ROC 4571 Wholesale of Pharmaceutical and Medical Goods)
4. F108040 Wholesale of Cosmetics (limited to Standard Industrial Classification of the Republic of China 4572 Wholesale of Cosmetics).
5. IG01010 Biotechnology Services (limited to Standard Industrial Classification of the Republic of China 7210 Nature and Engineering Science Development Services).
6. C802100 Cosmetics Manufacturing (limited to Standard Industrial Classification of the Republic of China 1940 Cosmetics Manufacturing).
7. C801030 Precision Chemical Material Manufacturing (limited to Standard Industrial Classification of ROC 1810 Manufacturing of Basic Chemical Material; Nitroglycerin, Mercury Chlor-alkali, CFC, halon, trichloroethane, Carbon tetrachloride, Category A precursor chemicals listed by UN Convention on the Prohibition of Chemical Weapons are not included).
8. CF01011 Medical Devices Manufacturing (limited to Standard Industrial Classification of ROC 2760 Manufacturing of Irradiation and Electromedical Equipment, 3321 Manufacturing of Eyeglasses, 3329 Manufacturing of Other Medical Instruments and Supplies)
9. CE01030 Optical Instruments Manufacturing (limited to Standard Industrial Classification of ROC 2729 Manufacturing of Other Communication Equipment, 2730 Manufacturing of Audio and Video Equipment, 2771 Manufacturing of Cameras, 2779 Manufacturing of Other Optical Instruments and Equipment, 3321 Manufacturing of Eyeglasses)

Article 2-1: The Company may act as a shareholder of limited liability for other companies with the board of directors' approval. The total investment amount, unless otherwise stipulated by the law, shall be exempt from the restrictions that the total investment amount shall not exceed 40 percent of the Company's paid-up capital; however, the

total amount may not exceed the Company's paid-up capital. The board resolution for the preceding paragraph shall be made with more than two-thirds of directors present and consent of more than half of all attending directors.

Article 3: The Company sets up its headquarter in Taoyuan City. If necessary, it may set up branch offices domestically or abroad with a resolution by the Board of Directors. The establishment or termination of a branch office can only be proceeded with after resolution from the board or approval from the competent authority has been received.

Article 4: Public announcements of the Company shall be duly made in accordance with Article 28 of the Company Law and other relevant laws and regulations.

Article 4-1: If the Company deems it is necessary to carry out its business, the Company may provide endorsements and guarantees and act as a guarantor.

Section II Shares

Article 5: The Company's capital shall be set at NT$1 billion, divided into 100 million shares with each share having a par value of NT$10. The above-mentioned shares may be issued in preferred stock. The shares may be issued in installments at the discretion of the board of directors.

NT$ 80 million of the capital in the previous paragraph shall be retained for issuance of employee stock option; 8 million shares in total which may be issued in installments in accordance with board resolution.

The price of the stock option shall be exempted from the restrictions regarding employee stock option certificate in Article 53 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" or the restriction that where the Company wishes to transfer the treasury shares bought back to the employees at a price lower than the average price paid for the shares, the Company shall do so by a resolution of the shareholders' meeting with the concurrence of over two-thirds of votes exercised by the shareholders present at the meeting who represent a majority of the issued shares of the Company.

Article 5-1: The Company may issue registered series A preferred stocks. Its rights, obligations and major terms of issuance are as follows:

I. Dividend of preferred stock

The annual dividend rate of preferred stock is 1%, calculated in accordance with actual price and date of issuance. After the ratification of the financial statements of the previous year by annual shareholders' meeting and the resolution of earnings distribution, distribution of preferred stock dividend shall be given as priority. The board of directors shall be authorized to set the ex-dividend date for preferred stocks. Unless by statutory requirements, the Company shall not violate the routine resolution and resolve not to distribute earnings. Distribution of cash dividend in the year of issuance shall be calculated from the issuance date proportionally at the ratio of actual number of days after issuance to the total number of days in the year. The date of issuance shall be defined as the record date for capital increase.

If there are no earnings during the year, or earnings are insufficient for dividend distribution of the preferred stocks, or if the Company decides not to distribute earnings, the undistributed or insufficiently distributed dividend shall be made up as soon as possible in the following years when the distributable earnings are available. Except for receiving dividends as specified above, shareholders of preferred stocks are not eligible for the dividend entitlements of common stock, including earnings distribution and the distribution of capital reserves. However, where the dividend distributed for common stock exceeds 1% of its par value, shareholders of preferred stocks have the right to participate in the distribution in accordance with their shareholding ratios.

II. Conversion of preferred stocks

Six months after the issuance date, shareholders of preferred stocks may convert the preferred stocks to common stocks at a ratio of one to one. The rights and obligations of the common stocks converted from preferred stocks (apart from transfer restrictions provided by the law and those not in circulation) are the same as other issued common stocks of the Company.

III. Voting right and right to be elected

Holders of preferred stocks are entitled voting rights or election rights during shareholders' meetings, they may also be elected as directors.

IV. Preferred liquidation

The preferred stocks shall have a higher priority than common stocks in receiving allocation of the remaining assets of the Company. The compensation received, however, shall not exceed issuance price plus the aggregated amount of undistributed dividend. Except for receiving allocation of the remaining assets as specified above, shareholders of preferred stocks are not eligible for the allocation of the remaining asset entitlements of common stocks.

V. Issuance period and redemption

The issuance period of the preferred stock is 4 years, upon the expiration of 4 years from the capital increase record date, the Company shall redeem the preferred stocks in cash at the issuing price plus the aggregated amount of any undistributed dividend. When redeeming preferred stocks, cash dividend up to the redemption date shall be calculated proportionally at the ratio of actual number of days to the total number of days in the year.

VI. Pre-emptive right

When the Company issues new shares by cash for capital increase, shareholders of preferred stocks have the same pre-emptive rights as the shareholders of common stocks.

VII. Capital reduction

During the issuance period of the preferred stocks, a resolution by an extraordinary shareholders' meetings shall be required if the Company plans to reduce its capital, thus leading to a proportional reduction of preferred stocks

causing detriments to the interests of the shareholders of preferred stocks. Such resolution shall be adopted with the concurrence of a majority votes exercised by the shareholders of preferred stocks present at the extraordinary shareholders' meeting who represent over two-thirds of the issued preferred stocks of the Company.

VIII. Issuance of preferred stocks

Before all the preferred stocks are redeemed or converted, a resolution by an extraordinary shareholders' meetings shall be required if the Company plans to issue any preferred stocks with right or priority of which superior to or the same as the issued preferred stocks. Such resolution shall be adopted with the concurrence of a majority votes exercised by the shareholders of preferred stocks present at the extraordinary shareholders' meeting who represent over two-thirds of the issued preferred stocks of the Company.

Article 6: The share certificates hereof shall be name-bearing certificates, duly signed by or affixed with seals by the Director who represents the Company, and shall be attested by banks competent to serve as attesters for the issuance of share certificates under the laws.

The Company's issued shares may be free from printing, but they should be registered or kept at centralized securities depository enterprise.

Unless the Company had issued all the authorized shares, the Company may not increase its capital.

The total number of shares after capital increase may be issued in installments.

The Company shall administer all the shareholder affairs in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" announced by competent securities authority.

Article 7: No registration of transfer of shares on shareholder registry shall be made within sixty (60) days prior to the annual shareholders' meeting, nor within thirty (30) days prior to a special (extraordinary) shareholders' meeting, nor within five (5) days prior to the record date on which dividend, bonus or other benefits are scheduled to be paid by the Company.

Article 7-1: The Company's treasury stock purchased in accordance with the Company Act shall be transferred to employees of controlling or affiliate companies that meet certain criteria.

The Company's employee option certificates are issued to employees of controlling or affiliate companies that meet certain criteria.

When the Company issues new shares, the employees eligible for share subscription shall include employees of controlling or affiliate companies that meet certain criteria.

The recipients of restricted employee shares issued by the Company include employees of controlling or affiliate companies that meet certain criteria.

Chapter III Shareholders' Meetings

Article 8: Shareholders' meetings of the company can be divided into two categories:

I. Annual shareholders' meeting;

II. Extraordinary shareholders' meeting.

The Annual Shareholders' Meeting is convened in accordance with relevant regulations within six months since the end of each fiscal year. A special shareholders' meeting may be held when deemed necessary, in accordance with relevant regulations.

Article 9: Shareholders who are unable to attend the shareholders' meeting may authorize another person to attend through proxy provided by the Company and set forth the scope of the authorization. Representation by proxy, unless otherwise provided in Article 177 of the Company Act, shall be governed by the provisions of the "Regulations Governing the Use of Proxies for Attendance at shareholders' meetings of Public Companies" propagated by the securities competent authority.

Shareholders who own more than 1% of the Company's outstanding shares are entitled to propose, in writing, matters for discussion in the Annual Shareholders' Meeting. Each shareholder may only propose one proposal and each proposal shall consist of no more than 300 words; any further proposals will be excluded from discussion.

Article 9-1: If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board, When the chairman of the board is unable to attend, the chairman shall appoint one of the directors to act as chair. Where the chairman does not make such a designation, the directors shall select from among themselves one person to act as chair. For shareholders' meetings convened by any authorized party other than the board of directors, the convener will act as the meeting chair. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting.

Article 10: Unless otherwise stated by the law, each share of the Company holds 1 voting right. The voting may be conducted in writing or with electronic measures. The choice shall be indicated in the shareholders' meeting notice whether the vote is conducted in written form or electronically. Shareholders exercising their voting rights by correspondence or electronic transmission as previously stated will be deemed to have attended the meeting in person. However, the shareholder shall be regarded as having abstained from voting for extempore motions or amendments to the original motion.

Article 11: Unless otherwise provided in the Company Law, resolutions shall be adopted by a majority vote at a meeting which is attended by shareholders who represent a majority of the total issued shares.

Article 11-1: Shareholders' meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chair then disseminated to each shareholder no later than 20 days after the meeting. These minutes shall be retained in the duration of the existence of the Company. The preparation and distribution of minutes shall be governed by Article 183 of the Company Act.

Article 11-2: Where the Company plans to withdraw its stocks from public offering, apart from the approval of the board of directors, it shall be submitted to the shareholders' meeting for resolution.

Section IV Board of Directors

Article 12: The Company has seven to nine directors elected by candidate nomination system in accordance with Article 192-1 of the Company Act. Directors are eligible for re-election. The total shareholding ratio of all directors of the Company shall comply with the provisions promulgated by the competent securities authority.

The Company may purchase liability insurance for Directors for the potential liabilities arising from exercising their duties during their tenure.

Article 12-1: Among the seats of directors as stated in the preceding paragraph, the seats of independent directors shall be no less than three people or one-fifth of the seats of directors. In accordance with the relevant regulations of the competent authority, the professional qualifications, shareholding, prohibition on positions held at other companies, nomination and selection process and other matters of the Company's independent directors, are processed according to relevant legal regulations.

Article 12-2: The Company shall set up an Audit Committee in accordance with the provisions of Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors. The members of the Audit Committee or the Audit Committee shall be responsible for executing supervisors' duties under the Company Act, the securities exchange law, and other laws and regulations.

The Company may set up other committees under the board of directors. The number of members, term of office, functions, and responsibility of the committees shall be specified in the committee charter of each committee and shall be implemented by the resolution of the board of directors.

Article 13: The Board of Directors shall consist of the directors and the chairman of the board shall be elected from among the directors by a majority of directors in attendance at a meeting attended by at least two-thirds of the directors. The chairman of the board shall represent the Company externally.

The board of directors may establish a vice chairman when necessary, which shall be elected by the directors in accordance with the preceding paragraph.

Article 14: The board of directors shall conduct the Company's business in accordance with the relevant laws and regulation, the Articles of Incorporation and the resolutions of the shareholders' meeting.

Article 15: Upon the Chairperson's leave, absence or unavailability for performance of duties, the delegation shall be duly handled at the meeting in accordance with Article 208 of the Company Act.

Article 15-1: The reasons for convening a board meeting shall be notified to each director at least seven days in advance and the meeting may be convened in the form of letters, e-mail or facsimile. However, in the event of an emergency, the meeting may be convened at any time.

The directors' proxies in attending the board of directors meeting shall be governed by Article 205 of the Company Act.

Article 16: The board is delegated to determine the remuneration to directors based on their involvement in the Company's business operation and their contributions to the Company with reference to the remuneration standard of the industry. The transportation fees of the directors shall be determined with reference to the standard of the industry.

Section V Manager

Article 17: The Company shall have one president and several managers. The appointment, discharge and remuneration shall be done in accordance with Article 29 of the Company Act.

Article 17-1: The Company shall purchase liability insurance for its managers for the potential liabilities arising from exercising their duties during their tenure.

Section VI Accounting

Article 18: The Company's board of directors shall prepare (1) business report, (2) financial statements and (3) earnings distribution or loss off-setting proposal after the end of each fiscal year and forward the same to the Annual Shareholders' Meeting for approval.

Article 19: In case the Company makes profit during the year, no less than 5% of the said profit shall be set aside for employee profit sharing bonus. The Board of Directors shall determine whether to pay the bonus in stocks or cash. Recipients of the said compensation shall include employees of affiliate companies that meet certain criteria. The Board of Directors may set aside no more than 5% of the sum of the aforementioned profit as Directors' compensation. The employees' profit sharing bonus and directors' compensation shall be reported to the shareholders' meeting.

However, if the Company has accumulated losses, the amount shall be first set aside to cover the deficit, and then distributed to employees and directors in accordance with the aforementioned percentage.

Article 19-1: The Company's annual earnings at the end of the year shall be first used to pay all taxes, offset prior year losses, set aside 10% of the remainder as legal reserve; however, no further provision shall be made once the legal reserve has accumulated to the same amount as the total capital; special reserve shall be set aside or reversed by law. The remainder plus the undistributed earnings shall be distributed in accordance with the proposal submitted by the Board of Directors and adopted by the Annual Shareholders' Meeting.

Article 19-2: The Company is a technology and capital intensive enterprise at its growth period. In order to coordinate the Company's long-term capital plans for sustainable operation and stable growth, the Company adopts the residual dividend policy.

In principle, the amount of dividends paid out to shareholders shall be no less than 50% of the amount after the deduction of tax and appropriation of various reserves in accordance with the law. However, under the principle of balanced dividend policy, the undistributed surplus of prior year may be distributed when the current year net income after tax is insufficient for distribution. When distributing dividends, the main consideration is the Company's future expansion plans and cash flow needs. The stock dividend will at least be 50%, and the rest are made up by cash dividends.

However, the type and ratio of earnings distribution shall be adjusted based on the resolution adopted at the shareholders' meeting according to the actual profit and fund status of the Company for the current year.

Section VII Appendix

Article 20: Matters not specified in this Articles of Incorporation shall be governed by the Company Act and other Securities related laws..

Article 21: The Article of Incorporation was first established on November 27, 1998

The first amendment was on May 2, 2000.

The second amendment was on August 31, 2001.

The third amendment was on July 29, 2002.

The fourth amendment was on May 3, 2003.

The fifth amendment was on September 25, 2003.

The sixth amendment was on May 18, 2004.

The seventh amendment was on June 24, 2005.

The eighth amendment was on June 29, 2006.

The ninth amendment was on January 19, 2007.

The tenth amendment was on June 29, 2007.

The eleventh amendment was on June 23, 2008.

The twelfth amendment was on June 28, 2010.

The thirteenth amendment was on May 25, 2011.

The fourteenth amendment was on June 7, 2012.

The fifteenth amendment was on June 22, 2015.

The sixteenth amendment was on Dec. 25, 2015.

The seventeenth amendment was on Jun. 24, 2016.

The eighteenth amendment was on June 26, 2017.

The nineteenth amendment was on June 26, 2018.

The twentieth amendment was on June 26, 2019.

The twenty-first amendment was made on Jun. 29, 2020.

The twenty-first amendment was made on Jul. 12, 2021.

Maxigen Biotech Inc.
Rules for Procedures of Shareholders' Meeting

Article 1: (Basis for the adoption of the Rules)

To establish a strong governance system and sound supervisory capabilities for the Company's Shareholders' Meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies."

Article 2: (Scope of the Rules)

Unless otherwise specified by law or Articles of Incorporation, the Company shall proceed its shareholders' meetings according to the terms of this policy.

Article 3: (Convening shareholders' meetings and shareholders' meeting notices)

Unless otherwise specified by law or Articles of Incorporation, shareholders' meetings are convened by the board of directors.

The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual shareholders' meeting, or 15 days before the extraordinary shareholders' meeting. At least 21 days before an annual shareholders' meeting, or 15 days before the extraordinary shareholders' meeting, an electronic copy of the shareholders' meeting agenda and supplemental meeting materials shall be posted onto MOPS. Physical copies of the shareholders' meeting agenda and supplemental meeting materials shall also be prepared at least 15 days before the meeting and made accessible to shareholders at any time. These documents must be placed within the Company's premises and at the professional shareholder services agent appointed by the Company, and distributed on-site at the shareholders' 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.

Election or dismissal of Directors, change of Articles of Incorporation, reduction of capital, application of ceasing its status as a public company, waiver of non-compete clauses for directors, capital increase from retained earnings, capital increase from surplus, dissolution, merger and division of the Company, or any listed in Paragraph 1, Article 185 of the Company Act shall be listed as reasons to convene the meeting, with their essential contents specified, and shall not be raised as extempore motions; the main contents shall be placed on the website designated by the competent securities authority or the Company, and the website address shall be stated in the notice.

Where the causes or subjects for convening a shareholders' meeting had specified a re-election of all directors and their terms of office, after the completion of the election for

that meeting, the terms of office for the directors cannot be altered by extempore motions or any other means in the same meeting.

Shareholders who own more than 1% of the Company's current outstanding shares are entitled to propose matters for discussion in annual shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. However, where the agenda item proposed by the shareholder is for the public interests or fulfills social responsibilities, the Board of Directors may still include such item in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act are proposed as matters for discussion by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than ten days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the Annual Shareholders' Meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting, the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4: (Attendance by proxy and authorization)

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

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 five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail. However, exception shall be granted if the shareholder issues a declaration to withdraw the previous proxy arrangement.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation by 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.

Article 5: (Principles determining the time and venue of a shareholders' meeting)

The venue for a shareholders' meeting shall be the premise 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.

Article 6: (Preparation of documents such as the attendance book)

The Company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in cards in lieu of signing in.

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 shall be assigned to handle the registrations.

The Company shall deliver the meeting agenda, annual report, attendance card, speaker's slip, voting slips, and other meeting materials to the shareholders attending the shareholders' meeting. If directors are to be elected, ballots shall also be provided.

Shareholders and their proxies (collectively, "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.

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 has been appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7: (The chair and non-voting participants of a shareholders' meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

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.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairman of the board in person and attended by a majority of the directors with at least one independent director, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

For shareholders' meetings convened by any authorized party other than the board of directors, the convener will act as the meeting chair. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting.

The Company may appoint its lawyers, certified public accountants, and any relevant personnel to be present at the shareholders' meeting.

Article 8: (Documentation of a shareholders' meeting by audio or video)

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 aforementioned recordings shall be kept for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recordings shall be retained until the conclusion of the litigation.

Article 9: (Calculation of representative shareholding and meeting commencement)

Shareholders' presence is determined by the number of shares represented during the meeting. The number of shares represented during the meeting is calculated based on the total amount registered in the attendance log or the sign-in cards collected, plus the number of shares where voting rights are exercised in writing or through electronic means.

The chair shall call the meeting to order at the time scheduled for the meeting. In the event that the meeting is attended by shareholders representing less than half of the total issued shares, the chairperson may announce a postponement of the meeting; however, there may not be more than two postponements in total and the total time accumulated in the postponement(s) shall not exceed one hour. The chairperson shall dismiss the meeting if shareholders in attendance represent less than one-third of outstanding shares after two postponements.

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 current outstanding shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of current outstanding 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: (Discussion of agenda items)

The agenda for the shareholders' meeting shall be set by the Board of Directors if such meeting is convened by the Board of Directors. The resolutions, including extempore

motions and amendment of the original proposals, shall be done through vote. Unless otherwise resolved by resolution at the meeting, the meeting shall be carried out in accordance with the scheduled 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 chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extempore motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 11: (Shareholder speech)

Shareholders who wish to speak during the meeting must produce a speaker's slip detailing the topics and the shareholder's account number (or the attendance card serial number). The order of shareholders' comments shall be determined by the chair.

A shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. If the contents of speech are inconsistent with the contents of speaker's slip, the contents of speech shall prevail.

Each shareholder shall speak no more than twice, for five minutes each, for the same proposal, unless otherwise agreed by the chair. The chair may stop shareholders from speaking if they violate the rules or speak is out of the scope of proposal under discussion.

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.

Where a juristic person shareholder has appointed two or more representatives to attend the shareholders' meeting, only one representative may speak for each proposal.

After the shareholder has finished speaking, the chair may respond in person or appoint any relevant personnel to do so.

Article 12: (Calculation of voting shares)

Votes in a shareholders' meeting are determined by the number of shares represented during the meeting.

Shares that do not carry voting rights are excluded from the calculation of current outstanding shares when voting for the final resolution.

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 number of shares held by shareholders who are not permitted to vote shall be excluded from the total voting rights represented in the meeting.

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: (Voting, ballot monitor and count)

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. 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 shall be regarded as having personally attended the meeting. However, the shareholder would be deemed to have waived his/her rights with respect to the extempore motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoids the submission of extempore motions and amendments to original proposals.

Instructions to exercise written and electronic votes must be delivered to the Company at least two days before the shareholders' meeting. In the event where there are duplicate submissions, the earliest submission shall be taken into record. However, exception shall be granted if the shareholder issues a proper declaration to withdraw the previous vote.

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 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. If the shareholder has exercised written or electronic votes, and at the same time delegated a proxy to attend the shareholders meeting, then the voting decision exercised by the proxy shall prevail.

Unless otherwise regulated by the Company Act or the Articles of Incorporation, a proposal is passed when supported by shareholders who represent more than half of the total voting rights in the meeting. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights

represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the number of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there are any amendments or alternative solutions for the same proposal, the chair shall combine these amendments/alternative solutions with the original proposal and decide their priority for voting. If any resolution is passed, all other proposals shall be deemed rejected and no further voting is necessary.

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 this Corporation.

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 number of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14: (Election)

When there are directors to be elected in the Shareholders' Meeting, it shall be handled in accordance with the relevant election rules set by the Company. The election results shall be declared on the spot, including the list of elected directors and the numbers of elected votes they obtained.

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 recordings shall be retained until the conclusion of the litigation.

Article 15: (Meeting minutes and signature)

Shareholders' meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chair then disseminated to each shareholder no later than 20 days after the meeting. Preparation and distribution of meeting minutes can be made in electronic form.

The distribution of the meeting minutes as described in the preceding paragraph may be conducted by a public announcement on the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including the statistical tallies of the numbers of votes). Where there is an election of the directors, the number of votes received by each candidate shall be disclosed. The meeting minutes shall be retained for the duration of the existence of the Company.

Article 16: (Public disclosure)

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 and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17: (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may instruct marshals or security staff to help maintain order in the meeting. While maintaining order in the meeting, all marshals or security staff must wear arm bands or identification which identify their roles as "Marshall."

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.

The chair may instruct marshals or security staff to remove shareholders who continue to violate the meeting rules despite being warned by the chair.

Article 18: (Recess and resumption of a shareholders' meeting)

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

If the meeting venue is no longer available for continued use and not all of the items (including extempore motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

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: (Appendix)

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

Article 20

These Rules were first established on June 18, 2010.

The first amendment was made on June 18, 2013.

The second amendment was made on June 22, 2015.

The third amendment was made on June 26, 2018.

The fourth amendment was made on June 29, 2020.

Appendix 3

Maxigen Biotech Inc.
Procedures for Election of Directors

Article 1: in order to elect directors fairly, fairly and publicly, these measures are hereby formulated in accordance with articles 21 and 41 of the code of practice on corporate governance of listed and OTC companies.

Article 2: unless otherwise provided by laws and regulations or the articles of association, the election of directors of this company shall be handled in accordance with these procedures.

Article 3: the overall configuration of the board of directors shall be considered in the selection and appointment of directors of the company. The composition of the board of directors shall consider diversification and formulate appropriate diversification policies according to its own operation, operation type and development needs, which should include but not limited to the following two standards:

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

Members of the board of directors shall generally have the knowledge, skills and literacy necessary for the performance of their duties, and their overall abilities are as follows:

1. Operational judgment.
2. Accounting and financial analysis ability.
3. Operation and management ability.
4. Crisis management ability.
5. Industrial knowledge.
6. International market view.
7. Leadership.
8. Decision making ability.

There shall be more than half of the seats among directors, and shall not have spouse or kinship within the second degree.

The board of directors of the company shall consider adjusting the composition of the board of directors according to the results of performance evaluation.

Article 4: the qualifications of independent directors of this company shall comply with the provisions of articles 2, 3 and 4 of the measures for the establishment and compliance of independent directors of public companies.

The selection of independent directors of this company shall comply with Articles 5, 6, 7, 8 and 9 of the measures for the establishment and compliance of independent directors

of public companies, and shall be handled in accordance with Article 24 of the code of practice on corporate governance of listed and OTC companies.

Article 5: the election of directors of this company shall be conducted in accordance with the procedures of the candidate nomination system prescribed in article 192-1 of the company law.

If the number of directors is less than five due to the dismissal of directors for some reason, the company shall hold a by election at the latest shareholders' meeting. However, if the vacancy of directors reaches one-third of the number of seats prescribed in the articles of association, the company shall convene an interim shareholders' meeting for by election within 60 days from the date of occurrence of the fact.

If the number of independent directors is less than the proviso of paragraph 1 of article 14-2 of the securities and Exchange Act, a by election shall be held at the most recent shareholders' meeting; When all independent directors are dismissed, an interim shareholders' meeting shall be convened for by election within 60 days from the date of the fact.

Article 6: the cumulative voting system shall be adopted for the election of directors of the company. Each share has the same voting right as the number of directors to be elected, and one person may be elected centrally or distributed.

Article 7: the board of directors shall prepare an election ticket with the same number of directors to be elected, fill in their weights, and distribute it to the shareholders attending the shareholders' meeting. The registration of the electors may be replaced by the number of attendance card printed on the election ticket.

Article 8: the number of directors of the company shall be determined in accordance with the articles of association, and those who have obtained more voting votes shall be elected in turn. If two or more directors have the same number of voting rights and exceed the specified number, they shall be determined by drawing lots by those who have the same number of voting rights, and if they are not present, the chairman shall draw lots on their behalf.

Article 9: before the election, the chairman shall designate a number of scrutineers and tellers to perform various relevant duties. The scrutineer shall be a shareholder. The ballot box shall be prepared by the board of directors and opened by the scrutineer in public before voting.

Article 10: an election ticket is invalid under any of the following circumstances:

1. Those who do not need the ballot prepared by the convener.
2. Those who put blank ballot papers into the ballot box.
3. Illegible or altered handwriting.
4. The filled list of candidates for election and the list of candidates for directors are inconsistent after verification.
5. In addition to filling in the number of voting rights allocated, other words shall be included.

Article 11: After the voting is completed, the bill shall be issued on the spot, and the result of the bill shall be announced by the chairman or his designated person on the spot, including the list of directors elected and their number of election rights.

The electoral votes for the election matters referred to in the preceding paragraph shall be sealed and signed by the scrutineer and kept properly for at least one year. However, if a shareholder brings an action in accordance with Article 189 of the company law, it shall be kept until the end of the action.

Article 12: These Measures shall come into force after being adopted by the shareholders' meeting, and the same shall apply to amendments.

These regulations were enacted on June 28, 2010

The first amendment was made on June 18, 2013.

The second amendment was made on June 22, 2015.

The third amendment was made on June 29, 2020.

The fourth amendment was made on July 12, 2021

Maxigen Biotech Inc.
Procedures for Acquisition or Disposal of Assets

Article 1: Purpose

These procedures are formulated to strengthen asset management, protect investment and implement information disclosure.

The acquisition or disposal of assets by the company shall be handled in accordance with the provisions of these procedures.

Article 2: legal basis

These procedures shall be obtained or disposed of in accordance with the "public company" of the financial supervision and Regulation Commission (hereinafter referred to as the "FSC") the asset disposal standards.

Article 3: scope of assets

The scope of assets referred to in this procedure is as follows:

1. Price of stocks, bonds, securities deposited and sold by companies (securities, securities deposited and bonds) warrants, beneficiary securities, asset-based securities and other investments.
2. Real estate (including land, houses and construction, investment real estate, inventory of construction industry) and equipment.
3. Membership card.
4. Patents, copyrights, trademarks, franchises and other intangible assets.
5. Right to use assets.
6. Creditor's rights of financial institutions (including accounts receivable, foreign exchange purchase discount, loan and collection).
7. Derivatives.
8. Assets acquired or disposed of by merger, division, acquisition or transfer of shares in accordance with the law.
9. Other important assets.

Article 4: definitions of related terms

1. Derivative commodity: refers to a commodity whose value is determined by specific interest rate, financial instrument price, commodity price, exchange rate, price or fee forward contracts, option contracts and futures contracts derived from rate index, credit rating or credit index or other variables commodity contracts, leveraged margin contracts, exchange contracts, combinations of the above contracts, or embedded derivatives combined contracts or structured goods, etc. The term "forward contract" does not include insurance contract, performance contract and sale contract post service contract, long-term lease contract and long-term purchase (Sales) contract.

2. Assets acquired or disposed of by merger, division, acquisition or share transfer in accordance with the law: refer to assets acquired or disposed of in accordance with the enterprise merger and acquisition law acquired through merger, division or acquisition under the law of financial holding company, the law of merger of financial institutions or other laws; or dispose of assets, or issue new shares to acquire shares of other companies in accordance with article 156-3 of the company law (in the form of shares) Hereinafter referred to as the transferee of shares).
3. Related parties and subsidiaries shall be recognized in accordance with the standards for the preparation of financial reports by securities issuers.
4. Professional appraiser: refers to a real estate appraiser or other person who can engage in real estate and equipment appraisal business according to law.
5. Date of fact: refers to the date of signing the transaction, the date of payment, the date of entrusted transaction, the date of transfer of ownership, the date of resolution of the board of directors or its date the date when he is fully qualified to determine the trading partner and the trading amount, whichever is the former. However, it shall be approved by the competent authority for investors, the above opening date or the date of receipt of approval from the competent authority shall prevail.
6. Investment in mainland China: refers to investment or technical cooperation in mainland China in accordance with the Investment Review Committee of the Ministry of economic affairs Investment in mainland China may be prescribed in the regulations.
7. Investment oriented: refers to the financial holding company established in accordance with the law and managed by the local competent financial authority Companies, banks, insurance companies, securities finance companies, trust enterprises, and securities engaged in proprietary or underwriting business securities investment trust enterprises, securities investment consulting enterprises and fund management companies.
8. Stock Exchange: domestic stock exchange refers to Taiwan Stock Exchange Co., Ltd; Foreign securities exchange exchange refers to any organized stock exchange managed by the competent securities authority of the country.
9. Business premises of a securities firm: the business premises of a domestic securities firm refers to the place where securities are traded a place where a securities firm is required by the regulations to set up a counter for trading; The business address of a foreign securities firm refers to a foreign securities firm the business premises of financial institutions managed by the competent securities authority and allowed to operate securities business.

Article 5: the professional appraiser and his / her representative shall provide the valuation report or the opinion of a CPA, lawyer or securities underwriter obtained by this corporation Appraisers, accountants, lawyers or securities underwriters shall meet the following requirements:

1. Has not violated this law, the company law, the banking law, the insurance law, the financial holding company law, the commercial accounting law or fraud, breach of trust, embezzlement, forgery of documents or criminal acts in business shall be sentenced to fixed-term imprisonment of more than one year declaration and

confirmation of. However, this restriction shall not apply if three years have elapsed after the completion of execution, the expiration of probation or pardon.

2. Circumstances in which a party to a transaction may not be a related party or have a material relationship with the transaction party.

3. If the company should obtain the appraisal report of two or more professional appraisers, the appraisers of different specialties or appraisers should not circumstances in which they may be related parties to each other or have substantial related parties.

When issuing a valuation report or opinion, the personnel referred to in the preceding paragraph shall comply with the following matters:

1. Before undertaking a case, you should carefully evaluate your professional ability, practical experience and independence.

2. When examining a case, it is necessary to properly plan and implement the appropriate operation process to form a conclusion and issue a report or report based on it opinions; The procedures, information and conclusions collected will be detailed in the case working paper.

3. The integrity, correctness and reasonableness of the data sources, parameters and information used shall be evaluated item by item as the basis for issuing the appraisal report or opinion.

4. The declaration shall include that the relevant personnel are professional and independent, and the information used in the evaluation is reasonable related to the correct and compliance with relevant laws and regulations.

Article 6: where the acquisition or disposal of assets by this corporation is subject to the approval of the board of directors in accordance with these procedures or other laws and regulations, it shall fully considering the opinions of each independent director, any objection or reservation of the independent director shall be stated in the minutes of the board meeting.

Article 7: the limit on the acquisition of real estate and its right to use assets or securities not for business use

1. The limits for the company to acquire real estate and its right to use assets or securities not for business use are as follows:

   (1) The total assets of real estate purchased for non business use and its use right shall not exceed the paid in capital of the company forty percent.

   (2) The total amount invested in securities shall not exceed 100% of the company's paid in capital or the net value of the most recent financial statements eighty percent (whichever is higher).

   (3) The amount invested in individual securities shall not exceed the paid in capital of the company or the net value of the latest financial statements fifty percent (whichever is higher).

2. Limits on the acquisition by subsidiaries of the company of real estate and its right to use assets or securities not for business use as follows:

(1) The total assets of real estate purchased for non business use and its use right shall not exceed the paid in capital of each subsidiary 20% of the principal amount.

(2) The total amount invested in securities shall not exceed the paid in capital of each subsidiary or the net value of the latest financial statements (whichever is higher).

(3) The amount invested in individual securities shall not exceed the paid in capital of each subsidiary or the latest financial statements Net worth (whichever is higher).

Article 8: evaluation and operating procedures for acquisition or disposal of securities

1. Price determination method and reference basis

To acquire or dispose of securities, the target company shall obtain the latest audited and signed by a certified public accountant before the date of occurrence the certified or audited financial statements are used as a reference for evaluating the transaction price:

(1) The acquisition or disposal of securities that have been traded on the centralized trading market or on the over-the-counter markets of securities firms shall be subject to Determined by the market price.

(2) Consideration shall be given to acquiring or disposing of securities that are not traded on the centralized trading market or on the over-the-counter markets of securities firms its net worth per share, profitability, future development potential, market interest rate, bond coupon rate and debt it shall be negotiated with reference to the current transaction price.

2. Experts are invited to give opinions

Acquire or dispose of securities with a trading amount of 20% of the company's paid in capital or NT $300 million in the case of the above, a CPA shall be contacted to express an opinion on the reasonableness of the transaction price before the date of occurrence of the fact if it is necessary to adopt the expert report, it shall be in accordance with the accounting research and development foundation of the Republic of China (hereinafter referred to as the auditing standards Bulletin No. 20 issued by the accounting research and Development Foundation) shall be handled. But there should be valuable evidence this restriction shall not apply to the public quotation of securities in the flexible market or otherwise prescribed by the FSC.

3. Authorization limit and level

Those who acquire or dispose of securities with a trading amount of less than NT $50 million (inclusive) shall be subject to the approval authority the division table shall be approved level by level; If the transaction amount exceeds NT $50 million, it shall be approved by the audit committee and the board of directors it can only be done after the meeting is passed.

4. Executive unit

This corporation's acquisition and disposal of long-term and short-term securities investments shall be executed by the finance department and general manager's office.

5. Transaction process

The trading process of the company's acquisition or disposal of securities is consistent with the investment cycle of the company's internal control system the relevant operations shall be handled in accordance with the relevant regulations.

Article 9: evaluation and operation procedures for acquisition or disposal of real estate, equipment or its use right assets

1. Price determination method and reference basis

The acquisition or disposal of real estate, equipment or its use right assets shall be signed by the original user or relevant responsible units the asset management unit shall refer to the announced present value, assessed value, actual transaction price of adjacent real estate the recent transaction price of similar assets shall be selected by price comparison, negotiation or bidding.

2. Experts are invited to issue a valuation report

The acquisition or disposal of real estate, equipment or its use right assets, except for transactions with domestic government agencies, self construction in addition to renting land for construction, or acquiring and disposing of equipment or its use right assets for business use, the transaction amount is up to the public where 20% of the paid in capital of the company or more than NT $300 million, the company shall obtain the exclusive right before the date of occurrence the appraisal report issued by the appraiser shall comply with the following provisions:

(1) For special reasons, limited price, specific price or special price shall be used as the reference basis of transaction price the transaction shall be approved by the audit committee and passed by the resolution of the board of directors; Subsequent transactions the same applies when conditions change.

(2) If the transaction amount reaches NT $1 billion or more, it shall be appraised by two or more professional appraisers.

(3) In any of the following cases, the appraisal results of professional appraisers are higher than the appraisal results of assets, except for those obtained if the transaction amount or the valuation result of the disposal of assets is lower than the transaction amount, the accountant shall be contacted for approval the audit standards Bulletin No. 20 issued by the research and development foundation shall be handled, and the original differences shall be corrected express specific opinions on the appropriateness of and transaction price:

1. The difference between the valuation result and the transaction amount is more than 20% of the transaction amount.

2. The difference between the valuation results of two or more professional appraisers is more than 10% of the transaction amount.

(4) For professional appraisers, the date of issuance of the report and the date of establishment of the contract shall not exceed three months. However, if applicable, the same shall apply WHERE the current value of the first phase is publicly announced and less than six months have elapsed, the original professional appraiser may issue an opinion.

If the assets are acquired or disposed of through the auction procedure of the court, the certificate issued by the court may replace the valuation report sue.

3. Authorization limit and level four

Acquisition or disposal of real estate, equipment or its use right assets with a transaction amount of NT $50 million (inclusive) the following shall be reviewed and decided level by level according to the division of review authority; If the transaction amount exceeds NT $50 million, it shall be approved by only after the approval of the audit committee and the approval of the board of directors.

4. Executive unit

The executive unit of the company's acquisition and disposal of real estate, equipment or its use right assets is employing departments and relevant authorities and responsible units.

5. Transaction process

The transaction process of the company's acquisition or disposal of real estate, equipment or its use right assets shall be in accordance with the internal procedures of the company the control system shall be handled in accordance with the provisions of the operation related to the circulation of fixed assets.

Article 10: evaluation and operating procedures for related party transactions

The company and its related parties shall acquire or dispose of assets in accordance with the provisions of the preceding article and the following provisions in addition to evaluating the reasonableness of trading conditions, where the trading amount reaches 10% or more of the company's total assets, it shall also be in accordance with the valuation report or CPA opinion issued by a professional appraiser in accordance with the preceding article. In addition, judge whether the trading partner is closed in addition to paying attention to its legal form, we should also consider the substantive relationship.

1. Acquire or dispose of real estate or its use right assets from related parties, or acquire or dispose of real estate or its use right assets with related parties other assets other than the right to use assets, and the transaction amount reaches 20% of the company's paid in capital. Total assets 10% or NT $300 million or more, except for buying and selling domestic government bonds, bonds with buy back or sell back conditions in addition to subscribing for or repurchasing money market funds issued by domestic securities investment trust enterprises, the following information shall be submitted after the approval of the audit committee and the approval of the board of directors, the transaction contract can be signed and the payment can be made:

(1) The purpose, necessity and expected benefits of the acquisition or disposal of assets.

(2) The reason for selecting the related party as the trading partner.

(3) The acquisition of real estate or its use right assets from related parties shall be subject to the provisions of subparagraphs 2 and 3 of paragraph 1 of this article relevant materials for evaluating the rationality of the predetermined trading conditions.

(4) The original acquisition date and price of the related party, the trading partner and its relationship with the company and the related party.

(5) Forecast the cash receipts and expenditures of each month in the coming year from the beginning of the contracting month, and evaluate the necessity of the transaction and the rationality of the use of funds.

(6) The appraisal report issued by the professional appraiser obtained, or the opinion of the accountant.

(7) Restrictions on this transaction and other important agreements.

The company holds 100% of the issued shares or total capital directly or indirectly with the parent company and subsidiaries acquisition or disposal of equipment for business use or its use right assets and real estate use right assets between subsidiaries of the company, the board of directors may, after the board of directors has made a final decision on the amount of authorization, approve it within a certain period of time.

2. Rationality evaluation of transaction cost

(1) When acquiring real estate or its right to use assets from related parties, the reasonableness of transaction costs shall be evaluated according to the following methods:

1. Add the necessary capital interest and the cost borne by the buyer according to law according to the transaction price of the related party. So called must the interest cost of capital shall be based on the weighted average interest rate of the borrowings of the company in the year of purchasing assets however, it shall not be higher than the maximum borrowing rate of non-financial industry published by the Ministry of finance.

2. If the related party has set a mortgage loan with the subject matter to the financial institution, the financial institution shall be responsible for the subject matter the total value of the loan evaluation of the subject matter, but the cumulative value of the actual loan of the financial institution to the subject matter shall reach the loan value more than 70% of the assessed total value and the loan period has exceeded one year. But one of the financial institutions and transactions if the parties are related parties to each other, it does not apply.

(2) For the merger purchase or lease of the same subject-matter land and house, the land and house may be divided according to (1) respectively Evaluate transaction costs using any of the methods listed.

(3) When acquiring real estate or its right to use assets from related parties, the real estate or its use shall be evaluated in accordance with the provisions of the preceding two paragraphs use the cost of assets, and contact the accountant to review and express specific opinions.

(4) In any of the following circumstances, the acquisition of a real estate or its use right assets from a related person shall be in accordance with Article 1 of this article the provisions of the preceding three paragraphs shall not apply to the matters referred to in subparagraph 1 of paragraph 1.

1. The related party obtains the real estate or its use right assets due to inheritance or gift.
2. It has been more than five years since the date of this transaction that the related party contracted to obtain the real estate or its use right assets.
3. Sign a joint construction contract with the related party, or entrust the related party to build the real estate from the local commission, land leasing Commission, acquisition of real estate.
4. With the parent company, subsidiaries, or directly or indirectly holding 100% of the issued shares Total shares or capital the subsidiaries of each other acquire real estate use right assets for business use.

3. If the evaluation results are lower than the transaction price in accordance with the provisions of (1) and (2) above, it shall be in accordance with paragraph 1, paragraph 4 of this article in accordance with paragraph. However, in case of the following circumstances, those who provide objective evidence and obtain professional appraisal of real estate shall attend the meeting except for the specific reasonable opinions of the planner:

(1) If the related party obtains plain land or leases land for reconstruction, it may prove that it meets one of the following conditions:

1. The land shall be assessed according to the method specified in paragraph 2, and the house shall be calculated according to the construction cost of the related party plus the reasonable operating cost the total amount of construction profits exceeds the actual transaction price. The so-called reasonable construction profit shall be based on the most recent three years the average operating gross profit margin of the Construction Department of the related party in the year or the latest gross profit margin of the construction industry published by the Ministry of finance whichever is lower.
2. Other non related party transactions on other floors of the same subject property or adjacent areas within one year, its area is similar, and the transaction terms are reasonable according to the practice of real estate sales or leasing the conditions are equivalent after the evaluation of regional price difference.

(2) Provide evidence of the transaction conditions of the real estate purchased from the related party or the real estate use right assets obtained by leasing other unrelated party transactions within one year in adjacent areas are similar and of similar size. The said trading cases in adjacent areas are based on the same or adjacent street and are less than 500 meters away from the subject matter of the transaction the principle is that the current value of the ruler or its announcement is similar; If the said area is similar, it shall be based on the transaction cases of other non related parties the area shall not be less than 50% of the area of the subject matter of the transaction; The said one-year period is based on this acquisition of real estate take the date of occurrence of the property or its right to use assets as the benchmark, and calculate it back for one year.

4. If the real estate or its use right assets obtained from the related party are evaluated in accordance with the provisions of paragraphs 2 and 3, the evaluation results shall be valid if the transaction price is lower than the transaction price, the following matters shall be handled:

   (1) The difference between the transaction price of real estate or its use right assets and the evaluation cost shall be handled in accordance with the securities and exchange law the special surplus reserve set forth in paragraph 1 of Article 41 shall not be distributed or converted into capital allotment. If the investor who adopts the equity method to evaluate the investment of the company is a public company, it shall also be listeD THE AMOunt shall be set aside as special surplus reserve according to the shareholding ratio and in accordance with paragraph 1 of Article 41 of the securities and exchange law.

   (2) The independent directors of the audit committee shall act in accordance with Article 218 of the company law.

   (3) The handling of the preceding two paragraphs shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and public statement ming shu.

   Where a special surplus reserve has been set aside in accordance with the preceding provisions, a depreciation loss shall be recognized until the assets purchased or leased at a high price have been recognized loss or disposal or termination of the lease, or for appropriate compensation or restitution, or there is other evidence that it is not unreasonable, the special surplus reserve may be used only with the consent of the FSC.

5. The company obtains real estate or its use right assets from related parties. If there is other evidence showing that the transaction is non joint venture the provisions of subparagraph 4 shall also be followed in cases of routine business practices.

Article 11: evaluation and operating procedures for the acquisition or disposal of intangible assets or their right to use assets or membership cards

1. Price determination method and reference basis

   When acquiring or disposing of intangible assets or their right to use assets or membership cards, consideration shall be given to the possible future of such assets benefit and market fair value shall be negotiated with the counterparty when necessary with reference to expert opinions.

2、Experts are invited to give opinions

   (1) Obtain or dispose of membership cards, and the transaction amount reaches 1% of the company's paid in capital or NT $1 million if the price is more than yuan, an expert shall be contacted to issue a price evaluation report before the date of occurrence.

   (2) Acquire or dispose of intangible assets or their use right assets, and the transaction amount reaches percent of the company's paid in capital 10 or NT $50 million or more, an expert shall be contacted to issue a price evaluation report before the date of occurrence.

(3) Obtain or dispose of intangible assets or their use right assets or membership cards, and the transaction amount reaches the paid in capital of the company 20% or NT $300 million or more, except for transactions with domestic government agencies, shall prior to the actual date, a CPA shall be contacted to express an opinion on the rationality of the transaction price, and the CPA shall act in accordance with the accounting standards audit standards Bulletin No. 20 issued by the research and development foundation.

3. Authorization limit and level

(1) The acquisition or disposal of membership cards with a transaction amount of less than NT $1 million (inclusive) must be approved by the directors only after the approval of the director general; If the transaction amount exceeds NT $1 million, it shall be approved by the board of directors before you can do it.

(2) Acquisition or disposal of intangible assets or their use right assets with a transaction amount of NT $50 million (inclusive) the following shall be approved by the chairman of the board of directors, and shall be reported to the latest board of directors; Trading money if the amount exceeds NT $50 million, it shall be approved by the audit committee and approved by the board of directors.

4. Executive unit

The executive unit of the company shall be responsible for the acquisition and disposal of intangible assets or their use right assets or membership cards it is the financial department, management unit and relevant authority and responsibility units.

5. Transaction process

The transaction process of the company's acquisition or disposal of intangible assets or its use right assets or membership cards shall be in accordance with the company's regulations the internal control system shall be handled in accordance with the provisions of procurement and payment cycle.

Article 11-1: the calculation of the transaction amount in the preceding four articles shall be conducted in accordance with the provisions of paragraph 1 of Article 15, and the said one-year period shall be based on the basis of the date of occurrence of this transaction, it is calculated retroactively for one year, and professional valuation has been obtained in accordance with regulations the valuation report issued or the opinion of the accountant shall be exempted from re counting. Article 10, paragraph 1, has been submitted for review in accordance with regulations with the consent of the Planning Committee and the approval of the board of directors, the part shall be exempted from recosting.

Article 12: evaluation and operating procedures for obtaining or disposing of the creditor's rights of financial institutions in principle, this corporation will not engage in the transaction of acquiring or disposing of the creditor's rights of financial institutions. If it wants to acquire or dispose of the creditor's rights later the trading of creditor's rights of sub financial institutions will be submitted to the board of directors for approval, and then the relevant evaluation and operating procedures will be formulated.

Article 13: evaluation and operating procedures for acquisition or disposal of derivatives

1. Trading principles and policies

(1) Transaction type

The company's derivatives transactions are forward foreign exchange and option commodities only in foreign currencies other derivatives shall be approved by the audit committee and the resolution of the board of directors proceed.

(2) Operation or hedging strategy

1. Engaging in derivatives trading is limited to the purpose of avoiding risks (not for the purpose of trading), and the currency held must be consistent with the foreign currency demand of the company's actual import and export transactions.
2. The adopted hedging strategy is divided into two parts according to the nature of the hedged assets or liabilities and the expectation for the future full hedging and selective hedging.
3. The market risk of the credit of various derivative products is not sufficient due to the financial, economic and political environment when it is uncertain and difficult to make a reasonable and objective evaluation, the relevant trading behavior shall be stopped.

(3) Division of rights and responsibilities

The above-mentioned derivatives transactions must be conducted by the company's personnel who have a considerable understanding of each commodity seven the assessment and judgment shall be made by the authorized supervisor and the chairman in accordance with the actual needs of the company's operation.

1. Transaction execution unit: financial personnel.
2. Recognition unit: accounting unit.
3. Delivery unit: delivery personnel.
4. Audit unit: understand the appropriateness of internal controls such as responsibility division and operating procedures, and audit and submit them to the superior compliance of the exchange unit with this procedure.

Derivative approval authority daily trading authority of the decision-making authority net cumulative position trading authority accounting supervisor less than USD 200000 and less than USD 600000 (including)

General manager: USD 200000-1 million (inclusive) and less than USD 2.5 million (inclusive)

Chairman more than USD 1 million and less than USD 5 million (inclusive)

The acquisition or disposal of assets by the company shall be approved by the board of directors in accordance with the prescribed procedures or other legal provisions the opinions of each independent director shall be fully considered. if the independent director has objections or reservations, he shall the minutes of the board meeting shall be stated.

(4) Performance evaluation

The financial personnel shall evaluate and review the operation performance regularly, and make a written evaluation report, which shall be submitted to the authorized owner the supervisor and the chairman of the board, and send a copy to the audit unit for examination.

(5) Total contract amount

The total amount of contracts related to foreign exchange hedging operations shall not exceed the total foreign currency demand of the company's actual import and export um. in case of any excess, it shall be reported to the audit committee for approval and the board of directors for approval.

(6) Upper limit of loss

The maximum amount of all contract losses related to foreign exchange hedging operations is 10% of the transaction contract amount, and the maximum amount of individual contract losses is 5% of the transaction contract amount.

2. Risk management measures

(1) Scope of risk management

1. Credit risk management - the trading partner shall be domestic and foreign financial institutions with good credit and be able to provide Professional information is the principle. The treasurer shall be responsible for controlling the trading quota of financial institutions and shall not Excessive concentration, and adjust the trading quota of financial institutions at any time according to the changes of market conditions.
2. Market risk management - select a market where quotation information can be fully disclosed.
3. Liquidity risk management - to ensure liquidity, trading financial institutions must have sufficient facilities Ability to prepare, information and trade, and be able to trade in any market.
4. Cash flow risk management - in order to ensure the stability of the company's working capital turnover, the company is engaged in The source of funds for natural commodity trading is limited to its own funds, and its operating amount shall be considered in the next three years Capital demand of monthly cash revenue and expenditure forecast.
5. Operational risk management - must truly comply with the authorization limit, operating procedures and procedures set by the company He stipulated to avoid operational risks.
6. Commodity risk management - internal traders should have complete and correct professional knowledge of financial commodities and require banks to fully expose risks to avoid the risk of misuse of financial commodities.
7. Legal risk management - any documents signed with financial institutions must be reviewed by professionals, can be formally signed to avoid legal risks.

(2) Personnel engaged in derivatives trading and confirmation, settlement and other operations shall not concurrently serve each other.

(3) The risk measurement, supervision and control personnel shall belong to different departments from the personnel mentioned in the preceding paragraph, and shall report to the board of directors or report to senior executives who are not responsible for trading or position decision-making.

(4) The positions held by a derivatives exchange shall be regularly evaluated in accordance with subparagraph 4 (1) of paragraph 1 of this article regulations.

3. Internal audit system

Confirm the transaction contents between the company and financial institutions by objective and detached and independent personnel, and fully collect and protect them Keep relevant files such as external transaction contracts and transaction vouchers, and when the trading personnel are in any danger of exceeding their authority, timely report to the authority and responsibility supervisor and the board of directors.

1. The internal auditor shall regularly understand the appropriateness of the internal control of derivative trading and report it on a monthly basis check the compliance of the trading department with these procedures, analyze the trading cycle, and make an audit report sue.

2. The internal auditors shall submit the audit report referred to in the preceding paragraph to the internal audit operation Department before the end of February of the following year review the implementation of the plan and report to the FSC, and report the abnormal matters to the FSC no later than the end of May of the next year the improvement shall be reported to the FSC for future reference.

4. Regular evaluation method and abnormal situation handling

(1) Transaction execution unit:

The position held by a derivatives exchange shall be evaluated at least once a week, except if it is necessary for business the risk aversion transactions handled by the board of directors shall be evaluated at least twice a month, and the evaluation report shall be sent to the senior management authorized by the board of directors supervisor.

(2) The board of directors authorizes senior executives to:

The board of directors authorizes senior executives to pay attention to the supervision and control of derivative trading risks at any time and manage it, and regularly evaluate whether the performance of derivatives trading is in line with the established business policies whether the risks undertaken are within the allowable range of the company.

(3) Audit unit:

Regularly evaluate whether the currently used risk management procedures are appropriate and indeed handled in accordance with these procedures.

(4) There are abnormalities in the profit and loss analysis report of derivative financial commodity positions (for example, the positions held have exceeded the upper limit of loss) it shall immediately report to the board of directors and take necessary countermeasures.

5. Supervision and management of the board of directors

(1) When the company is engaged in derivatives trading, the board of directors shall truly supervise and manage in accordance with the following principles:

1. The designated senior executives shall pay attention to the supervision and control of derivative trading risks at any time.

2. Regularly evaluate whether the performance of derivatives trading conforms to the established business strategy and commitment whether the risk is within the allowable range of the company.

(2) Senior executives authorized by the board of directors shall manage the trading of derivatives in accordance with the following principles:

1. Regularly evaluate whether the currently used risk management measures are appropriate and do disclose them in accordance with the "disclosure" of the FSC standards for the disposal of assets acquired or disposed of by issuing companies and these procedures.

2. Supervise the trading and profit and loss situation, and take necessary countermeasures when abnormal circumstances are found, and immediately report to the board of directors that if independent directors have been set up, the board of directors shall have independent directors present and express opinions.

(3) Where this corporation is authorized to handle derivative transactions in accordance with this corporation's procedures, the relevant personnel shall be authorized to handle derivative transactions in accordance with this corporation's regulations it shall be submitted to the latest board of directors.

6. When engaging in derivatives trading, this corporation shall establish a record book on the types of derivatives trading amount, date of approval by the board of directors and in accordance with paragraphs 4 (1), 5 (1) 2 and (2) of paragraph 1 of this article 1. the matters that should be carefully assessed shall be detailed in the memo book for future reference.

The internal auditors of this corporation shall regularly understand the appropriateness of the internal control over derivative trading and conduct monthly audit the audit and trading department shall prepare an audit report on the compliance with the procedures for dealing with derivatives transactions, if issued in case of major violations, the independent director members of the audit committee shall be notified in writing.

Article 14: evaluation and operating procedures for merger, division, acquisition or share transfer

1. Determination method and reference basis of transaction consideration

The company shall comprehensively consider the past and future of the participating companies when conducting merger, division, acquisition or share transfer financial

and business conditions, expected future benefits, and a fair way for the market to determine the transaction price; and refer to the professional opinions of accountants, lawyers or securities underwriters, and participate in merger, division, acquisition or share the price agreed by the transferee.

2. Experts are invited to give opinions

   The company shall appoint an accountant before convening a resolution of the board of directors for merger, division, acquisition or transfer of shares opinions of a securities firm, lawyer or securities underwriter on the share exchange ratio, purchase price or distribution of cash or other property of shareholders express opinions on rationality and submit them to the audit committee for approval and the board of directors for discussion and approval. but the public company and its subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, or its direct or indirect subsidiaries a merger between subsidiaries holding 100% of the issued shares or total capital may be exempted from obtaining the prior approval reasonable opinion issued.

3. Decision level

   The company's resolutions on merger, division, acquisition or share transfer shall be in accordance with the company law and relevant laws and regulations it is scheduled to be handled.

4. Submission of relevant information and disclosure of information when it cannot be approved by the shareholders' meeting

   (1) When dealing with merger, division or acquisition, the company shall combine the important agreed contents of merger, division or acquisition with each other the relevant matters shall be made into a public file to shareholders before the shareholders' meeting, and shall be the same as that in subparagraph 2 of paragraph 1 of this article the expert opinions and the notice of the shareholders' meeting shall be delivered to the shareholders together as whether to agree to the merger and division reference to the case of cutting or acquisition. however, in accordance with other laws and regulations, it may be exempted from convening a shareholders' meeting to resolve merger, division or this restriction shall not apply to acquisitions.

   (2) The shareholders' meeting of any party of a company participating in the merger, division or acquisition is not held due to the number of participants and voting rights due to insufficient or other legal restrictions, it is impossible to convene, make resolutions, or the proposal is rejected by the shareholders' meeting, and participate in the merger the company to be split up or acquired shall immediately publicly explain the reasons for the occurrence, subsequent handling operations and expected results the date of the shareholders' meeting.

5. Date of the board of directors and shareholders' meeting

   (1) In case of merger, division or acquisition, unless otherwise stipulated by other laws or due to special factors, the company shall report in advance unless otherwise agreed by the fsc, a directors' meeting shall be held on the same day as the company participating in the merger, division or acquisition the board of directors and the

shareholders' meeting shall decide on matters related to merger, division or acquisition.

(2) Unless otherwise provided by other laws or special factors, the company shall report to the FSC in advance for the transfer of shares unless otherwise agreed, the board of directors shall be convened on the same day as the company participating in the transfer of shares.

6. Confidentiality obligations and avoidance of insider transactions

All persons who participate in or know the company's merger, division, acquisition or share transfer plan shall issue a written confidentiality certificate promise not to disclose the contents of the plan before the information is made public, or use the name of others to buy and sell shares and other owned shares of all companies related to merger, division, acquisition or share transfer securities of a proprietary nature.

7. Change principle of share exchange ratio or purchase price

The company participates in merger, division, acquisition or share transfer, and the share conversion ratio or purchase price is except for the following circumstances:

In addition, it shall not be changed arbitrarily, and it shall be stipulated in the merger, division, acquisition or share transfer contract situation:

(1) Handle cash capital increase, issuance of convertible corporate bonds, free allotment of shares, issuance of corporate bonds with warrants, and issuance of corporate bonds with warrants equity preference shares, stock option certificates and other securities with equity nature.

(2) Dispose of the company's major assets and other acts that affect the company's financial business.

(3) Major disasters, major technological changes and other events that affect the shareholders' rights and interests or securities prices of the company.

(4) Adjustment of the repurchase of treasury shares by any party of the company participating in the merger, division, acquisition or share transfer according to law.

(5) Increase or decrease in the number of entities or companies participating in merger, division, acquisition or share transfer.

(6) Other conditions that may be changed have been stipulated in the contract and have been publicly disclosed.

8. Matters to be specified in the contract

If the company participates in merger, division, acquisition or share transfer, the contract shall specify its participation in merger, division and acquisition or the rights and obligations of the company to which the shares are transferred, and shall specify the following:

(1) Handling of breach of contract.

(2) Before the merger, the company that is eliminated or divided has issued securities with equity nature or has been bought back principles for handling treasury shares.

(3) After the benchmark date for calculating the share exchange ratio, the participating company may buy back the number of treasury shares and the original disposal method according to law.

(4) The treatment method for the increase or decrease of the number of participants or households.

(5) Estimated progress of plan implementation and expected completion schedule.

(6) If the plan is not completed within the time limit, the relevant handling procedures such as the scheduled date of the shareholders' meeting shall be ordered according to law.

9. If any party of the company participating in the merger, division, acquisition or share transfer intends to re-enter the company after the information is made public merger, division, acquisition or share transfer with other companies, except that the number of participants decreases and the shareholders' meeting has where a resolution is passed and the board of directors is authorized to change its authority, the participating company may be exempted from convening a shareholders' meeting to re adopt the resolution. in addition, the original agreement shall be valid in the case of merger, division, acquisition or transfer of shares, all participants shall participate in the completed procedures or legal acts with the company.

10. A company that is listed or whose shares are traded on the over-the-counter market of a securities firm participating in a merger, division, acquisition or transfer of shares, the following information shall be made into a complete written record and kept for five years for review:

    (1) Basic information of personnel: including all participants in merger, division, acquisition or share transfer before information disclosure the title, name and ID card number of the person implementing the plan or plan (or passport number in case of foreigners)

    (2) Date of important matters: including signing the letter of intent or memorandum, entrusting financial or legal counsel, and signing the contract and the date of the board of directors.

    (3) Important documents and Proceedings: including merger, division, acquisition or share transfer plan, letter of intent or filing forget to record, important contracts, minutes of board meetings and other documents.

    A public company that participates in the merger, division, acquisition or transfer of shares, or whose shares are traded on the over-the-counter market of a securities firm the company shall, within two days from the date of passing the resolution of the board of directors, finalize the information in Item 5 of paragraph 1 in accordance with regulations the form shall be reported to the SFC through the Internet information system for future reference.

    The company participating in the merger, division, acquisition or transfer of shares is not listed or its shares are in the business premises of securities firms in the case of a trading company, the company whose shares are listed or traded on the over-the-

counter market of a securities firm shall enter into an agreement with it, and it shall be handled in accordance with the provisions of this paragraph.

11. Where a company participating in a merger, division, acquisition, or transfer of shares is not a public company, this corporation shall sign an agreement with it and handle it in accordance with paragraphs 5, 6, 9 and 10 of paragraph 1 of this article.

Article 15: Announcement and declaration procedures

1. Where the company acquires or disposes of assets under any of the following circumstances, it shall, according to its nature and in accordance with the prescribed form, make a report on the occurrence of the facts within two days from now, relevant information will be announced and reported on the website designated by the HKMA:

(1) Acquire or dispose of real estate or its use right assets from related parties, or acquire or dispose of real estate with related parties assets other than movable property or its right to use assets, and the transaction amount reaches percent of the company's paid in capital 20、10% of total assets or more than NT $300 million. But buying and selling domestic government bonds, with repurchase eleven Bonds subject to repurchase conditions, subscription or repurchase of money market funds issued by domestic securities investment trust enterprises, this is not the case.

(2) Merger, division, acquisition or transfer of shares.

(3) The losses from derivatives trading reach the upper limit of all or individual contract losses specified in the prescribed handling procedures amount.

(4) The type of assets acquired or disposed of belongs to equipment for business use or its use right assets, and its trading partner if he is not a related party, the transaction amount reaches one of the following provisions:

(1) A public company with a paid in capital of NT $10 billion has a transaction amount of NT $10 billion more than 500 million yuan.

(2) A public company with a paid in capital of NT $10 billion or more has a trading amount of NT $10 billion or more more than one billion yuan.

(5) The real estate is obtained by means of self owned Land Commission construction, land leasing Commission construction, joint construction and house distribution, joint construction and share, joint construction and sale, and its trading partner is not a related party, and the company expects to invest more than nt $500 million in the transaction.

(6) Asset transactions other than those in the preceding six subparagraphs, disposal of creditor's rights by financial institutions, or investment in the mainland, and their transactions the amount reaches 20% of the company's paid in capital or more than NT $300 million. However, the following circumstances are not applicable:

This limit:

1. Buying and selling domestic government bonds.

2. Trading of securities on the stock exchange or over-the-counter business premises of securities firms specializing in investment, or subscribe for ordinary

corporate bonds offered and issued in the primary market and general financial bonds not involving equity (excluding subordinated bonds), or subscription or repurchase of securities investment trust funds or futures trust funds, or the securities firm, due to the needs of underwriting business, acts as a guidance and recommendation for emerging stock companies, and the securities firm shall be selected as a consortium legal person securities subscribed in accordance with the regulations of the roc otc market.

3. Trading of bonds subject to buy back or sell back conditions, subscription or repurchase of securities issued by domestic securities investment trust enterprises money market funds.

   The aforesaid transaction amount shall be calculated according to the following methods:

   (1) Amount of each transaction.

   (2) Accumulated amount of transactions with the same nature acquired or disposed of by the same counterparty within one year.

   (3) Accumulated disposal or disposal of real estate acquired in the same year amount of right to use assets.

   (4) The cumulative amount of the same securities acquired or disposed of (acquired and disposed of separately) within one year.

   The term "within one year" referred to in the preceding paragraph is based on the date of the occurrence of this transaction, which has been calculated retroactively for one year it is stipulated that the announcement part shall be exempted from re counting.

2. The company shall carry out derivatives activities of the company and its subsidiaries that are not domestic public companies on a monthly basis until the end of last month In accordance with the prescribed format, the trading of sex commodities shall be entered into the information reporting website designated by the FSC before the 10th day of each month.

3. The TAIFEX shall be aware of any errors or omissions in the items that should be announced in accordance with the regulations and should be corrected in the announcement all items shall be re announced and declared within two days from now.

4. When the company obtains or disposes of assets, it shall submit relevant contracts, minutes of proceedings, reference books, valuation reports, accountants unless otherwise provided by other laws, the opinions of lawyers or securities underwriters shall be kept at least in the company five years.

5. After the TAIFEX has publicly announced and reported transactions in accordance with the preceding provisions, any of the following circumstances shall occur as soon as the facts occur:

   The relevant information shall be announced and reported on the website designated by the FSC within two days from the date of:

(1) There is any change, termination or cancellation of the relevant contracts signed in the original transaction.

(2) The merger, division, acquisition or share transfer is not completed according to the scheduled schedule of the contract.

(3)The content of the original announcement has changed.

6. Where a subsidiary of this corporation is not a domestic public company, its assets acquired or disposed of meet the requirements set forth in this article where standards for public announcement and reporting are required, this corporation shall handle public announcement and reporting matters on its behalf. Of which, the Company applicable to subsidiaries the provisions of the reporting standards on the amount of paid in capital or total assets are based on the amount of paid in capital or total assets of the company production shall prevail.

Article 16: procedures for controlling the acquisition or disposal of assets by subsidiaries

1. This corporation shall urge its subsidiaries to comply with the FSC's guidelines for the disposal of assets acquired or disposed of by public companies the regulations stipulate the procedures for the acquisition or disposal of assets, which shall be submitted to the Audit Committee for approval and approved by the board of directors the shareholders' meeting agrees, and so does the amendment.

2. The acquisition or disposal of assets by subsidiaries shall be in accordance with the "procedures for acquisition or disposal of assets" or other laws where the law requires the consent of the audit committee and the approval of the board of directors, it shall be reported to this corporation before the facts occur. book the finance department of the company shall assess the feasibility, necessity and rationality of the acquisition or disposal of assets, and make subsequent recovery track the implementation status and conduct analysis and review.

3. The internal auditors of this corporation shall regularly audit the "procedures for the acquisition or disposal of assets" of each subsidiary follow the situation and make an audit report; the findings and recommendations of the audit report shall be notified to the audited after the audit subsidiaries improve and make regular follow-up reports to ensure that they have taken appropriate improvement measures in time.

Article 17: penalties

If the relevant personnel of the company are in violation of the "acquisition or disposal of assets by public companies" of the FSC in accordance with the provisions of the sub asset disposal standards or the company's procedures for the disposal of assets acquired or disposed of, the company's personnel the management measures and work rules shall be submitted for assessment regularly and punished according to the seriousness of the circumstances.

Article 18: supplement of relevant laws and regulations

Matters not covered in this procedure shall be handled in accordance with relevant laws and regulations.

Article 19: Implementation

This procedure shall be implemented after being approved by the audit committee and the board of directors, and submitted to the shareholders' meeting for approval, and shall not be amended

The same is true.

Without the consent of more than half of the members of the audit committee, more than two-thirds of all directors may agree

The resolution of the audit committee shall be recorded in the minutes of the board meeting.

All members of the Audit Committee referred to in this article and all directors referred to in the preceding paragraph shall be calculated by the actual incumbent.

Article 20: These procedures were concluded on May 2, 1998.
The first amendment was made on June 2, 2001.
The second amendment was made on May 3, 2002.
The third amendment was made on June 28, 1999.
The fourth revision was made on June 7, 2010.
The fifth amendment was made on June 16, 2013.
The sixth amendment was made on June 26, 2016.
The Seventh Amendment was made on June 26, 2018.
The eighth amendment was made on June 29, 2009.

Appendix 5

Adoption of Proposals from Shareholders

Description:

I. Pursuant to Article 172-1 of the Company Act, "Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words."

II. Shareholder proposals must be submitted within the period from April 15, 2022 to April 25, 2022. As required by law, the Company has published the information regarding shareholder proposals on the MOPS website.

III. The Company has not received any shareholder proposals.

Appendix 6

Share Ownership of Directors

I. The statutory ratio and number of shares of the Company's current Directors are as follows:

The number of common shares issued by the Company: 76,999,235 shares.

The statutory minimum number of shares that Directors as a whole should hold: 6,159,939shares (10% * 80%)

1. Upon the date for suspension of share transfer for this Shareholders' Meeting (April 23, 2021), the shareholding of all Directors.
2. Shares held as below table:

Title	Name		Number of Shares Held (Share)	Percentage (%)
Chairman	TCI CO., Ltd	Yung-Hsiang Lin	17,579,881	22.83%
Director		Ching-Ting Chen		
Director		Chen-Chen Fu		
Director	Representative of China Investment and Development Co., LTD.	Hsiu-Yuan Lee	1,191,939	1.55%
Independent Director	Sung-Yuan Liao		0	0.00%
Independent Director	Shi Ming Li		0	0.00%
Independent Director	Zhong Ming Zeng		0	0.00%
Number of Shares Held by All Directors			18,771,820	24.38%