

2026 Annual Shareholders' Meeting Meeting Handbook



May 20, 2026

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Cowealth Medical Holding Co., Ltd.
Procedures for 2026 Regular Shareholders' Meeting

One. Chairperson Announces Commencement of Meeting

Two. Chairperson's Opening Remarks

Three. Report Items

Four. Acknowledgments

Five. Discussions

Six. Elections

Seven. Other Matters

Eight. Extraordinary Motions

Nine. Adjournment

Cowearth Medical Holding Co., Ltd.

Agenda for 2026 Regular Shareholders' Meeting

Date and Time: May 20, 2026 (Wednesday) 9:00 AM

Venue: 23F, No. 76, Section 2, Dunhua South Road, Taipei City (conference room at Cowearth Group's Hub Center)

Form of meeting: Physical shareholder meeting

Chairperson: Chairman Joyce Wang

Meeting Procedure

One. Chairperson Announces Commencement of Meeting

Two. Chairperson's Opening Remarks

Three. Report Items

- I. 2025 Business Report
- II. Audit Committee Review of the 2025 Annual Financial Statements
- III. Report on Distribution of Employees' Compensation and Directors' Remuneration for 2025
- IV. 2025 Directors' Remuneration Report
- V. Report on Communication Between the Audit Committee and Internal Audit Officer for 2025
- VI. Report on the Company's Specific Sustainable Development Plans for 2026
- VII. Report on the Buyback of the Company's Shares for 2026

Four. Acknowledgments

- I. 2025 Financial Statements and Business Report
- II. 2025 Distribution of Earnings

Five. Discussions

- I. Amendments to "Articles of Incorporation"
- II. Amendments to "Procedures for Acquisition or Disposal of Assets"
- III. Amendments to "Rules of Procedure for Shareholders' Meetings"

Six. Elections

Re-election of all directors

Seven. Other Matters

Removal of the non-compete restriction for the 9th term of directors of the Company

Eight. Extraordinary Motions

Nine. Adjournment

Report Items

Motion 1: Presentation of the 2025 business report.

Description: The business report of the company for 2025 was as follows:

Based on the audited consolidated financial statements of the Company, the annual revenue amounted to NT\$2,956,257 thousand, with a net loss after tax of NT\$331,106 thousand and a net loss attributable to the parent company of NT\$246,557 thousand. The comparison of the income statement with the year 2024 is as follows:

Unit: NT\$thousands except for earnings per share, which is in NT\$.

Item	2025	%	2024	%	Variation Amount	Variation %
I. Operating revenues	2,956,257	100.00%	4,192,722	100.00%	-1,236,465	-29.49%
II. Operating costs	2,564,081	86.73%	3,401,201	81.12%	-837,120	-24.61%
III. Gross profit	392,176	13.27%	791,521	18.88%	-399,345	-50.45%
IV. Operating expenses	667,600	22.58%	694,389	16.56%	-26,789	-3.86%
V. Operating profit	-275,424	-9.32%	97,132	2.32%	-372,556	-383.56%
VI. Non-operating income and expenses	-9,873	-0.33%	-8,210	-0.20%	-1,663	20.26%
VII. Profit before tax	-285,297	-9.65%	88,922	2.12%	-374,219	-420.84%
VIII. Income tax expense	45,809	1.55%	40,925	0.98%	4,884	11.93%
IX. Net income	-331,106	-11.20%	47,997	1.14%	-379,103	-789.85%
X. Net income attributable to parent company	-246,557		629		-247,186	
Earnings per share (NT\$)	-3.18		0.01			

In 2025, the Company faced changes in the macroeconomic environment and healthcare policies, such as centralized procurement in the in vitro diagnostic industry, which led to adjustments in product prices, affecting both sales and gross profit. For the year ended December 31, 2025, the company's operating income amounted to NT\$2,956,257 thousand, a decrease of NT\$1,236,465 thousand from 2024, representing a decline of 29.49%. The gross profit in 2025 amounted to NT\$392,176 thousand, a decrease of NT\$399,345 thousand from 2024, representing a decline of 50.45%.

The Company continued to implement cost-control measures and optimize resource allocation, resulting in a reduction in operating expenses of NT\$26,789 thousand, or 3.86%, in 2025 compared to 2024. The decrease in expenses was smaller than the decrease in revenue, primarily because some expenditures are fixed costs that cannot be reduced in proportion to revenue. At the same time, to seize the market opportunities presented by the ACME strategy, the Company actively optimized its talent structure by adjusting personnel alignment and making targeted hires, thereby building a core talent team aligned with the Company's future development. This process resulted in investments related to personnel optimization and capability upgrades.

For the year 2025, the Company's net loss after tax decreased by NT\$379,103 thousand, a decline of 789.85% compared to 2024. The net loss attributable to the parent company and earnings per share also declined accordingly. In addition to the impact of gross profit, the Company adjusted its group resource structure in 2025 by disposing of its equity stake in Cowealth Medical China. While this

resulted in increased income tax expenses due to related tax liabilities, it helped optimize the Goup's financial structure, focus on business expansion, and provide strong support for the Company's revenue-generating capabilities outside of Cowealth Medical China.

Overall, the strategic adjustments and resource optimization in 2025 not only strengthened the Company's core competitiveness but also improved long-term operational efficiency, laying a solid foundation for future shareholder value creation and growth momentum.

Motion 2: Presentation of audit committee's review of 2025 final accounts report.

Description: Consolidated financial statements, business report, and earnings appropriation chart for 2025 have been reviewed and approved by the Company's Audit Committee, for which they have issued the following review report:

Audit Committee's Review Report

The board of directors prepared the company's business report, financial statements and earnings distribution proposal for 2025, of which the financial statements have been audited by KPMG Taiwan, who issued an auditors' report. The Audit Committee found no misstatement in the above business report, financial statements, or earnings distribution proposal, and hereby issues its report in accordance with the Articles of Incorporation, the Audit Committee Charter, and relevant laws.

Cowealth Medical Holding Co., Ltd.

Audit Committee Convener, Kun-Chih Chen

March 13, 2026

Motion 3: Report on the allocation of employee and director remuneration for 2025.

Description: 1. To proceed according to Article 34.1 of the Articles of Incorporation.

2. The Company, as resolved by the Board of Directors, has decided not to allocate employee and director remuneration for the year 2025.

Motion 4: Presentation of the 2025 directors' compensation report.

Description: 1. In accordance with Article 10-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, it is advisable that a TWSE/TPEX listed company report at a general shareholders' meeting the remuneration received by directors, including the remuneration policy, individual remuneration package, amount, and association with outcomes of performance reviews:

- (1) In addition to receiving fixed pay for the responsibilities borne, directors of the Company may also take part in profit sharing. According to the Articles of Incorporation, the amount of salary paid to directors for services rendered is determined by the board of directors after taking into consideration their participation and contribution to the Company's operations, whereas the amount and extent of profit sharing are proposed by the board of directors and approved through ordinary resolution during shareholder meeting before distribution, in which directors can not be paid more than 3% of the Company's net income in the given year.
 - (2) Considering the professionalism and independence of independent directors, in addition to receiving fixed compensation and meeting attendance fees, the company's independent directors are not eligible to participate in the remuneration of company profits.
2. According to Article 30.2 of the company's Articles of Incorporation, the amount of directors' remuneration should consider the scope and value of services provided by directors to the company. Factors such as whether the directors serve as conveners of functional committees, the time they invest, the responsibilities they undertake, etc., should be taken into account. Additionally, reference may be made to the remuneration levels of peers in Taiwan and overseas industries. The final decision is made by the board of directors.
 3. Details of the directors' compensation presented below:

December 31, 2025; unit: NT\$thousands

Title	Name	Directors' Remuneration								Sum of A, B, C and D as a percentage of net income(Note 8)		Compensation received as employee								Sum of A, B, C, D, E, F, and G and relative percentage to net income (Note 8)	Compensation from parent company or business investments other than subsidiaries (Note 9)	
		Benefits (A)(Note 2)		Severance pay and pension (B)		Director remuneration (C)(Note 3)		Fees for services rendered (D)(Note 4)				Salaries, bonuses, special allowances etc. (E)(Note 5)		Severance payment and pension (F)		Employee remuneration (G)(Note 6)						
		The Company	All companies included in the financial statements(Note 7)	The Company	All companies included in the financial statements(Note 7)	The Company	All companies included in the financial statements(Note 7)	The Company	All companies included in the financial statements(Note 7)	The Company	All companies included in the financial statements(Note 7)	The Company	All companies included in the financial statements (Note 7)	The Company	All companies included in the financial statements (Note 7)	The Company		All companies included in the financial statements (Note 8)		The Company		All companies included in the financial statements(Note 7)
																Amount paid in cash	Amount paid in shares	Amount paid in cash	Amount paid in shares			
Chairman	Chiung-Chih Wang	0	13,165	0	0	0	0	16	16	16 -0.01%	13,181 -5.34%	0	10,198	0	0	0	0	0	0	16 -0.01%	23,379 -9.48%	0
Director	Duane Lee	0	11,620	0	0	0	4,036	14	14	14 -0.00%	15,670 -6.35%	1,778	4,312	0	0	0	0	0	0	1,792 -0.72%	19,982 -8.10%	0
Director	Chuan Chin	0	0	0	0	0	0	16	16	16 -0.01%	16 -0.01%	0	0	0	0	0	0	0	0	16 -0.01%	16 -0.01%	0
Director	Kuang-Tsan Tsao	0	0	0	0	0	0	16	16	16 -0.01%	16 -0.01%	0	0	0	0	0	0	0	0	16 -0.01%	16 -0.01%	0
Director	o-Chien lu(Note 10)	0	0	0	0	0	0	6	6	6 -0.00%	6 -0.00%	0	0	0	0	0	0	0	0	6 -0.00%	6 -0.00%	0
Independent Director	Ying-Tung Lou	600	600	0	0	0	0	12	12	612 -0.25%	612 -0.25%	0	0	0	0	0	0	0	0	612 -0.25%	612 -0.25%	0
	Chung-Wen Tong	600	600	0	0	0	0	14	14	614 -0.25%	614 -0.25%	0	0	0	0	0	0	0	0	614 -0.25%	614 -0.25%	0
	Kun-Chih Chen	800	800	0	0	0	0	16	16	816 -0.33%	816 -0.33%	0	0	0	0	0	0	0	0	816 -0.33%	816 -0.33%	0
	Shu-Hua Chen	500	500	0	0	0	0	16	16	516 -0.21%	516 -0.21%	0	0	0	0	0	0	0	0	516 -0.21%	516 -0.21%	0
Total		2,500	27,285	0	0	0	4,036	126	126	2,626 -1.07%	31,447 -12.75%	1,778	14,510	0	0	0	0	0	0	4,404 -1.79%	45,957 -18.64%	0

Explanation

- The policy, system, standards, and structure by which independent director compensation is paid, and association between the amount paid and independent directors' responsibilities, risks, and time committed: Independent directors of the Company are paid fixed compensation and travel allowance for attending meetings; aside from the above, independent directors are not entitled to profit sharing such as director remuneration. This arrangement ensures the professionalism and independence of independent directors. The amount of compensation takes multiple factors into consideration, such as: peer level, whether the individual holds concurrent position as functional committee convener, the amount of time committed, the responsibilities borne etc., and is determined by the board of directors.
- Compensation received by director for providing service to any company included in the financial statements (e.g. consultancy service without the title of an employee) in the last year, except those disclosed in the above table: None.

- Note 1: Directors' names are presented separately (for corporate shareholders, the name of the corporate shareholder and its representative are presented separately), while amounts of various benefits are presented on an individual basis.
- Note 2: Refers to director's compensation in the last year (including salaries, allowances, severance pay, various bonuses and incentives).
- Note 3: Represents the amount of director remuneration that the board has proposed as part of the latest earnings appropriation.
- Note 4: Refers to compensation paid for services rendered (including travel, special allowances, subsidies, accommodation, corporate vehicle, and in-kind benefits). Where housing, cars, vehicles, or personal allowances were granted, the nature and cost of assets, the rental rates (calculated based on actual or fair value), cost of petrol, and other subsidies are also disclosed. Where personal drivers were assigned, a footnote disclosure explaining the amount of compensations made to drivers is provided; these compensations do not count toward compensations of the above beneficiaries.
- Note 5: Refers to any salaries, allowances, severance pay, bonuses, incentives, travel allowances, special allowances, subsidies, accommodation, vehicles and in-kind benefits that the director received in the last year for assuming the role of a company employee (such as President, Vice President, manager or other employee). Where housing, cars, vehicles, or personal allowances were granted, the nature and cost of assets, the rental rates (calculated based on actual or fair value), cost of petrol, and other subsidies are also disclosed. Where personal drivers were assigned, a footnote disclosure explaining the amount of compensations made to drivers is provided; these compensations do not count toward compensations of the above beneficiaries. Part of the salary expense was recognized according to IFRS2 - "Share-based Payment". Amounts including employee warrants, restricted employee shares, and subscription to cash issues are also treated as compensation.
- Note 6: Refers to any compensation that the director received (in cash or in shares) in the last year for assuming the role of an employee (such as President, Vice President, manager, or other employees). The amount of employee remuneration proposed by the board of directors in the last year has been disclosed (where the amount could not be estimated, the percentage of amount paid in the last year was used to calculate pro-forma amount for the current year). The Table - "Names of Managers Receiving Employee Remuneration" has also been completed for reference.
- Note 7: Compensation is presented in aggregate of all amounts paid by all companies covered by the consolidated financial statements (including the Company) to the Company's Directors.
- Note 8: Net income refers to the amount reported in standalone or individual financial statements of the most recent year. If IFRSs have been adopted, net income shall refer to the amount shown in the latest consolidated financial statements.
- Note 9: a. This field represents all forms of compensation that the director received from the Company's parent company or business investments other than subsidiaries (or "None" if absent).
b. For Directors who receive compensation from parent company or business investments other than subsidiaries, the amount of compensation from parent company or business investments have been added to column I of the compensation brackets table. In which case, column I will be renamed "...parent company and all business investments..."
c. Compensation refers to any benefit, remuneration (including remuneration received as an employee, director, and supervisor), and professional service fee that the Company's Directors received for serving as director, supervisor, or manager in the parent company or business investments other than subsidiaries.
- Note 10: Po-Chien Hu resigned as an independent director in June 2025.

Motion 5: Report on Communication Between the Audit Committee and Internal Audit Officer for 2025, submitted for review.

Description: For details on the communication between the Audit Committee and Internal Audit Officer for 2025, please refer to Attachment 1 on page 12.

Motion 6: Report on Specific Sustainable Development Plans for 2026, submitted for review.

Description: To continue implementing sustainable development, the Company has formulated specific sustainable development plans for 2026. Please refer to Attachment 2 on pages 13-14.

Motion 7: Report on the Buyback of the Company's Shares for 2026, submitted for review.

Description: 1. Board Resolution Date: March 30, 2026

2. Purpose of the Share Buyback: To maintain the Company's credit and protect shareholder interests

3. Type of Shares to Be Bought Back: Common shares

4. Maximum Total Buyback Amount (NT\$): 756,468 thousand

5. Scheduled Buyback Period: March 30, 2026 – May 29, 2026

6. Scheduled Buyback Quantity (shares): 3,872,000

7. Buyback Price Range (NT\$): NT\$14 to NT\$30 per share. If the Company's stock price falls below the lower end of the price range, the buyback will continue.

8. Buyback Method: Purchased through the centralized trading market

9. Scheduled Buyback Shareholding Percentage of the Total Issued Shares (%): 5.00%

10. Actual Buyback Period: March 30, 2026 – April 14, 2026

11. No. of Shares Bought Back (Shares): 3,872,000

12. Total Amount of Shares Bought Back (NT\$): 76,757,898

13. Average Buyback Price per Share (NT\$): NT\$19.82

14. Ratio of Shares Bought Back to the Planned Buyback Quantity (%): 100%

15. Cumulative Number of Treasury Shares Held (Shares): 3,872,000

16. Cumulative Treasury Shares Held as a Percentage of Total Issued Shares (%): 5.00%

17. No. of Shares Cancelled or Transferred: 0

Acknowledgments

Motion 1

Proposed by the board of directors

Summary: The agenda item for 2025 financial statements and business report; the motion is submitted for approval.

Description: 1. The Company's 2025 consolidated financial statements (including the balance sheets, income statements, statements of changes in equity, and cash flow statements) have been audited by Sandra Chou, CPA, and Eponine Hsieh, CPA, from KPMG Taiwan, who issued an unqualified opinion. The independent auditors' report has been reviewed by the audit committee and approved by the board of directors.
2. Please refer to page 3 for the business report.
3. Please refer to page 4 for the Audit Committee's Review Report.
4. Please refer to Attachment 3 on pages 15–22 for the independent auditors' report and the 2025 financial statements.
5. Submitted for approval.

Resolution:

Motion 2

Proposed by the board of directors

Summary: Acknowledgment of the 2025 earnings distribution.

Description: 1. The Company plans not to distribute any dividends from its 2025 earnings.
2. The 2025 earnings distribution table is attached as follows:

	Unit: NT\$
	NT\$
Balance of undistributed earnings as of January 1, 2025	\$ 528,633,956
Add: Net loss in 2025	(246,557,360)
Less: 10% provision for special reserve	-
Add: Other equity add provision for special reserve	(10,795,963)
Distributable earnings	<u>\$ 271,280,633</u>
Distributions:	
Dividend to shareholders - cash dividends (NT\$0.4 per share)	-
Closing undistributed earnings	<u>\$ 271,280,633</u>

3. Submitted for approval.

Resolution:

Discussions

Motion 1

Proposed by the board of directors

Summary: Amendments to the "Articles of Incorporation"; the motion is available for discussion.

Description: 1. In accordance with the February 2026 amendments to the Checklist of Shareholder Rights Protection Matters in the Country of Incorporation of Foreign Issuers, certain provisions of the Company's Articles of Incorporation are proposed to be amended.

2. For the comparison table of provisions before and after amendment, please refer to Attachment 4 on pages 23–24.

3. Submitted for resolution.

Resolution:

Motion 2

Proposed by the board of directors

Summary: Amendments to "Procedures for Acquisition or Disposal of Assets"; the motion is available for discussion.

Description: 1. In response to the letter No. Jin-Guan-Zheng-Fa-1140383333 issued by the Financial Supervisory Commission on July 24, 2025, it is proposed to amend certain provisions of the Company's "Procedures for Acquisition or Disposal of Assets."

2. For the comparison table of provisions before and after amendment, please refer to Attachment 5 on pages 25–26.

3. Submitted for resolution.

Resolution:

Motion 3

Proposed by the board of directors

Summary: Amendments to "Rules of Procedure for Shareholders' Meetings"; the motion is available for discussion.

Description: 1. In response to the letter No. Jin-Guan-Zheng-Jiao-1140385797 issued by the Financial Supervisory Commission on December 19, 2025, regarding amendments to the Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies, it is proposed to amend the Company's "Rules of Procedure for Shareholders' Meetings."

2. For the comparison table of provisions before and after amendment, please refer to Attachment 6 on page 27-28.

3. Submitted for resolution.

Resolution:

Elections

Proposed by the board of directors

Summary: Re-election for all directors.

Description: 1. The term of all directors will end on May 23, 2026. Accordingly, the Board proposes to elect new Board members at this year's Annual Meeting of Shareholders.

2. According to the Articles of Incorporation and "Directions for TPEx Listed Companies in Establishing Boards of Directors and Exercising Their Powers," a total of 8 directors (including 4 independent directors) shall be elected during this general shareholders' meeting by adopting the candidates' nomination system. The three-year term will start on May 20, 2026 and conclude on May 19, 2029. The term of the new directors and independent directors will begin immediately after the shareholders' meeting.

3. The qualification requirements for being elected as an independent director are required in accordance with Article 14-2 of "Securities and Exchange Act" and "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."

4. The list of candidates for directors and independent directors has been reviewed and

approved by the Board of Directors on March 13, 2026. Please refer to Attachment 7 on page 29-30.

5. Please conduct the election.

Voting Results:

Other Matters

Proposed by the board of directors

Summary: To discuss the appropriateness of releasing the prohibition on the 9th directors from participation in competitive business.

- Description: 1. According to the Terms of the Articles of Incorporation, any director conducting business for himself/herself or on an other's behalf, and in scope of which coincides with the Company's business scope, shall explain at the Shareholders' Meeting the essential contents of such conduct and obtain approval from shareholders in the Meeting by special resolution.
2. The proposal has been resolved by the Board Meeting on March 13, 2026. It is proposed to the Shareholders' Meeting for approval to release the prohibition on the 8th directors from participation in competitive business in accordance with the procedures defined in the Articles of Incorporation.
3. Below is the concurrent position of the directors and independent directors:

Title	Name of director	Concurrent positions in other companies
Director	Chiung-Chih Wang	Director of Cowealth Medical China Co., Ltd.
Director	Duen Lee	Chairman of Cowealth Medical China Co., Ltd.
Director	Kuang-Tsan Tsao	Chairman of Chinpaosan Ltd. Company
		Chairman of Simple Joy Development Co., Ltd.
		Chairman of Simple Joy Capital Investment Co., Ltd.
		Chairman of Cihguang Investment Co.
		Chairman of Glory of Taiwan Art Development Co., Ltd.
		Chairman of Hefu Runsheng Ltd. Company
		Director of Chin Pao Hsuan Limited
		Director of Zhenji Construction Ltd. Company
		Director of Chin Pao San Culture Tourism Enterprise Co., Ltd.
		Director of Chao Ri Kuang Investment Co., Ltd.
		Director of Jin Da Ren Enterprise Co., Ltd.
Director	Lu-Lu Chou	Independent Director of Aaeon Technology Inc.
Independent Director	Kun-Chih Chen	Aaeon Technology Inc. - Independent Director
Independent Director	Shu-Hua Chen	CFO, CEN (Singapore) Pte Ltd. Taiwan Branch
Independent Director	Chih-Hsiung Wu	CEO of Medical Affairs, En Chu Kong Hospital Attending Physician, Breast Surgery Division, En Chu Kong Hospital

Resolution:

Extraordinary Motions

Adjournment

Communication Between the Audit Committee Members and Internal Audit Officer

In 2025, the Internal Audit Officer held two separate meetings with the independent directors to discuss the results of the 2024 internal control self-assessment and the risk assessment report. The Internal Audit Officer reports quarterly to the Audit Committee on the implementation of the internal audit plan, key findings, the status of corrective actions on previously identified issues, and the annual audit plan, and engages in face-to-face discussions with the independent directors to address their inquiries. The Internal Audit Officer also reports the monthly audit reports via email on a monthly basis.

In addition, the Internal Audit Officer communicates with the independent directors via messaging platforms regarding audit matters and other issues related to the Audit Committee's responsibilities. Communication among the convener of the Audit Committee, the independent directors, and the Internal Audit Officer was effective.

Summary of Communication Between the Audit Committee Members and the Internal Audit Officer in 2025:

Date	Method	Discussion Items and Content	Results
March 5, 2025	Audit Committee	Q4 2024 Audit Report	No objections; acknowledged.
March 11, 2025	Meeting	The Internal Audit Officer reported to the independent directors on the implementation process of the 2024 internal control self-assessment and related system changes. The independent directors raised questions regarding the Company's current control procedures, and the Internal Audit Officer provided comprehensive responses.	No objections; acknowledged.
	Audit Committee	2024 Declaration of Internal Control System	No objections; acknowledged.
		Amendment to the internal control system	No objections; acknowledged.
May 12, 2025	Audit Committee	Q1 2025 Audit Report	No objections; acknowledged.
August 25, 2025	Meeting	The Internal Audit Officer presented the results of the 2024 risk assessment report to the independent directors, including a detailed explanation of the assessment methodology, scope of the risk inventory, risk ratings, and reasons for changes in risk ratings compared to prior years.	No objections; acknowledged.
	Audit Committee	Q2 2025 Audit Report	No objections; acknowledged.
		2024 Risk Assessment Report	No objections; acknowledged.
November 12, 2025	Audit Committee	2026 Audit Plan	No objections; acknowledged.
		Q3 2025 Audit Report	No objections; acknowledged.

Cowealth Medical Holding Co., Ltd.

Specific Sustainable Development Plans

In 2026, the Company's target framework across the environmental, social, and governance aspects is as follows:

Environmental

1. Strengthening Environmental Protection and Resource Conservation Mechanisms
 - Enhancing departmental performance evaluation: Incorporate environmental protection and resource conservation performance as key indicators in departmental performance assessments to ensure that each department effectively fulfills its environmental responsibilities in daily operations and supports the Company's overall sustainability strategy.
 - Enhancing employees' environmental awareness: Through regular environmental knowledge seminars and online learning courses, the Company seeks to strengthen all employees' awareness of energy conservation and emissions reduction, encourage employees to proactively adopt energy-saving measures in their day-to-day work, and jointly reduce the environmental impact of the Company's operations.
 - Optimizing resource management: At the management level, the Company will further optimize resource allocation, reduce unnecessary consumption of materials, promote a paperless office system, and improve information-sharing efficiency through digital means. At the same time, it will strengthen the recycling and reuse of waste materials to enhance the circular utilization of resources.
2. Advancing Green Supply Chain Management
 - Green procurement strategy: The Company will work closely with suppliers to promote green procurement initiatives, giving priority to suppliers that use environmentally friendly materials, adopt energy-saving and carbon-reduction technologies, and meet sustainability standards, with a view to jointly building a green supply chain system.
 - Enhancing supply chain transparency: The Company will strengthen environmental oversight across all stages of the supply chain to ensure that each link complies with environmental requirements and will enhance the supply chain's green attributes through open and transparent information disclosure mechanisms.
3. Addressing Climate Change
 - Formulating carbon reduction plans: Based on the Company's 2025 greenhouse gas emissions data, the Company will formulate a more detailed carbon reduction plan, define reduction targets and pathways, and gradually reduce its carbon footprint through measures such as technological innovation and improved energy efficiency.
 - Building climate resilience: The Company will assess the potential impacts of climate change on its operations and formulate corresponding response strategies to enhance climate resilience and ensure the continuity and stability of its business operations in the context of climate change, including extreme weather events.

Social

1. Promoting Diversity, Equity, and Labor Rights
 - Diversity and inclusion culture: The Company will continue to promote a diverse and inclusive workplace culture, ensuring that all employees, regardless of gender, age, race, or religious background, are provided with equal opportunities for development and promotion pathways.
 - Protection of labor rights: The Company strictly complies with applicable labor laws and regulations, safeguards employees' legal rights and interests, provides a competitive compensation and benefits system, and fosters harmonious and stable labor relations.
2. Strengthening Occupational Health and Safety
 - Enhancement of safety management systems: The Company continues to optimize its occupational health and safety management system to ensure that all workplaces comply with

applicable national and industry safety standards, providing employees with a safe and healthy working environment.

- Safety education and training: The Company conducts regular occupational health and safety education and training programs to enhance employees' safety awareness and emergency response capabilities, ensuring that employees are proficient in safety operating procedures and emergency response plans.

3. Active Participation in Social Welfare

- Community engagement and public welfare initiatives: Within its capacity, the Company actively participates in community initiatives related to environmental protection, education, culture, and public health. Through volunteer services, donations, and in-kind contributions, the Company gives back to society and enhances its corporate image.
- Supporting rural revitalization: Leveraging its strengths in the healthcare sector, the Company continues to support rural revitalization initiatives through public welfare programs and technical support, contributing to the improvement of healthcare services in rural areas.

Governance

1. Strengthening Information Disclosure and Transparency

- Enhancing the information disclosure system: In strict compliance with applicable laws and regulations, the Company will further enhance its information disclosure system to ensure that all material information is disclosed to investors and the public in a timely, accurate, and complete manner, thereby safeguarding investors' right to know.
- Strengthening stakeholder communication: The Company will establish and enhance a comprehensive stakeholder communication mechanism, and regularly engage with shareholders, customers, suppliers, employees, and other stakeholders to understand their needs and expectations, and jointly promote the Company's sustainable development.

2. Enhancing Corporate Governance

- Optimizing governance structure: In response to the Company's development strategy and changes in business scale, the Company will appropriately adjust and optimize its governance structure to ensure that governance bodies, including the Board of Directors and the Supervisory Board, operate efficiently and effectively support the Company's development.
- Strengthening risk management: The Company will establish and enhance a comprehensive risk management framework, strengthen capabilities in risk identification, assessment, monitoring, and response, and ensure stable operations in a complex and dynamic market environment.

3. Upholding Integrity and High-quality Development

- Ensuring product quality: The Company adheres to a quality-first principle, strengthening quality control throughout the entire product lifecycle, from research and development to production and sales, to ensure the provision of high-quality, safe, and reliable products and services.
- Promoting innovation-driven development: The Company will increase investment in research and development, promote both technological and business model innovation, and continuously enhance its core competitiveness and market position, laying a solid foundation for achieving high-quality development.

Independent Auditors' Report

To the Board of Directors of Cowealth Medical Holding Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Cowealth Medical Holding Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Valuation of trade receivable

Please refer to Note 4(g) "Financial instruments" for accounting policy of trade receivable, Note 5(a) for accounting estimations and assumption uncertainty of the loss allowance for trade receivables, and Note 6(c) "Notes and trade receivables" for the explanations of trade receivable valuation.

Description of key audit matter

The majority customers and the sales region of the Group are hospitals located in China as a result, the accounts receivable turnover period is relatively long. Since the allowance of accounts receivable valuation was based on the management's judgement, we will need to pay close attention to this matter during the audit of financial statement.

How the matter was addressed in our audit

Our principal audit procedures included:

- Evaluate the Group's policy of trade receivables impairment and review if the valuation is performed in accordance with the policy.
- Understand the data and assumptions used in the expected credit loss valuation model, including management's customer categorization based on credit risk characteristics, and assess if the management's expected credit loss rate is assessed and adjusted based on current market conditions and forward-looking information.
- Review subsequent receipt of trade receivable with longer aged.
- Assess if the relevant disclosure on the impairment of trade receivables is fair.

2. Revenue recognition

Refer to Note 4(o) "Revenue recognition" and Note 6(u) "Revenue from contracts with customers" to the consolidated financial statements.

Description of key audit matter

Revenue is an important indicator to measure the business performance of the Group. The accuracy of the revenue amount and timing of revenue recognition could significantly affects the quality of the financial statements. It is one of the important assessment matters for us to perform the audit of the financial reports of the Group.

How the matter was addressed in our audit

Our principal audit procedures included:

- Obtain understanding and review the Group's manual controls on sales revenue, whether it is consistent with the Group's accounting policies.
- Analyze changes in top 10 customers sales customers, to review if any significant unusual transactions.
- Check supporting sales documents for selected period before and after the balance sheets date, to review the timing of revenue recognition.

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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hsieh, Chiu-Hua and Chou, Pao-Lian.

KPMG

Taipei, Taiwan (Republic of China)

March 13, 2026

Notes to Readers

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

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

COWEALTH MEDICAL HOLDING CO., LTD. AND SUBSIDIARIES**Consolidated Balance Sheets****December 31, 2025 and 2024****(expressed in thousands of New Taiwan Dollars)**

		December 31, 2025		December 31, 2024				December 31, 2025		December 31, 2024	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Liabilities and Equity					
1100	Cash and cash equivalents (note 6(a))	\$ 943,495	13	1,182,832	17	2100	Short-term borrowings (notes 6(n) and 9)	\$ 500,807	7	495,000	7
1110	Current financial assets at fair value through profit or loss (notes 6(a), (b) and (y))	-	-	50,137	1	2130	Current contract liabilities (note 6(u))	3,808	-	7,220	-
1137	Current financial assets at amortised cost	192,638	3	-	-	2150	Notes payable	488,452	7	358,024	5
1150	Notes receivable, net (notes 6(e) and (u))	55,229	1	37,942	1	2170	Accounts payable (note 7)	701,831	10	688,304	10
1170	Trade receivable, net (notes 6(e) and (u))	3,156,605	45	3,357,612	48	2200	Other payables (note 7)	203,252	3	180,502	3
1200	Other receivables, net (notes 6(f) and 9)	6,971	-	1,784	-	2230	Current tax liabilities	63,899	1	8,236	-
1300	Inventories (note 6(g))	753,307	11	896,796	13	2280	Current lease liabilities (notes 6(p) and 7)	3,214	-	6,201	-
1421	Prepayments to suppliers (note 6(f))	188,387	3	205,180	3	2322	Long-term borrowings, current portion (notes 6(o) and 9)	6,620	-	9,944	-
1470	Other current assets (notes 6(a), 7 and 8)	216,419	3	216,439	3	2399	Other current liabilities, others	2,860	-	-	-
		<u>5,513,051</u>	<u>79</u>	<u>5,948,722</u>	<u>86</u>			<u>1,974,743</u>	<u>28</u>	<u>1,753,431</u>	<u>25</u>
Non-current assets:						Non-Current liabilities:					
1518	Non-current investments in equity instruments designated at fair value through other comprehensive income (notes 6(c), (s) and (y))	109,828	2	-	-	2540	Long-term borrowings (notes 6(o) and 9)	8,533	-	-	-
1535	Non-current financial assets at amortised cost, net (notes 6(a), (d) and (y))	91,456	1	-	-	2570	Deferred tax liabilities (note 6(r))	1,358	-	6,928	-
1551	Investments accounted for using equity method (notes 6(h) and (i))	17,034	-	18,216	-	2580	Non-current lease liabilities (notes 6(p) and 7)	536	-	3,526	-
1600	Property, plant and equipment (notes 6(k), 7 and 9)	581,536	8	424,809	6	2645	Guarantee deposits received	245	-	245	-
1755	Right-of-use assets (notes 6(l) and 7)	110,961	2	120,169	2			<u>10,672</u>	<u>-</u>	<u>10,699</u>	<u>-</u>
1780	Intangible assets (note 6(m))	31,398	-	33,554	-		Total liabilities	<u>1,985,415</u>	<u>28</u>	<u>1,764,130</u>	<u>25</u>
1840	Deferred tax assets (note 6(r))	227,304	3	140,469	2		Stockholder' equity attributable to parent: (note 6(s))				
1990	Other non-current assets, others (notes 6(a) and 8)	359,537	5	272,502	4	3110	Ordinary share	<u>774,496</u>	<u>11</u>	<u>774,496</u>	<u>11</u>
		<u>1,529,054</u>	<u>21</u>	<u>1,009,719</u>	<u>14</u>	3200	Capital surplus	<u>1,610,050</u>	<u>23</u>	<u>1,223,612</u>	<u>18</u>
							Retained earnings:				
						3320	Special reserve	360,953	5	477,832	7
						3350	Unappropriated retained earnings	<u>282,078</u>	<u>4</u>	<u>411,756</u>	<u>6</u>
								<u>643,031</u>	<u>9</u>	<u>889,588</u>	<u>13</u>
						3410	Exchange differences on translation of foreign financial statements	(99,671)	(1)	(88,876)	(1)
						3420	Unrealised (losses) gains from financial assets measured at fair value through other comprehensive income	<u>(57,741)</u>	<u>(1)</u>	<u>-</u>	<u>-</u>
							Total equity attributable to owners of parent:	2,870,165	41	2,798,820	41
						36XX	Non-controlling interests (note 6(j))	<u>2,186,525</u>	<u>31</u>	<u>2,395,491</u>	<u>34</u>
							Total stockholders' equity	<u>5,056,690</u>	<u>72</u>	<u>5,194,311</u>	<u>75</u>
Total assets		<u><u>\$ 7,042,105</u></u>	<u><u>100</u></u>	<u><u>6,958,441</u></u>	<u><u>100</u></u>		Total liabilities and stockholders' equity	<u><u>\$ 7,042,105</u></u>	<u><u>100</u></u>	<u><u>6,958,441</u></u>	<u><u>100</u></u>

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

COWEALTH MEDICAL HOLDING CO., LTD. AND SUBSIDIARIES**Consolidated Statements of Comprehensive Income****For the years ended December 31, 2025 and 2024****(expressed in thousands of New Taiwan Dollars , except for Earnings Per Share)**

		2025		2024	
		Amount	%	Amount	%
4000	Operating revenue (note 6(u))	\$ 2,956,257	100	4,192,722	100
5000	Operating costs (notes 6(g), (q) and 7)	<u>2,564,081</u>	<u>87</u>	<u>3,401,201</u>	<u>81</u>
	Gross profit	392,176	13	791,521	19
	Operating expenses (notes 6(e)(f)(k)(l)(m)(q)(w)(x) and 7):				
6100	Selling expenses	270,421	9	348,667	8
6200	Administrative expenses	284,757	10	335,114	8
6300	Research and development expenses	16,579	1	16,702	-
6450	Expected credit reversal gain	<u>95,843</u>	<u>3</u>	<u>(6,094)</u>	<u>-</u>
		<u>667,600</u>	<u>23</u>	<u>694,389</u>	<u>16</u>
	Operating (loss) income	<u>(275,424)</u>	<u>(10)</u>	<u>97,132</u>	<u>3</u>
	Non-operating income and expenses:				
7100	Interest income (note 6(v))	20,946	1	11,276	-
7010	Other income (notes 6(v) and 7)	1,228	-	4,368	-
7020	Other gains and losses, net (notes 6(b) and (v))	(7,997)	-	4,427	-
7050	Finance costs, net (notes 6(v) and 7)	(22,724)	(1)	(28,923)	(1)
7060	Share of (loss) profit of associates and joint ventures accounted for using equity method, net (note 6(i))	<u>(1,326)</u>	<u>-</u>	<u>642</u>	<u>-</u>
		<u>(9,873)</u>	<u>-</u>	<u>(8,210)</u>	<u>(1)</u>
7900	(Loss) profit from continuing operations before tax	(285,297)	(10)	88,922	2
7950	Less: Income tax expenses (note 6(r))	<u>45,809</u>	<u>2</u>	<u>40,925</u>	<u>1</u>
	(Loss) profit	<u>(331,106)</u>	<u>(12)</u>	<u>47,997</u>	<u>1</u>
8300	Other comprehensive (loss) income:				
8310	Item that may not be reclassified subsequently to profit or loss				
8315	Equity related to non-current assets or disposal groups classified as held for distribution to owners	<u>(57,741)</u>	<u>(2)</u>	<u>-</u>	<u>-</u>
		<u>(57,741)</u>	<u>(2)</u>	<u>-</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(36,196)	(1)	211,159	5
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss (note 6(i))	(40)	-	68	-
8399	Income tax related to items of other comprehensive income that may be reclassified subsequently to profit or loss (note 6(r))	<u>1,174</u>	<u>-</u>	<u>(2,637)</u>	<u>-</u>
		<u>(35,062)</u>	<u>(1)</u>	<u>208,590</u>	<u>5</u>
8300	Other comprehensive (loss) income (after tax)	<u>(92,803)</u>	<u>(3)</u>	<u>208,590</u>	<u>5</u>
8500	Comprehensive (loss) income	<u>\$ (423,909)</u>	<u>(15)</u>	<u>256,587</u>	<u>6</u>
	(Loss) profit attributable to:				
8610	Owners of the parent	\$ (246,557)	(9)	629	
8620	Non-controlling interests	<u>(84,549)</u>	<u>(3)</u>	<u>47,368</u>	<u>1</u>
		<u>\$ (331,106)</u>	<u>(12)</u>	<u>47,997</u>	<u>1</u>
	Comprehensive (loss) income attributable to:				
8710	Owners of the parent	\$ (315,093)	(11)	117,571	3
8720	Non-controlling interests	<u>(108,816)</u>	<u>(4)</u>	<u>139,016</u>	<u>3</u>
		<u>\$ (423,909)</u>	<u>(15)</u>	<u>256,587</u>	<u>6</u>
	(Loss) earnings per share (note 6(t))				
9750	Basic (loss) earnings per share (NT dollars)	<u>\$ (3.18)</u>		<u>0.01</u>	
9850	Diluted (loss) earnings per share (NT dollars)	<u>\$ (3.18)</u>		<u>0.01</u>	

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

COWEALTH MEDICAL HOLDING CO., LTD. AND SUBSIDIARIES**Consolidated Statements of Changes in Equity****For the years ended December 31, 2025 and 2024****(expressed in thousands of New Taiwan Dollars)**

	Equity attributable to owners of parent								
	Share capital		Retained earnings		Other equity				
	Ordinary shares	Capital surplus	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total equity attributable to owners of parent	Non-controlling interests	Total equity
Balance at January 1, 2024	\$ 774,496	1,223,667	423,966	495,973	(205,818)	-	2,712,284	2,304,154	5,016,438
Profit	-	-	-	629	-	-	629	47,368	47,997
Other comprehensive income	-	-	-	-	116,942	-	116,942	91,648	208,590
Total comprehensive income	-	-	-	629	116,942	-	117,571	139,016	256,587
Appropriation and distribution of retained earnings:									
Special reserve	-	-	53,866	(53,866)	-	-	-	-	-
Cash dividends on ordinary share	-	-	-	(30,980)	-	-	(30,980)	-	(30,980)
Fair value differences of associates and joint ventures under equity method	-	1	-	-	-	-	1	-	1
Changes in ownership interests in subsidiaries	-	(56)	-	-	-	-	(56)	56	-
Changes in non-controlling interests	-	-	-	-	-	-	-	(47,735)	(47,735)
Balance at December 31, 2024	774,496	1,223,612	477,832	411,756	(88,876)	-	2,798,820	2,395,491	5,194,311
Loss	-	-	-	(246,557)	-	-	(246,557)	(84,549)	(331,106)
Other comprehensive loss	-	-	-	-	(10,795)	(57,741)	(68,536)	(24,267)	(92,803)
Total comprehensive income	-	-	-	(246,557)	(10,795)	(57,741)	(315,093)	(108,816)	(423,909)
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	(116,879)	116,879	-	-	-	-	-
Difference between consideration and carrying amount of subsidiaries disposed	-	386,254	-	-	-	-	386,254	(307)	385,947
Fair value differences of associates and joint ventures under equity method	-	184	-	-	-	-	184	-	184
Changes in non-controlling interests	-	-	-	-	-	-	-	(99,843)	(99,843)
Balance at December 31, 2025	\$ 774,496	1,610,050	360,953	282,078	(99,671)	(57,741)	2,870,165	2,186,525	5,056,690

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

COWEALTH MEDICAL HOLDING CO., LTD. AND SUBSIDIARIES**Consolidated Statements of Cash Flows****For the years ended December 31, 2025 and 2024****(expressed in thousands of New Taiwan Dollars)**

	<u>2025</u>	<u>2024</u>
Cash flows from operating activities:		
(Loss) profit before tax	\$ (285,297)	88,922
Adjustments:		
Adjustments to reconcile (loss) profit:		
Depreciation expense	42,354	44,338
Amortization expense	7,722	6,607
Expected credit reversal gain	(95,843)	(6,094)
Gain on financial assets at fair value through profit or loss	(1,192)	(1,821)
Finance costs	22,724	28,923
Interest income	(20,946)	(11,276)
Share of profit of associates and joint ventures accounted for using equity method	1,326	(642)
Loss (gain) on disposal of property, plant and equipment	13	(1,739)
Gain on lease modifications	(213)	(141)
Write-down of inventories	31,325	32,655
Total adjustments to reconcile profit	<u>(12,730)</u>	<u>90,810</u>
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss, mandatorily measured at fair value	51,017	95,455
(Increase) decrease in notes receivable	(17,287)	45,360
Decrease (increase) in accounts receivable	294,182	(82,674)
(Increase) decrease in other receivable	(1,824)	28,719
Increase in inventories	(86,784)	(68,955)
Decrease in prepayments	16,793	107,788
Decrease in other current assets	6,170	10,381
Increase in other non-current assets	(49,428)	(103,725)
(Decrease) increase in contract liabilities	(3,412)	4,295
Increase in notes payable	130,428	358,024
Increase (decrease) in accounts payable	13,527	(35,122)
Increase (decrease) in other payable	23,006	(20,096)
Decrease in provisions	-	(31)
Increase (decrease) in other current liabilities	2,860	(3,440)
Total adjustments	<u>366,518</u>	<u>426,789</u>
Cash generated from operations	81,221	515,711
Interest received	17,967	9,961
Income taxes paid	(83,658)	(56,246)
Net cash flows from operating activities	<u>15,530</u>	<u>469,426</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(246,675)	-
Acquisition of financial assets at amortised cost	(566,088)	-
Proceeds from disposal of financial assets at amortised cost	261,271	-
Fair value differences of associates and joint ventures under equity method	184	-
Proceeds from disposal of subsidiaries (without loss of control)	431,941	-
Acquisition of property, plant and equipment	(9,066)	(57,451)
Proceeds from disposal of property, plant and equipment	632	3,215
(Increase) decrease in refundable deposits	(37,607)	26,559
Acquisition of intangible assets	(5,628)	(4,896)
Increase in other financial assets	(2,996)	(22,282)
Net cash flows used in investing activities	<u>(174,032)</u>	<u>(54,855)</u>
Cash flows from financing activities:		
Increase (decrease) in short-term borrowings	83	(82,246)
Proceeds from long-term debt	20,000	-
Repayments of long-term borrowings	(14,433)	(39,580)
Decrease in guarantee deposits received	-	(124)
Cash dividends paid	-	(30,980)
Changes in non-controlling interests	(99,843)	(47,735)
Interest paid	(22,771)	(29,493)
Payment of lease liabilities	(5,270)	(8,760)
Net cash flows used in financing activities	<u>(122,234)</u>	<u>(238,918)</u>
Effect of exchange rate changes on cash and cash equivalents	41,399	172,452
Net (decrease) increase in cash and cash equivalents	(239,337)	348,105
Cash and cash equivalents at beginning of period	1,182,832	834,727
Cash and cash equivalents at end of period	<u>\$ 943,495</u>	<u>1,182,832</u>

See accompanying notes to financial statements.

COWEALTH MEDICAL HOLDING CO., LTD.

Cowealth Medical Holding Co., Ltd.

Articles of Incorporation

Comparison Table of Provisions Before and After Amendments

Amended Provisions	Current Provisions	Explanation of amendments made
Cover page		
(as adopted by a Special Resolution dated as of May 20, 2026) (經 2026 年 5 月 20 日特別決議通過)	(as adopted by a Special Resolution dated as of May 20, 2025) (經 2025 年 5 月 20 日特別決議通過)	Updated the date of amendment to the proposed date of special shareholder meeting resolution.
Summary of the Articles of Incorporation		
(as adopted by a Special Resolution dated as of May 20, 2026) (經 2026 年 5 月 20 日特別決議通過)	(as adopted by a Special Resolution dated as of May 20, 2025) (經 2025 年 5 月 20 日特別決議通過)	Updated the date of amendment to the proposed date of special shareholder meeting resolution.
Articles of Incorporation		
(as adopted by a Special Resolution dated as of May 20, 2026) (經 2026 年 5 月 20 日特別決議通過)	(as adopted by a Special Resolution dated as of May 20, 2025) (經 2025 年 5 月 20 日特別決議通過)	Updated the date of amendment to the proposed date of special shareholder meeting resolution.
<u>17.4The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by Article 17.3. 董事會並應依公開發行公司法令準備股東會議事手冊和補充資料供股東索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放，並應第 17.3 條所規定之期限傳送至公開資訊觀測站。</u>	17.4The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by the Applicable Public Company Rules. If the Company has more than NT\$2 billion dollars paid-in capital on the end of the most recent accounting period, or the shareholding percentages of the foreign investors and the People's Republic of China investors has exceeded 30% according to the Register of Members on the date of the annual	In accordance with the February 2026 version of the Checklist of Shareholder Rights Protection Matters in the Country of Incorporation of Foreign Issuers (20260210 version).

Amended Provisions	Current Provisions	Explanation of amendments made
	general meeting held in the most recent accounting period, the Company shall complete the transmission of the above electronic files thirty days prior to any annual general meeting.董事會並應依公開發行公司法令準備股東會議事手冊和補充資料供股東索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放，並應依公開發行公司法令所規定之期限傳送至公開資訊觀測站。但公司於最近會計年度終了日實收資本額達新臺幣二十億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。	

COWEALTH MEDICAL HOLDING CO., LTD.**Cowearth Medical Holding Co., Ltd.****Asset Acquisition and Disposal Procedures****Comparison Table of Provisions Before and After Amendments**

Amended Provisions	Current Provisions	Explanation of amendments made
Article 20(Announcement and reporting procedures)Omitted Subparagraphs 1 to 3, Paragraph 1 of this Article.Acquisition or disposal of operating equipment or right-of-use asset thereof with an unrelated party, and the transaction amount meets any of the following requirements:For a public company with paid-in capital of less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.For a public company with paid-in capital of NT\$10 billion or more but less than NT\$50 billion, the transaction amounts reaches NT\$1 billion or more.For a public company with paid-in capital of NT\$10 billion or more but less than NT\$50 billion, the transaction amount reaches NT\$1 billion or more.Acquisition of real estate property in the form of development over purchased land, development over leased land, joint development with separate ownership, joint development with proportional holding, or joint development with partial sale, where the counterparty is unrelated and in which the Company expects to invest more than NT\$500 million.For a public company with paid-in capital of NT\$50 billion or more, transactions involving government bonds, straight corporate bonds, and general financial bonds not involving equity (excluding subordinated bonds) conducted on a securities exchange or at a securities firm's place of business, where such transactions do not fall under any of the provisos of Subparagraph 7 and the counterparty is not a related party,	Article 20(Announcement and reporting procedures)Omitted Subparagraphs 1 to 3, Paragraph 1 of this ArticleAcquisition or disposal of operating equipment or right-of-use asset thereof with an unrelated party, and the transaction amount meets any of the following requirements:For a public company with paid-in capital of less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.For a public company with paid-in capital of NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.(This part is added anew)Acquisition of real estate property in the form of development over purchased land, development over leased land, joint development with separate ownership, joint development with proportional holding, or joint development with partial sale, where the counterparty is unrelated and in which the Company expects to invest more than NT\$500 million.(This Subparagraph is added anew)Asset transactions other than those specified in the preceding five subparagraphs, disposals of creditors' rights by financial institutions, or investments in Mainland China, where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, exception is given to the following:Trading of domestic government bonds or foreign government bonds that have a credit rating no less than the sovereign rating of Taiwan.Where the company specializes in the investment	Adjusted wording to conform with Article 31 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

Amended Provisions	Current Provisions	Explanation of amendments made
and the transaction amount reaches 5% or more of the Company's paid-in capital. Asset transactions other than those specified in the preceding six subparagraphs, disposals of creditor's rights by financial institutions, or investments in Mainland China, where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, exception is given to the following: Trading of domestic government bonds or foreign government bonds that have a credit rating no less than the sovereign rating of Taiwan. Where the company specializes in the investment profession, any securities traded through exchange or through OTC venue, or foreign government bonds, ordinary corporate bonds, and ordinary bank debentures without equity attribute subscribed in the primary market (excluding subordinated bonds), or subscription/redemption of securities investment/futures trust funds, or subscription/redemption of exchange-traded notes, or securities subscribed by a securities firm as part of its underwriting service or counseling service for Emerging Stock Market companies, as regulated by Taipei Exchange. Repurchase/resale agreement, or subscription or redemption of money market funds issued by domestic securities investment trust companies. Omitted hereafter	profession, any securities traded through exchange or through OTC venue, or foreign government bonds, ordinary corporate bonds, and ordinary bank debentures without equity attribute subscribed in the primary market (excluding subordinated bonds), or subscription/redemption of securities investment/futures trust funds, or subscription/redemption of exchange-traded notes, or securities subscribed by a securities firm as part of its underwriting service or counseling service for Emerging Stock Market companies, as regulated by Taipei Exchange. Repurchase/resale agreement, or subscription or redemption of money market funds issued by domestic securities investment trust companies. Omitted hereafter	

Cowealth Medical Holding Co., Ltd.

Rules of Procedure for Shareholders' Meetings

Comparison Table of Provisions Before and After Amendments

Amended Provisions	Current Provisions	Explanation of amendments made
Article 3(Convention and advice of shareholder meetings)Omitted Paragraphs 1 to 3Shareholders who hold at least 3% of outstanding shares continuously for one year or more may jointly request to have the board of directors convene an extraordinary general meeting according to the Articles of Incorporation. If the board does not issue an advice for the extraordinary general meeting within 15 days after shareholders' request, the requesting shareholders may, subject to the authority's approval, convene the extraordinary general meeting on their own accord. The Company shall prepare a conference handbook for every shareholder meeting held, and publish the conference handbook along with other relevant information to the online information reporting system designated by the securities authority of the Republic of China (referred to as "Reporting System" below) at times and using methods that conform with laws and the Articles of Incorporation. However, the Company shall complete the electronic filing of the aforementioned documents at least 30 days prior to the convening of the regular shareholders' meeting. Hard copies of the shareholder meeting conference handbook and supplementary information also have to be prepared at least 15 days before the meeting and made accessible to shareholders at any time. These documents must be made available at the Company's premises and at the share transfer agent, and distributed on-site during the shareholders'	Article 3(Convention and advice of shareholder meetings)Omitted Paragraphs 1 to 3Shareholders who hold at least 3% of outstanding shares continuously for one year or more may jointly request to have the board of directors convene an extraordinary general meeting according to the Articles of Incorporation. If the board does not issue an advice for the extraordinary general meeting within 15 days after shareholders' request, the requesting shareholders may, subject to the authority's approval, convene the extraordinary general meeting on their own accord. If the shareholders' meeting is convened, the shareholders' meeting handbook shall be prepared, and the shareholders' meeting handbook and other relevant information shall be announced and reported on the Internet information reporting system designated by the competent authority of the Republic of China (hereinafter referred to as the "reporting System") in accordance with the time and method stipulated by relevant laws and regulations and the Articles of Incorporation. However, if the Company's paid-in capital reaches NT\$10 billion or more at the end of the most recent fiscal year, or the total number of foreign capital and Chinese capital shareholders in the shareholders' register reaches 30% or more during the most recent fiscal year, the Company shall upload the aforementioned electronic files to the Internet information reporting system designated by the competent	Revised in accordance with the Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies

Amended Provisions	Current Provisions	Explanation of amendments made
meeting.Omitted hereafter	authority of the Republic of China (hereinafter referred to as the "Reporting System") 30 days before the shareholders' meeting. Hard copies of the shareholder meeting conference handbook and supplementary information also have to be prepared at least 15 days before the meeting and made accessible to shareholders at any time. These documents must be made available at the Company's premises and at the share transfer agent, and distributed on-site during the shareholders' meeting.Omitted hereafter	

Candidate List for Elections of Directors and Independent Directors

Title	Name	Main education and experience	Number of shares held	Whether the candidate has already served as an independent director for three consecutive terms or more
Director	Chiung-Chih Wang	Education: Bachelor's Degree in Business Administration, National Taiwan University Experience: Unisys Taiwan Ltd. - Assistant Vice President of Business Department	6,975,186	Not applicable
Director	Duen Lee	Education: Bachelor's Degree in Chemical Engineering, National Tsing Hua University Experience: Philips Electronics Hong Kong Limited Healthcare Department - General Manager of Greater China Business Beckman Coulter - General Manager of Greater China Region	9,177,834	Not applicable
Director	Kuang-Tsan Tsao	Education: Master of Computer Science and Information Engineering, Tamkang University Bachelor's Degree in Advertising, San Francisco Art Institute. Experience: Chinpaosan Group - Person in Charge	0	Not applicable
Director	Lu-Lu Chou		0	Not applicable
Independent Director	Kun-Chih Chen	Education: Ph.D., Business Management, University of Southern California MBA, University of Michigan Bachelor Degree in Economics, National Taiwan University Experience: School of Professional Education and Continuing Studies, NTU - Associate Dean Taiwan Financial Reporting Standards Committee - Committee Member Aaeon Technology Inc. - Independent Director	0	No
Independent Director	Ying-Tung Lou	Education: Ph. D., Rensselaer Polytechnic Institute Troy, New York Experience: Chang Gung University of Science and Technology - President Chang Gung University College of Medicine - Deputy Superintendent Chang Gung University of Science and Technology - President	0	Yes

Title	Name	Main education and experience	Number of shares held	Whether the candidate has already served as an independent director for three consecutive terms or more
Independent Director	Shu-Hua Chen	Education:Accounting and Statistics, National Taipei College of Business.Experience:Beckman Coulter, Inc. - Finance and Accounting ManagerThe Walt Disney Company (Taiwan) Ltd. - Finance and Accounting ManagerMaxisys Business Trading (Shenzhen) Co., Ltd. - Finance and Accounting ManagerHong Xi Co., Ltd. - Accounting ManagerCen Tech Pte Ltd. Taiwan Branch (Singapore) - Finance and Accounting Manager	0	No
Independent Director	Chih-Hsiung Wu	Education:Dokkyo Medical University - Ph.D. in Surgery, First Department of SurgeryBachelor of Medicine, Taipei Medical CollegeExperience:Hsing Tian Kong Medical Foundation - Attending Physician (Director Level)Hsing Tian Kong Medical Foundation - CEO of Medical AffairsHsing Tian Kong Medical Foundation En Chu Kong Hospital - SuperintendentShuang Ho Hospital, Ministry of Health and Welfare - SuperintendentTaipei Medical University Hospital - SuperintendentTaiwan Surgical Society of Gastroenterology - ChairmanTaiwan Surgical Association - Chairman	0	No

Rationale for consecutively nominating Mr. Ying-Tung Lau as a candidate for independent director:
Mr. Ying-Tung Lau is currently the president of Chang Gung University of Science and Technology and had served as the deputy superintendent of Chang Gong University College of Medicine. Considering his proficiency in medicine and biotechnology, which apparently benefits the Company, we consecutively nominate him as a candidate for independent director.

開曼群島公司法（修訂版）
股份有限公司

修訂和重述章程大綱和章程

合富醫療控股股份有限公司

成立於2005年11月4日

（經2025年5月20日特別決議通過）

開曼群島公司法（修訂版）
股份有限公司

修訂和重述章程大綱

合富醫療控股股份有限公司

（經 2025 年 5 月 20 日特別決議通過）

1. 公司名稱為合富醫療控股股份有限公司。
2. 公司註冊所在地為 Gold-In (Cayman) Co., Ltd.之所在地，其地址為開曼群島 Suite 102, Cannon Place, North Sound Rd., George Town, Grand Cayman, Cayman Islands with postal address P.O. Box 712, Grand Cayman, KY1-9006, Cayman Islands，或董事會日後決議之其他地點。
3. 公司設立之目的未受限制，公司有權實行未受《公司法》（修訂版）及其日後修正之版本或任何其他開曼群島法律所禁止的任何目的。
4. 各股東對公司之義務限於繳清其未繳納之股款。
5. 經 2009 年 4 月 21 日特別決議通過。公司授權資本額是新臺幣 1,575,000,000.00 元，劃分為 157,500,000 股，每股面額新臺幣 10.00 元，根據《公司法》（修訂版）及其日後修正之版本和公司章程，公司有權購回或購買任何股份，有權再分割或合併其中任何股票，有權發行全部或部分資本，無論是否有任何性質的優先權或特權或任何遞延權利，或任何性質的條件或限制等，除非已明確說明每股發行條件為普通股或特別股，否則公司有權依前述約定規定發行條件。
6. 本章程大綱中未定義的專有名詞應與公司章程中的定義一致。

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開曼群島公司法（修訂版）
股份有限公司

修訂和重述章程

合富醫療控股股份有限公司

（經 2025 年 5 月 20 日特別決議通過）

1. 解釋

1.1 在本章程中，除非與本文有不符之處，法令所附第一個附件中的表格 A 不適用：

「收購」	指依中華民國《企業併購法》所定義，公司取得他公司之股份、營業或財產，並以股份、現金或其他財產作為對價之行為。
「公開發行公司法令」	指影響公開發行公司或任何在臺灣證券交易市場上市櫃的公司的中華民國法律，規則和規章，包括但不限於《公司法》、《證券交易法》、《企業併購法》等相關規定、經濟部發布的規章制度、金融監督管理委員會（以下簡稱「金管會」）發布的規章制度，財團法人中華民國證券櫃檯買賣中心（以下簡稱「櫃買中心」）（或臺灣證券交易所股份有限公司，如有適用，以下簡稱「證交所」）發布的規章制度和臺灣地區與大陸地區人民關係條例及其相關規範等。
「年度淨利」	係指依各該年度公司經審計之年度淨利。
「章程」	指公司章程。
「資本公積」	指公司超過票面金額發行股票所得之溢額，或受領贈與之所得。
「公司」	指合富醫療控股股份有限公司。
「董事」	指公司當時的董事（為明確起見，包括任一及所有獨立董事）。
「股利」	包括期中股利。
「電子記錄」	與《電子交易法》中的定義相同。
「電子交易法」	指開曼群島的《電子交易法》。
「獨立董事」	指為符合當時有效之《公開發行公司法令》而經股東會選任為「獨立董事」的董事。
「法定盈餘公積」	指公司於彌補虧損完納一切稅捐後，分派盈餘時，應先

	公開發行公司法令提出一定比例為法定盈餘公積。但法定盈餘公積已達資本總額時，不在此限。
「公開資訊觀測站」	指金管會指定之網際網路資訊申報系統。
「併購」	指公司之合併、收購及分割。
「股東」	與法令中的定義相同。
「章程大綱」	指公司章程大綱。
「合併」	指(i)參與合併之公司全部消滅，由新成立之公司概括承受消滅公司之全部權利義務；或(ii)參與合併之其中一公司存續，由存續公司概括承受消滅公司之全部權利義務，並以存續或新設公司之股份、或其他公司之股份、現金或其他財產作為對價之行為。
「簡易合併」	指(i)合併中，其中一家參與合併之公司合計持有他參與合併之公司已發行有表決權之股份達百分之九十以上；或(ii)公司分別持有百分之九十以上已發行股份之子公司間合併時。
「非於證交所上市之公司或於財團法人中華民國證券櫃檯買賣中心上櫃之公司」	指其股份未於證交所上市或財團法人中華民國證券櫃檯買賣中心上櫃之公司。
「普通決議」	指在股東會上有權投票的股東，親自或在允許代理的情況下透過代理，以簡單多數決通過的決議。
「私募」	指由該公司或經其授權之人挑選或同意之特定投資人認購本公司之股份、選擇權、認股權憑證、附認股權公司債、附認股權特別股或其他有價證券。但不包括依據第11條所為之員工激勵計畫或股份認購協議、認股權憑證、選擇權或發行之股份。
「股東名冊」	指依法令維持的股東名冊登記。除法令另有規定外，包括股東名冊登記的任何副本。
「註冊處所」	指公司目前註冊處所。
「中華民國」	指中華民國。
「印章」	指公司的一般圖章，包括複製的印章。
「股份」	指公司股份。
「股票」	指表彰股份之憑證。
「股份轉換」	指公司讓與全部已發行股份予他公司，而由他公司以股

	份、現金或其他財產支付公司股東作為對價之行為。
「簡易股份轉換」	指母公司以股份轉換收購其持有百分之九十以上有表決權之已發行股份之子公司。
「徵求人」	指依公開發行公司法令徵求任何其他股東之委託書以被該股東指派為代理人代理參加股東會並於股東會上行使表決權之股東、經股東委託之信託事業或股務代理機構。
「特別決議」	指經有權於該股東會行使表決權之股東表決權數三分之二以上同意之決議。該股東得親自行使表決權或委託經充分授權之代理人（如允許委託代理人，須於股東會召集通知中載明該特別決議係特別決議）代為行使表決權。
「分割」	係指一公司將其得獨立營運之任一或全部之營業讓與既存或新設之他公司，作為既存或新設之受讓公司發行新股予為轉讓之該公司或該公司股東對價之行為。
「簡易分割」	指母公司與其持有百分之九十以上已發行股份之子公司進行分割，以母公司為受讓營業之既存公司，以子公司為被分割公司並取得全部對價。
「法令」	指開曼群島《公司法》（修訂版）。
「從屬公司」	指(i)公司持有其已發行有表決權之股份總數或資本總額超過半數之公司；(ii)公司、其從屬公司及控制公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之公司；或(iii)公司直接或間接控制其人事、財務或業務經營之公司。
「特別（重度）決議」	指(i)由代表公司已發行股份總數三分之二或以上之股東（包括股東委託代理人）出席股東會，出席股東表決權過半數同意通過的決議，或(ii)若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，由出席股東表決權三分之二或以上之同意通過的決議。
「集保結算所」	指臺灣集中保管結算所股份有限公司。
「庫藏股」	指依據法令登記於公司名下之庫藏股。
「視訊通話設備」	指得通過視訊、視訊會議、網路或線上會議應用程式及／或任何其他視訊通訊、網路或線上會議應用程式或視訊通信設備，使所有參與會議之人得以聽到他方及被他方聽到之設備。
「視訊會議」	指任何股東（及任何其他獲准參與該會議之人，包含但不限於該會議之主席或任何董事）獲准僅藉由視訊通話

設備出席及參與之任何股東會。

1.2 在本章程中：

- (a)單數詞語包括複數含義，反之亦然；
- (b)陽性詞語包括陰性含義；
- (c)表述個人的單詞包括公司含義；
- (d)「書面」和「以書面形式」包括所有以可視形式呈現的重述或複製之文字模式，包括以電子記錄形式；
- (e)所提及任何法律或規章的規定應理解為包括該規定的修正、修改、重新制定或替代規定；
- (f)帶有「包括」、「尤其」或任何類似之表達語句應理解為僅具有說明性質，不應限制其所描述之詞語的意義；
- (g)標題僅作參考，在解釋這些條款之意義時應予忽略；
- (h)《電子交易法》的第 8 及第 19(3)條不適用於本章程。

2. 營業開始

- 2.1 公司設立後，得於董事會認為適當之時點開始營業。公司經營業務，應遵守公開發行公司法令及商業倫理規範，得採行增進公共利益之行為，以善盡本公司之社會責任。
- 2.2 董事會得以公司資本或任何其他公司之款項支付因公司成立和設立而生之所有費用，包括登記費用。

3. 股份發行

- 3.1 根據法令、章程大綱、章程和公開發行公司法令（以及股東會上公司可能給予的任何指示）的相關規定（如有），在不損害現有股份所附屬權利的情況下，董事會可以在其認為適當的時間、按其認為適當的條件、向其所認為適當的人分配、發行、授與認股權或以其他方式處分股份，無論該股份是否有優先權，遞延權或其他權利或限制，無論是關於股利、表決權、資本返還或其他方面的內容。且公司有權贖回或買回任何或所有此等股份、分割或合併任何此等股份及就其資本之任一部或全部發行，不論是賦予優先或特別之權利或加上權利之遞延或其他任何條件或限制等，且因此除發行條件另有明文規定外，每一股份之發行不論係稱為普通股、特別股或其他，均應受前述公司權力之限制。
- 3.2 公司不得發行無記名股票。

3.3 公司不得發行任何未繳納股款或繳納部分股款之股份。

3.4 本公司採行票面金額股，不得轉換為無票面金額股。

4. 股東名冊

4.1 董事會應在其所認為適當之處所備置一份股東名冊，惟如董事會對放置地點無決議時，股東名冊應放置在註冊處所。

4.2 如果董事會認為必要或適當，公司得於開曼群島境內或境外董事會認為適當之處所備置一份或數份股東分冊。股東總名冊和分冊應一同被視為本章程所稱之股東名冊。

4.3 股份在櫃買中心（或證交所，如有適用）交易時，該上市股份得依照其所適用之法律及櫃買中心（或證交所，如有適用）規定證明及轉讓所有權。本公司就股東名冊得按照法令第 40 條之規定記載股份詳細情況並加以保管，惟如上市股份適用之法律及櫃買中心（或證交所，如有適用）相關規定對記載格式另有規定者，從其規定。

5. 股東名冊停止過戶或認定基準日

5.1 為決定有權獲得股東會或股東會延會通知之股東，或有權在股東會或股東會延會投票之股東，或有權獲得股利之股東或為其他目的而需決定股東名單者，董事會應決定股東名冊之停止過戶期間，且該停止過戶期間不應少於公開發行公司法令規定之最低期間。

5.2 於依第 5.1 條之限制下，除股東名冊變更之停止外，或為取代股東名冊變更之停止，董事會為決定有權獲得股東會通知，或有權在股東會或股東會延會投票之股東名單，或為決定有權獲得股利或為任何其他目的而需決定股東名單時，得預先或延後指定一特定日作為基準日。董事會依本 5.2 條規定指定基準日時，董事會應依公開發行公司法令透過公開資訊觀測站公告該基準日。

5.3 有關執行股東名冊停止過戶期間的規則和程序，包括向股東發出有關停止變更期間的通知，應遵照董事會通過的政策（董事會可能隨時變更之），該相關政策應符合法令、章程大綱、章程和公開發行公司法令的規定。

6. 股票

6.1 除法令另有規定外，公司發行之股份應以無實體發行，並依公開發行公司法令洽集保結算所登錄發行股份之相關資料。僅於董事會決議印製股票時，股東始有權獲得股票。股票（如有）應根據董事會決定之格式製作。股票應由董事會授權的一名或多名董事簽署。董事會得授權以機械程序簽發有權簽名的股票。所有股票應連續編號或以其他方式識別之，並註明其所表彰的股份。為轉讓之目的提交公

司的股票應依本章程規定予以註銷。於繳交並註銷與所表彰股份相同編號的舊股票之前，不得簽發新股票。

- 6.2 若董事會依第 6.1 條之規定決議印製股票時，公司應於依法令、章程大綱、章程及公開發行公司法令得發行股票之日起 30 日內，對認股人或應募人交付股票，並應依公開發行公司法令於交付股票前公告之。
- 6.3 股份不得登記為超過一位股東名下。
- 6.4 若股票經塗污，磨損，遺失或損壞，得提出證據證明、賠償並支付公司在調查證據過程中所產生之合理費用以換發新股票，該相關費用由董事會定之，並（在塗污或磨損的情況下）於交付舊股票時支付之。

7. 特別股

- 7.1 經三分之二或以上董事之出席及出席董事過半數通過之決議及股東會之特別決議，公司得發行較公司發行的普通股有優先權利的股份（「特別股」）。
- 7.2 在依第 7.1 條發行特別股之前，公司應修改章程並在章程中明定特別股的權利和義務，包括但不限於下列內容，而且特別股之權利及義務將不抵觸公開發行公司法令有關於特別股權利及義務之強制規定，變更特別股之權利時亦同：
 - (1)特別股分派股息及紅利之順序、定額或定率；
 - (2)特別股分派公司剩餘財產之順序、定額或定率；
 - (3)特別股股東行使表決權之順序或限制（包括無表決權等）；
 - (4)與特別股權利義務有關的其他事項；
 - (5)公司被授權或被強制要購回特別股時，其贖回之方法；於不適用贖回權時，其聲明。

8. 發行新股

- 8.1 公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應限於公司之授權資本額內為之。
- 8.2 除股東於股東會另以普通決議為不同決議外，公司現金增資發行新股時，應公告及通知各股東其有優先認購權，得按照原有股份比例儘先分認。於決議發行新股之同一股東會，股東並得決議放棄優先認購權。公司應於前開公告中聲明，如股東未依指定之期限依原有股份比例認購新發行之股份者，則應視為喪失其優先認購權。在不違反第 6.3 條之規定下，如原有股東持有股份按比例不足以行使優先認購權認購一股新股者，數股東得依公開發行公司法令合併共同認購或歸併一人

認購；如新發行之股份未經原有股東於指定期限內認購完畢者，公司得依公開發行公司法令將未經認購之新股於中華民國公開發行或洽由特定人認購之。

- 8.3 公司於中華民國境內辦理現金增資發行新股時，除董事會依據公開發行公司法令及/或金管會或櫃買中心（或證交所，如有適用）之指示而為公司無須或不適宜對外公開發行之決定外，應提撥發行新股總額之百分之十，在中華民國境內對外公開發行，但股東會另有較高提撥比率之決議者，從其決議。
- 8.4 股東之新股認購權得獨立於該股份而轉讓。新股認購權轉讓之規則和程序應依據公司制定的政策，且相關政策應符合法令、章程大綱、章程和公開發行公司法令。
- 8.5 第 8.2 條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：(a) 與他公司合併，公司分割或公司重整有關；(b) 與公司履行其認股權憑證及/或認股權契約之義務有關，包括第 11 條所提及者；(c) 與公司履行可轉換公司債或附認股權公司債之義務有關；(d) 與公司履行附認股權特別股之義務有關，(e) 與私募有關，或(f) 依據第 8.7 條所發行之限制性股份。
- 8.6 通知股東行使優先認購權的期間及其他規則和程序、實行方式，應依董事會所訂之政策制定，該相關政策應符合法令、章程大綱、章程和公開發行公司法令。
- 8.7 公司得以股東會特別（重度）決議發行予員工限制權利之新股（下稱「**限制性股份**」），第 8.2 條規定於發行限制性股份時不適用之。限制性股份之發行條款，包括其發行數量、發行價格及發行條件等應遵循公開發行公司法令之規定。
- 8.8 於不違反法令規定下，公司得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意辦理私募，其對象、有價證券種類、價格訂定及有價證券之轉讓限制等事項，應遵循公開發行公司法令。
- 8.9 公司於發行新股時，公司應即向各認股人催繳股款，以超過票面金額發行股票時，其溢額應與股款同時繳納。若認股人延欠應繳之股款時，公司應定一個月以上之期限催告該認股人照繳，並聲明逾期不繳失其權利。
- 8.10 公司已為前條之催告，認股人不照繳者，即失其權利，所認股份另行募集。

9. 股份轉讓

- 9.1 於不違反法令或公開發行公司法令之規定下，公司發行的股份應得自由轉讓。
- 9.2 於不違反章程和公開發行公司法令之規定下，股東得以簽署轉讓文件之方式轉讓股份。
- 9.3 於受讓人的名稱登記於公司股東名冊之前，讓與人應被視為股份持有者。

- 9.4 無論第 9.2 條之規定，於櫃買中心（或證交所，如有適用）交易股份之轉讓，在不違反公開發行公司法令的情況，董事會得以決議通過依櫃買中心（或證交所，如有適用）採用的有價證券轉讓方式為之。

10. 股份買回

- 10.1 於不違反法令、章程大綱及章程之情況下，公司得依據公開發行公司法令之規定，經董事會三分之二以上董事之出席及出席董事過半數決議之條件自櫃買中心（或證交所，如有適用）買回其股份。公司如決議依據章程自櫃買中心（或證交所，如有適用）買回任何股份，該董事會決議及其執行情形，應依據公開發行公司法令於最近一次之股東會向股東報告，該報告義務於公司因故未執行買回計畫時，亦同。
- 10.2 董事會得於買回或贖回任何股份前決定該股份應作為庫藏股持有之。
- 10.3 在不違反法令、章程或公開發行公司法令之情形下，董事得決定註銷庫藏股或按其認為合理條件下轉讓庫藏股（包括但不限於無償）予員工。
- 10.4 縱有第 10.3 條之規定，如公司買回任何於櫃買中心（或證交所，如有適用）交易之股份，並作為庫藏股持有之（下稱「買回庫藏股」），任何將買回庫藏股以低於實際買回股份之平均價格（下稱「平均買回價格」）轉讓予員工之提議，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中列舉並說明下列事項，且不得以臨時動議提出。
- 10.5 依據第 10.4 條買回而轉讓予員工之庫藏股總數，於轉讓任何庫藏股之日累計不得超過公司已發行股份總數之百分之五，且累計轉讓予單一員工之庫藏股總數於轉讓予該員工任何庫藏股之日，累計不得超過公司已發行股份總數之千分之五。公司並得限制員工在不得超過二年之期間內不得轉讓該股份。
- 10.6 縱有第 10.1 條至 10.5 條之規定，在不違反法令及公開發行公司法令之情形下，公司得經股東會普通決議強制贖回或買回公司股份並註銷，惟該贖回或買回除法令或公開發行公司法令另有規定外，應依股東所持股份比例為之。就該贖回或買回之給付（如有）應經通過該贖回或買回之普通決議，以現金或公司特定財產之分配為之，惟(a)相關股份於贖回或買回時將被註銷且不會作為公司之庫藏股，且(b)於以現金以外之財產分配予股東時，其類型、價值及抵充數額應(i)於股東會決議前經中華民國會計師查核簽證，及(ii)經該收受財產股東之同意。

11. 員工激勵計畫

- 11.1 公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過一個以上之激勵措施並得發行股份或選擇權、認股權憑證或其他類似之工具給公

司及從屬公司之員工。規範此等激勵計畫之規則及程序應與董事會所制訂之政策一致，並應符合法令、章程大綱、章程和公開發行公司法令。

- 11.2 依前述第 11.1 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。
- 11.3 公司得依上開第 11.1 條所定之激勵計畫，與其員工及從屬公司之員工簽訂認股權契約，約定於一定期間內，員工得認購特定數量的公司股份。此等契約之條款對相關員工之限制不得低於其所適用之激勵措施所載條件。
- 11.4 公司及其從屬公司之董事非本章程第 11 條所訂員工激勵計畫之對象，但倘董事亦為公司或其從屬公司之員工，該董事得基於員工身分（而非董事身分）參與員工激勵計畫。

12. 股份權利變更

- 12.1 無論公司是否處於清算程序，在任何時候，如果公司資本被劃分為不同種類的股份，則需經該類股份持有人之股東會特別決議始可變更該類股份所附屬之權利，但該類股份發行條件另有規定者不在此限。縱有前述規定，如果章程的任何修改或變更損害了任一種類股份的優先權，那麼該相關修改或變更應經特別決議通過，並應經該類股份股東個別之股東會的特別決議通過。
- 12.2 章程中與股東會有關的規定應適用於每一相同種類股份持有者的會議。
- 12.3 股份持有人持有發行時附有優先權或其他權利之股份者，其權利不因創設或發行與其股份順位相同之其他股份而被視同變更，但該類股份發行條件另有明確規定者不在此限。

13. 股份移轉

- 13.1 如果股東死亡，若該股份為共同持有時其他尚生存之共同持有人，或該股份是單獨持有時其法定代理人，為公司所認定唯一有權享有股份權益之人。死亡股東之財產就其所共有之股份所生之義務不因死亡而免除。
- 13.2 因股東死亡、破產、清算、解散或者因轉讓之外的任何其他情形而對股份享有權利的人，應以書面通知公司，且在董事會所可能要求的相關證據完成後，得寄發書面通知，選擇成為該相關股份之持有人或指定特定人成為該股份之持有人。

14. 章程大綱和章程的修改和資本變更

- 14.1 在不違反法令和章程就應經股東會普通決議處理事項之規定的情形下，公司應以特別決議為下列事項：
 - (a) 變更其名稱；

- (b)修改或增加章程；
- (c)修改或增加章程大綱有關宗旨、權力或其他特別載明的事項；
- (d)減少其資本和資本贖回準備金；及
- (e)根據公司於股東會之決定，增加決議所規定的股本或註銷任何在決議通過之日尚未為任何人取得或同意取得的股份。但於變更額定資本額之情形，公司亦應向股東會提出修改。

14.2 在不違反法令和公開發行公司法令的情形下，公司非經特別（重度）決議不得為下列事項：

- (a)出售、讓與或出租公司全部營業或對股東權益有重大影響的其他事項；
- (b)解任任何董事；
- (c)許可一個或多個董事為其自身或他人為屬於公司營業範圍內的其他商業活動的行為；
- (d)使可分配股利及/或紅利及/或其他依第 35 條所規定款項之資本化；
- (e)合併（不包括簡易合併）、分割（不包括簡易分割）或私募，但符合法令定義之合併應同時符合法令之規定；
- (f)締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；
- (g)股份轉換；
- (h)讓與其全部或主要部分之營業或財產，但前述規定不適用於因公司解散所進行的轉讓；或
- (i)取得或受讓他人的全部營業或財產而對公司營運有重大影響者。

14.3 在不違反法令、章程及公開發行公司法令所訂法定出席股份數門檻之規定下，有關公司解散之程序：

- (a)如公司係因無法於其債務到期時清償而決議自願解散者，公司應以股東會普通決議為之；或
- (b)如公司係因前述第 14.3 條(a)款以外之事由而決議自願解散者，公司應以特別決議為之。

14.4 在不違反法令及公開發行公司法令之情形下，公司應就下列事項於股東會由代表公司已發行股份總數三分之二以上股東同意之決議為之：

- (a) 公司依公開發行公司法令參與合併，公司為消滅公司致終止上櫃，且該合併之存續公司或新設公司非於證交所上市之公司或於財團法人中華民國證券櫃檯買賣中心上櫃之公司者；
- (b) 公司依公開發行公司法令為概括讓與或讓與營業或財產而致終止上櫃，且該受讓公司非於證交所上市之公司或於財團法人中華民國證券櫃檯買賣中心上櫃之公司者；
- (c) 公司依公開發行公司法令進行股份轉換，因股份轉換致終止上櫃，且該股份轉換之既存或新設公司非於證交所上市之公司或於財團法人中華民國證券櫃檯買賣中心上櫃之公司者；及
- (d) 公司依公開發行公司法令進行分割，因分割致終止上櫃，且該既存或新設之受讓公司非於證交所上市之公司或於財團法人中華民國證券櫃檯買賣中心上櫃之公司。

15. 註冊處所

在不違反法令規定之情形下，公司得通過董事會決議變更其註冊處所之地點。

16. 股東會

16.1 除年度股東常會外之所有股東會，應稱為股東臨時會；

16.2 公司應於每一會計年度終了後六個月內召開一次股東會作為年度股東常會，並應在股東會召集通知中詳細說明。在這些會議上董事會應作相關報告（如有）。

16.3 公司應每年舉行一次年度股東常會；

16.4 股東會應於董事會指定之時間及地點召開，或以視訊會議或依公開發行公司法令所規定之方式為之。惟除法令或本條另有規定外，股東會應於中華民國境內召開。如在中華民國境外召開股東會，相關程序及核准應依中華民國相關主管機關之規定辦理。於中華民國境外召開股東會時，公司應委任中華民國之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。股東會如以視訊會議為之者，應符合公開發行公司法令之規定，且其股東以視訊參與會議者，視為親自出席。

16.5 董事會得召集股東會，且於經股東請求時，應立即進行公司股東臨時會之召集；

- 16.6 前條股東請求是指在股東提出請求日持有不低於當時已發行股份總數百分之三的股份，並且持有該股份至少一年之股東所作出的請求；
- 16.7 前條股東之請求，必須以書面記明提議事項及理由，並由提出請求者簽名，交存於註冊處所，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名；
- 16.8 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，則提出請求之股東得依據公開發行公司法令自行召集股東臨時會。
- 16.9 繼續三個月以上持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。

17. 股東會通知

- 17.1 任何年度股東常會之召集，應至少於三十日前通知各股東，任何股東臨時會之召集，應至少於十五日前通知各股東。每一通知之發出日或視為發出日及送達日應不予計入。股東會通知應載明會議地點、日期、時間、開會方式、召集事由及相關事項，並應以下述方式發出，或經股東同意者，以電子方式發出，或以公司規定的其他方式發出。但如果經所有有權參加該股東會之股東（或其代理人）同意，則無論本章程所規定的通知是否已發出，也無論是否遵守章程有關股東會的規定，該公司股東會均應被視為已合法召集。
- 17.2 倘公司非因故意而漏向有權獲得通知之任一股東發出股東會通知，或其未收到股東會會議通知，該股東會會議之程序不因此而無效。
- 17.3 公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。公司股東會採行書面行使表決權者，並應將前開資料及書面行使表決權用紙，併同寄送給股東。
- 17.4 董事會並應依公開發行公司法令準備股東會議事手冊和補充資料供股東索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放，並應依公開發行公司法令所規定之期限傳送至公開資訊觀測站。但公司於最近會計年度終了日實收資本額達新臺幣二十億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。
- 17.5 與(a)選舉或解任董事，(b)修改章程，(c)減資，(d)申請停止公開發行，(e)(i)解散，合併（不包括簡易合併）、股份轉換（不包括簡易股份轉換）或分割（不包括簡易分割），(ii)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(iii)讓與公司全部或主要部分營業或財產，(iv)受讓他人全部營業或財產而對公司營運有重大影響者，(f)許可董事為其自己或他人從事公司營業範圍內事務的行為，(g)以發行新股方式分配公司全部或部分盈餘，(h)將法定

盈餘公積及因發行股票溢價或受領贈與所得之資本公積，以發行新股方式分配與原股東，及(i)公司私募發行具股權性質之有價證券等有關的事項，應載明於股東會通知並說明其主要內容，且不得以臨時動議提出；其主要內容得置於中華民國證券主管機關或公司指定之網站，並應將其網址載明於通知中。

- 17.6 董事會應在公司之登記機構（如有適用）及公司位於中華民國境內之股務代理機構之辦公室備置公司章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿。股東得檢具利害關係證明文件，指定查閱範圍，隨時請求檢查、查閱、抄錄或複製；公司並應令股務代理機構提供。董事會或其他召集權人召集股東會者，得請求公司或股務代理機構提供股東名簿。
- 17.7 公司應依公開發行公司法令及法令之規定，將董事會準備的所有表冊，以及審計委員會準備之報告書（如有），備置於其登記機構（如有適用）及其位於中華民國境內之股務代理機構之辦公室。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

18. 股東會事項

- 18.1 除非出席股東代表股份數達到法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行股份總數過半數之股東親自或委託代理人出席，應構成股東會之法定權數。
- 18.2 董事會應根據公開發行公司法令之要求，提交其為年度股東常會所準備的營業報告書、財務報表、及盈餘分派或虧損撥補之議案供股東承認或同意，經股東會承認或同意後，董事會應根據公開發行公司法令，將經承認的財務報表及其副本、公司盈餘分派或虧損撥補決議分發給每一股東或於公開資訊觀測站以公告為之。
- 18.3 除本章程另有明文規定及不違反公開發行公司法令之外，如果在指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，或者在股東會會議進行中出席股東代表股份數未達法定出席股份數者，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣布該股東會流會。如仍有召集股東會之必要者，則應依章程規定重行召集一次新的股東會。
- 18.4 股東會如由董事會召集者，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席之董事互推一人代理之。股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

- 18.5 在會議上進行投票的決議應通過投票方式決定。在會議上進行投票的決議不得以舉手表決之方式決定之。在需要投票並計算多數決時，需注意章程授予每一股東的投票數。
- 18.6 在票數相同的情況下，主席均無權投下第二票或決定票。
- 18.7 章程任何內容不得妨礙任何股東向有管轄權之法院提起訴訟，以尋求與股東會召集程序之不當或不當通過決議有關的適當救濟，因前述事項所生之爭議應以臺灣臺北地方法院為第一審管轄法院。
- 18.8 除法令、章程大綱或章程另有明文規定外，任何於股東會上提出交由股東決議、同意、採行、確認者，應以普通決議為之。
- 18.9 於相關之股東名冊停止過戶期間前持有已發行股份總數百分之一以上股份之股東，得於由董事會制訂並經股東會普通決議同意之股東會議事規則所規定之範圍內，依該規則以書面或電子受理方式向公司提出股東常會議案。除有下列情形之一者外，董事會應將股東之提案列為議案：(a)提案股東持股未達已發行股份總數百分之一者，(b)該議案事項非股東會所得決議者，(c)該提案股東提案超過一項者，(d)議案超過三百字者，或(e)該議案於公告受理期間外提出者。依公開發行公司法令之規定，股東提案係為敦促本公司增進公共利益或善盡社會責任之建議者，董事會得列入議案。

19. 股東投票

- 19.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。
- 19.2 除已在認定基準日被登記為股東，或者已繳納相關催繳股款或其他款項者外，任何人均無權在任何股東會或個別種類股份持有者的個別會議上行使表決權。
- 19.3 有表決權之股東對行使表決權者資格提出異議者，應提交主席處理，主席的決定具有終局決定性。
- 19.4 表決得親自進行或透過代理人進行。一股東僅得以一份委託書指定一個代理人出席會議並行使表決權。
- 19.5 持有超過一股以上的股東就任何決議應以相同方式行使其持有股份之表決權。惟股東係為他人持有股份時，股東得主張在不違反法令之範圍內依據公開發行公司法令分別行使表決權。
- 19.6 公司召開股東會時，應將電子方式列為表決權行使管道之一。如表決權以書面投票或電子方式行使時，行使表決權之方式應載明於寄發予股東之股東會通知，其以書面投票或電子方式行使表決權意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。以前述方式行使表決權的股東應被視為已

指派股東會主席為其代理人，以書面文件或電子文件中指示方式在股東會中行使其股份之表決權。惟此種指派不應視為依公開發行公司法令之委託代理人。擔任代理人之主席無權就書面或電子文件中未提及或載明之任何事項而行使該等股東之表決權，亦不應就股東會中提案之任何原議案之修訂或任何臨時動議行使表決權。以此種方式行使表決權之股東應視為已拋棄其就該次股東會之臨時動議及/或原議案之修正之通知及表決權之權利。如股東會主席未依該等股東之指示代為行使表決權，則該股份數不得算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。

19.7 倘股東依第 19.6 條之規定向公司送達其以書面或電子方式行使表決權之意思表示後，至遲得於股東會開會前二日前，以與行使表決權相同之方式，另向公司送達其欲撤銷其之前行使表決權之意思表示，且該等撤銷構成依據第 19.6 條指派股東會主席為其代理人之意思表示之撤銷。倘股東依據第 19.6 條以書面或電子方式行使表決權之意思表示後，超過前述撤銷其意思表示之期限者，依據第 19.6 條視為指派股東會主席為其代理人之意思表示將無法撤銷，並應由主席在股東會中代為行使其股份之表決權。

19.8 倘股東已按第 19.6 條之規定指派主席為代理人透過書面投票或電子方式行使表決權者，仍以委託書委託其他代理人出席股東會者，則其後之委託其他代理人應視為已撤銷按第 19.6 條規定對於主席為代理人之指派。

20. 代理

20.1 委託代理人之委託書應以書面為之，由委託人或其正式授權的被授權人書面簽署。如委託人為公司時，則由其正式授權的高級職員或被授權人進行簽署。代理人不需要是公司股東。

20.2 出席股東會委託書之取得，應受下列限制：

(a) 委託書之取得不得以金錢或其他利益為交換條件。但代公司發放股東會紀念品或徵求人支付予代為處理徵求事務者之合理費用，不在此限。

(b) 委託書之取得不得以他人名義為之。

(c) 徵求取得之委託書不得作為非屬徵求之委託書以出席股東會。

20.3 除股務代理機構外，受託代理人所受委託之人數不得超過三十人。受託代理人受三人以上股東委託者，應於股東會開會五日前，依其適用之情形檢附下列文件送達公司或其股務代理機構：(a) 聲明書聲明委託書非為自己或他人徵求而取得；(b) 委託書明細表乙份，及(c) 經簽名或蓋章之委託書。

20.4 股東會無選舉董事之議案時，公司得委任股務代理機構擔任股東之受託代理人。相關委任事項應於該次股東會委託書使用須知載明。股務代理機構受委任擔任受

託代理人者，不得接受任何股東之全權委託，並應於公司股東會開會完畢五日內，將委託出席股東會之委託明細、代為行使表決權之情形，契約書副本及中華民國證券主管機關所規定之事項，製作受託代理出席股東會彙整報告，並備置於股務代理機構處。

- 20.5 除股東依照第 19.6 條規定指派股東會主席為代理人透過書面投票或電子方式行使表決權，或根據中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，一人同時受兩人以上股東委託時，其代理的有權表決權數不得超過股票停止過戶前已發行股份總數表決權的百分之三；超過時其超過的表決權，不予計算。為免疑義，依第 20.4 條經公司委任之股務代理機構所代理之股數，不受前述已發行股份總數表決權百分之三之限制。
- 20.6 受三人以上股東委託之受託代理人，其代理之股數不得超過其本身持有股數之四倍，且不得超過已發行股份總數之百分之三。
- 20.7 倘股東以書面投票或電子方式行使表決權，並委託受託代理人出席股東會，以受託代理人出席行使之表決權為準。如任何股東於委託代理人出席股東會後欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向公司為撤銷委託之通知。逾期撤銷者，以委託代理人出席行使之表決權為準。
- 20.8 一股東以出具一委託書，並以委託一人為限。委託書應於股東會開會五日前送達公司註冊處所，或送達在股東會召集通知或公司寄出之委託書上所指定之處所。公司收受之委託書有重複時，除該股東於後送達之委託書中以書面明確撤銷先送達之委託書外，以最先送達於公司者為準。
- 20.9 委託書應以公司核准之格式為之，並載明僅為特定股東會所為。委託書格式內容應至少包括(a)填表須知、(b)股東委託行使事項及(c)股東、受託代理人及徵求人(如有)基本資料等項目，並與股東會召集通知同時提供予股東。此等通知及委託書用紙應於同日分發予所有股東。
- 20.10 股東會有選舉董事之議案者，委託書於股東會開會前應經公司之股務代理機構或其他股務代理機構予以統計驗證。其驗證內容如下：
- (a) 委託書是否為基於公司權限所印製；
 - (b) 委託人是否簽名或蓋章於委託書上；
 - (c) 委託書上是否填具徵求人或受託代理人（依其適用之情形）之姓名，且其姓名是否正確。
- 20.11 委託書、議事手冊或其他會議補充資料、徵求人徵求委託書之書面及廣告、委託書明細表、基於公司權限印發之委託書用紙及其他文件資料之應記載主要內容，不得有虛偽或欠缺之情事。

20.12 根據委託書條款所為之表決，除公司在委託書所適用之該股東會或股東會延會開始前二日前，於註冊處所收到書面通知外，其所代理之表決均屬有效。前揭通知應敘明撤銷委託之原因係因被代理人於出具委託書時不具行為能力或不具委託權力者或其他事由。

20.13 委託受託代理人之股東得於股東會後七日內應有權向公司或其股務代理機構請求查閱該委託書之使用情形。

20.14 公司於中華民國境外召開股東會時，應於中華民國境內委託專業股務代理機構，受理股東投票事宜。

21. 委託書徵求

除法令及章程另有規定外，委託書徵求之相關事宜，悉依照中華民國公開發行公司出席股東會使用委託書規則之規定辦理。

22. 異議股東股份收買請求權

22.1 在下列決議為股東會通過的情況下，於會議前或集會中已以書面或以口頭（並經記錄）通知公司其反對該項決議之意思表示，並投票反對或放棄表決權的股東（以下稱「異議股東」），可請求公司以當時公平價格收買其所有之股份。異議股東依前述規定所放棄表決權之股份數，不算入已出席股東之表決權數：

- (a) 公司締結，修改或終止有關出租公司全部營業，委託經營或與他人經常共同經營的契約；
- (b) 公司轉讓其全部或主要部分的營業或財產，但公司因解散所為的轉讓不在此限；
- (c) 公司受讓他人全部營業或財產，對公司營運產生重大影響者；
- (d) 公司營業之任一部分被分割（不包括簡易分割）；
- (e) 公司與另一公司進行合併（不包括簡易合併）；
- (f) 公司另一公司進行收購；或
- (g) 公司另一公司進行股份轉換（不包括簡易股份轉換）。

22.2 除公開發行公司法令及法令另有規定外，如在簡易合併、簡易分割或簡易股份轉換之情況，公司百分之九十以上已發行有表決權之股份被其他參與合併、分割或股份轉換之公司持有者，公司應於董事會決議合併、分割或股份轉換後，立即通知每位股東，並聲明股東得依公開發行公司法令於一定期限內提出書面異議，要求公司以當時公平價格收買其所有之股份。

- 22.3 在不違反法令之情形下，異議股東依前兩條所規定的請求，應在決議日起二十日內，提出記載請求買回之股份種類、數額及收買價格的書面請求於公司。在公司與提出請求的異議股東就該異議股東所持股份之收買價格（以下稱「**股份收買價格**」）達成協定的情況下，公司應在決議日起九十日內支付價款。未達成協議者，公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之異議股東；公司未支付者，視為同意異議股東請求收買之價格。在公司未能在決議日起六十日內與異議股東達成協定的情況下，公司應在該六十日期限之後的三十日內，以全體未達成協議之異議股東為相對人，聲請中華民國有管轄權的法院為股份收買價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。該法院所作出的裁定對於公司和提出請求的異議股東之間僅就有關股份收買價格之事項具有拘束力和終局性。
- 22.4 前述股份收買價款的支付應與股票的交付同時為之，且股份的移轉應於受讓人之姓名登錄於股東名冊時生效。

23. 法人股東

任何公司組織或其他非自然人為股東時，其得根據其組織文件，或如組織文件沒有相關規範時以董事會或其他有權機關之決議，授權其認為適當之人作為其在公司會議或任何類別股東會的代表，該被授權之人有權代表該法人股東行使與作為個人股東所得行使之權利相同的權利。

24. 無表決權股份

- 24.1 公司持有自己之股份者（包括透過從屬公司持有者）不得在任何股東會上直接或間接行使表決權，亦在任何時候不算入已發行股份之總數。
- 24.2 對於股東會討論之事項，有自身利害關係且其利益可能與公司之利益衝突的股東，就其所持有的股份，不得在股東會上就此議案加入表決，但為計算法定出席股份數門檻之目的，此等股份仍應計入出席該股東會股東所代表之股份數。前述股東亦不得代理其他股東行使表決權。
- 24.3 董事以其所持股份設定質權者，應將設定情事通知公司。董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。

25. 董事

- 25.1 公司董事會，設置董事人數（包括獨立董事）五人至十一人，每一董事任期三年，得連選連任。於符合相關法令要求（包括但不限於對上市櫃公司之要求）之前提下，公司得於前述董事人數範圍內隨時以董事會決議增加或減少董事的人數。

- 25.2 除經主管機關核准者外，董事間應有超過半數之席次，不得具有配偶關係或二親等以內之親屬關係。
- 25.3 公司召開股東會選任董事，當選人不符第 25.2 條之規定時，於符合第 25.2 條要求之範圍內，不符規定之董事中所得選票代表選舉權較低者，其當選應視同失效。已充任董事違反前述規定者，當然解任。
- 25.4 除公開發行公司法另有規定者外，應設置獨立董事人數不得少於三（3）人。就公開發行公司法要求之範圍內，獨立董事其中至少兩人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。
- 25.5 獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應依公開發行公司法之規定。
- 25.6 繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會為公司對董事提起訴訟，並得以有管轄權之法院為訴訟管轄法院。審計委員會就訴訟之提起應以合議方式為之，並由審計委員會選任代表單獨或共同提起訴訟。股東提出請求後三十日內，審計委員會不提起訴訟時，股東得為公司提起訴訟，並得以有管轄權之法院為訴訟管轄法院。

26. 董事會權力

- 26.1 於符合法令，章程大綱和章程以及依股東會普通決議、特別決議以及特別（重度）決議所作指示之情形下，公司業務應由可以行使公司全部權力的董事會管理之。如果在對章程大綱或章程進行變更或股東會作出前述任何指示前，董事會所為的行為是有效的，則對章程大綱或章程所為的變更及前述相關指示的作出，不得使董事會的該等先前行為無效。合法召集之董事會於符合法定出席人數時，得行使所有董事會得行使之權力。
- 26.2 所有支票、本票、匯票和其他可流通票據以及向公司支付款項的所有收據，應以董事會決議所決定之方式為簽名、簽發、承兌、背書或以董事會決議之其他方式簽署。
- 26.3 董事會得行使公司全部權力，而為公司進行借款、對公司之保證、財產和未催繳之股本設定抵押或收取全部或部分費用，或以直接購買或是作為公司或任何第三人債務、責任或義務的擔保之用而發行債券、信用債券、設定抵押、公司債券或其他相關證券。
- 26.4 公司得購買董事責任保險，且董事會應參考中華民國國內及海外同業水準決議該保險之相關條件。

- 26.5 董事應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，負損害賠償責任。公司得以股東會普通決議，將該違反義務行為之所得，當作該違反義務行為係為公司利益所為而視其為公司之所得。如董事對於公司業務之執行，因違反法令致公司受有損害時，該董事應對公司負賠償之責。以上義務，於經理人亦有適用。

27. 董事任命和免職

- 27.1 公司得於任何股東會以多數決，或低於多數時以最多票決，選任任何人為董事，此等投票應依下述第 27.2 條計票。公司得以特別（重度）決議解任任一董事。有代表公司已發行股份總數過半數之股東出席（親自出席或委託出席）者，應構成選舉一席或以上董事之股東會之法定出席股份數。
- 27.2 董事之選舉應依票選制度採行累積投票制，其程序由董事會通過且經股東會普通決議採行之，每一股東得行使之投票權數與其所持之股份乘上應選出董事人數之數目相同（以下稱「特別投票權」），任一股東行使之特別投票權總數得由該股東依其選票所指明集中選舉一名董事候選人，或分配選舉數董事候選人。無任一投票權限於特定種類、派別或部別，且任一股東均應得自由指定是否將其所有投票權集中於一名或任何數目之候選人而不受限制。由所得選票代表投票權較多之候選人，當選為董事。如選任超過一名以上之董事時，由所得選票代表投票權較其他候選人為多者，當選為董事。該累積投票制度的規則和程序，應隨時符合董事會所制定並經股東會普通決議通過的政策，該政策應符合章程大綱，章程和公開發行公司法令的規定。
- 27.3 董事會應採用符合公開發行公司法令之候選人提名制度。該候選人提名的規則和程序應符合董事會所擬訂並經股東會普通決議通過的政策，該政策應符合法令，章程大綱，章程和公開發行公司法令的規定。
- 27.4 法人為股東時，得由其代表人當選為董事。代表人有數人時，並得分別當選。

28. 董事職位之解任

- 28.1 本章程縱有相反之規定，公司得於董事任期未屆滿前改選全體董事，並按第 27.1 條規定選舉新任董事，且現任董事除通過改選之決議另有決議外，應視為於股東會改選全體董事時（在任期屆滿前）解任。
- 28.2 任一董事如果發生下列情事之一者，該董事應當然解任：
- (a) 其以書面通知公司辭任董事職位；
 - (b) 其死亡，破產或廣泛地與其債權人為協議或和解；
 - (c) 其被有管轄權法院或官員以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由而作出裁決，或依其所適用之法令其行為能力受限制；

- (d) 曾犯組織犯罪防制條例規定之罪，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年；
- (e) 其因刑事詐欺、背信或侵占罪，經宣告一年以上有期徒刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；
- (f) 曾犯貪污治罪條例所定之罪，經判決有罪確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；
- (g) 其使用票據經拒絕往來尚未期滿；
- (h) 受破產之宣告或經法院裁定開始清算程序，尚未復權；
- (i) 無行為能力或限制行為能力；
- (j) 受輔助宣告尚未撤銷；
- (k) 董事（不含獨立董事）在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時；
- (l) 經股東會特別（重度）決議解任其董事職務；或
- (m) 董事若在其執行職務期間所從事之行為對公司造成重大損害，或嚴重違反相關適用之法律及/或規章或章程大綱和章程，但未經公司依特別（重度）決議將其解任者，則持有已發行股份總數百分之三以上股份之股東有權自股東會決議之日起三十日內，以公司之費用，訴請有管轄權之法院解任該董事，而該董事應於該有管轄權法院為解任董事之終局判決時被解任之。為免疑義，倘一相關法院有管轄權而得於單一或一連串之訴訟程序中判決前開所有事由者，則為本條款之目的，終局判決應係指該有管轄權法院所為之終局判決。

如董事當選人有前項第(b)、(c)、(d)、(e)、(f)、(g)、(h)、(i)或(j)款情事之一者，該董事當選人應被取消董事當選人之資格。董事（不含獨立董事）當選人於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力。

29. 董事會事項

- 29.1 董事會得訂定董事會進行會議所需之最低法定出席人數，除董事會另有訂定外，法定出席人數應為超過經選任之董事總席次的一半。董事因故解任，致不足五人者，公司應於最近一次股東會補選之。如公司董事會缺額席次達經選任之董事總席次三分之一時，董事會應於六十日內召開股東會補選董事以填補缺額。

- 29.2 除公開發行公司法令另有規定外，獨立董事因故解任，致人數不足三人時，公司應於最近一次股東會補選之。除公開發行公司法令另有規定外，所有獨立董事均解任時，董事會應於六十日內，召開股東臨時會補選獨立董事以填補缺額。
- 29.3 於符合章程規定之情形下，董事會得以其認為適當的方式規範其程序。任何提議應經由多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。
- 29.4 出席董事會人員得透過視訊會議方式出席董事會或董事委員會。以該方式參加會議者，視為親自出席。本公司董事會或董事委員會召開之地點與時間，應於本公司所在地及辦公時間或便於董事出席且適合董事會或董事委員會召開之地點及時間為之。
- 29.5 任一董事或經任一董事授權之本公司高級職員者得召集董事會，並應至少於七日前以書面通知（得傳真或電子郵件通知）每一董事，該通知並應載明討論事項之概述。但有緊急情事時，得於依據公開發行公司法令發出召集通知後隨時召集之。
- 29.6 續任董事得履行董事職務不受部分董事因解任而職位空缺之影響，惟如續任董事之人數低於章程所規定的必要董事人數時，續任董事僅得召集股東會，不得從事其他行為。
- 29.7 董事會應依其決議訂定董事會之議事規則，並將該議事規則提報於股東會，且該議事規則應符合章程及公開發行公司法令之規定。
- 29.8 對於任何董事會或董事委員會所做成的行為，即便其後發現董事選舉程序有瑕疵，或相關董事或部分董事不具備董事資格，該行為仍與經正當程序選任之董事或董事具備董事資格的情況下所作出的行為具有同等效力。
- 29.9 董事得以書面委託代理人代理出席董事會。代理人應計入法定出席人數，代理人在任何情況下所進行的投票應視為原委託董事的投票。

30. 董事利益

- 30.1 董事在其任董事期間，可同時擔任本公司任何其他帶薪職位，其期間、條件及報酬等董事會得決定之。
- 30.2 董事之報酬僅得以現金給付。該報酬之金額應由董事會決定且應參酌董事對公司經營之服務範圍與價值及中華民國國內及海外之同業給付水準。
- 30.3 除法令或公開發行公司法令另有禁止外，董事得以個人或其公司的身份在專業範圍內代表本公司，該董事個人或其公司有權就其提供之專業服務收取相當於如其非為董事情況下的同等報酬。
- 30.4 董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上取得特別（重度）決議許可。

如果董事違反本條規定，為自己或他人為該行為時，股東得以普通決議，要求董事交出自該行為所獲得的任何和所有收益，但自相關所得發生後逾一年者，不在此限。

- 30.5 董事對董事會議事項有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就會議之事項有利害關係者，視為董事就該事項有自身利害關係；如董事對於會議之事項有自身利害關係致有害於公司利益之虞者，不得行使表決權或代理其他董事行使表決權，根據上述規定不得行使表決權或代理行使表決權的董事，其表決權不應計入已出席董事會會議董事的表決權數。公司於進行併購時，公司董事就併購交易有自身利害關係時，應向董事會及股東會說明其自身利害關係之重要內容及贊成或反對併購決議之理由，公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對併購決議之理由，其內容得置於中華民國證券主管機關或公司指定之網站，並應將其網址載明於通知中。

31. 議事錄

董事會應將有關董事會對高級職員的所有任命、公司會議事項、任何種類股份持有股東之股東會、董事會及董事委員會，包括每一會議出席董事的姓名等事項，集結成議事錄並整理成冊。

32. 董事會權力之委託

- 32.1 董事會得於遵守公開發行公司法令之情形下，將其任何權力委託給由一位或多位董事所組成的委員會行使。如果認為需要常務董事或擔任其他行政職位的董事行使相關權力，亦得委託常務董事或擔任其他行政職位的董事行使之，但倘若受委託之常務董事中止董事一職，對常務董事的委託應撤回。任何此種委託得受董事會所訂定之條件約束，附屬於或獨立於董事會之權力，並得撤回和變更。於章程中規範董事會事項的內容有所調整時，前述董事委員會亦應受章程中規範董事會事項之規範（如得適用時）。
- 32.2 董事會得設立委員會，並得任命任何人為經理或管理公司事務之代理人，並得指定任何人作為委員會的成員。任何此種指定應受董事會所訂定之條件約束，附屬於或獨立於董事會之權力，並得撤回和變更。於章程中規範董事會事項的內容有所調整時，前述相關委員會亦應受其規範（如得適用時）。
- 32.3 董事可以根據董事會訂定之條件，以委託書授權或以其他方式指定公司代理人，但該委託不得排除董事自身權力，且該委託得於任何時候由董事撤回。
- 32.4 董事會可經由授權委託書或以其他方式指定任何公司，事務所、個人或主體（無論由董事會直接提名或間接提名）作為公司之代理人或有權簽署人，在董事會認為適當的條件與期間下，擁有相關權力、授權及裁量權（惟不得超過根據本章程董事會所擁有或得以行使的權力）。任何授權和其他委託，可包含董事會認為適當，

有關保護進行委託或授權簽署事項人員和為其提供方便的規定。董事亦得授權相關代理人或授權簽署人將其所擁有的權力、授權及裁量權再為委託。

- 32.5 在不違反喪失資格和解任的相關規定下，董事會應選舉董事長，且得以其認為適當的條件和薪酬指定其認為必要的其他高級職員，履行其認為適當的義務，除非其任命條件另有說明，否則得透過董事會決議解雇該高級職員。
- 32.6 不管本條（第 32 條）是否有任何相反之規定，除公開發行公司法令另有規定外，董事會應設立由全體獨立董事組成的審計委員會，其中一人為召集人，且在公開發行公司法令要求之範圍內，至少有一人需具有會計或財務專長。審計委員會決議應經該委員會半數或超過半數成員同意。審計委員會規則和程序應符合隨時經審計委員會成員提案並經董事會通過的政策，相關政策應符合法令、章程大綱、章程及公開發行公司法令之規定與金管會或櫃買中心（或證交所，依其所適用之情形）之指示或要求（如有）。此外，董事會應依其決議訂定審計委員會組織規程，且該規程應符合章程及公開發行公司法令之規定。
- 32.7 任何下列公司事項應經審計委員會半數或超過半數成員同意，並提交董事會進行決議：
- (a) 訂定或修正公司內部控制制度；
 - (b) 內部控制制度有效性之考核。
 - (c) 訂定或修正重大財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
 - (d) 涉及董事自身利害關係之事項；
 - (e) 重大之資產或衍生性商品交易；
 - (f) 重大之資金貸與、背書或提供保證；
 - (g) 募集、發行或私募具有股權性質之有價證券；
 - (h) 簽證會計師之委任、解任或報酬；
 - (i) 財務、會計或內部稽核主管之任免；
 - (j) 年度及半年度財務報告；
 - (k) 公司隨時認定或監督公司之任一主管機關所要求的任何其他事項。

前項第(a)款至第(k)款規定的任何事項，除第(j)款以外，如未經審計委員會成員半數或超過半數同意者，得僅由全體董事三分之二或以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。

- 32.8 公司於召開董事會決議併購事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。惟依法令無須召開股東會決議併購事項者，得不提報股東會。審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審議結果及獨立專家意見，應於發送股東會召集通知時，一併發送股東。若依法令併購免經股東會決議者，應於最近一次股東會就併購事項提出報告
- 32.9 前條應發送股東之文件，經公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。
- 32.10 董事會應依照公開發行公司法令設立薪資報酬委員會。薪資報酬委員會委員之人數、專業資格、持股與兼職限制、獨立性之認定，應依公開發行公司法令之規定，席次不低於三席，並由其中一人擔任薪資報酬委員會主席。薪資報酬委員會規則和程序應符合經薪資報酬委員會成員提案並經董事會通過的政策，相關政策應符合法令、章程大綱、章程及公開發行公司法令之規定，及金管會或櫃買中心（或證交所，依其所適用之情形）之指示及要求。董事會應依其決議訂定薪資報酬委員會組織規程，且該規程應符合章程及公開發行公司法令之規定。
- 32.11 前條薪資報酬應包括董事及經理人之報酬、薪資、股票選擇權與其他獎勵性給付。除公開發行公司法令有明文規定外，本條所述之經理人係指副總經理級以上具有決策權之主管級經理。

33. 印章

- 33.1 如經董事會決定，則公司得有一印章。該印章僅能依董事會或董事會授權之董事委員會之授權使用之。印章之使用應依董事會制訂之印章使用規則（董事會得隨時修改之）為之。
- 33.2 公司得在開曼群島境外的任何地方持有複製的印章以供使用，每一複製印章均應是公司印章的精確複製品，並由董事會指定之人保管，且若經董事會決定，得在複製印章的表面加上其使用所處地點的名稱。
- 33.3 董事會授權之人得在要求其須以印章進行驗證的文件上，或在提交開曼群島或其他地方公司登記機關的任何公司文件上，將印章加蓋於其簽名之上。

34. 股利、利益分派和公積

- 34.1 本公司年度如有獲利，應以當年度獲利 1% 分派員工酬勞及應以當年度獲利不超過 3% 分派董事酬勞。但本公司尚有累積虧損時，應預先保留彌補數額。員工酬

勞得以股票或現金為之，且得按照第 11.1 條規定同意之員工激勵計畫配發。員工酬勞發給之對象，得包括符合一定條件之從屬公司員工。員工酬勞及董事酬勞之分派應由董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之，並報告股東會。董事兼任公司及/或其從屬公司之執行主管者得同時受領其擔任董事之酬勞及擔任員工之酬勞。

- 34.2 本公司得依董事會擬訂並經股東會以普通決議通過之利潤分配計畫分配利潤。董事會應以下述方式擬訂該利潤分配計畫：本公司應就年度淨利先彌補歷年虧損，並提撥剩餘利潤之 10% 作為特別盈餘公積，直至累積特別盈餘公積相當於本公司之資本總額。任何所餘利潤得依開曼公司法及公開發行公司法令，在考量財務、業務及經營因素後，不低於當年度稅後盈餘之 10% 作為股利（包括現金或股票）或紅利進行分配，惟相關現金股利部分不得低於該年度擬分配利潤之 10%。
- 34.3 在不違反法令和本條規定的情形下，董事會可公告已發行股份的股利和盈餘分派，並授權使用公司合法獲得的資金支付股利或盈餘分派。除以公司已實現或未實現盈餘、股份溢價帳戶或經法令允許的其他款項支付股利或為盈餘分派外，不得支付股利或為分派。
- 34.4 除股份所附權利另有規定者外，應根據股東持有股份之比例分派支付所有股利。如果股份發行的條件是從某一特定日期開始計算股利，則該股份之股利應依此計算。
- 34.5 股東如有因任何原因應向公司支付任何款項，董事會得從應支付予股東的股利或盈餘分派中扣除。
- 34.6 董事會於經股東會之普通決議通過後得宣佈全部或部分股利以外之分派以特定資產為之（尤其是其他公司之股份、債券或證券），或以其中一種或多種方式支付，在此種分配發生困難時，董事會得以其認為便利的方式解決，並確定就特定資產分配之價值或其一部之價值，且得決定於所確定價值的基礎上向股東支付現金以調整所有股東的權利，並且如果董事會認為方便，可就特定資產設立信託。
- 34.7 任何股利，分派，利息或與股份有關的其他現金支付款項得以匯款轉帳給股份持有者，或以支票或認股權憑證直接郵寄到股份持有者的登記地址。每一支票或認股權憑證應憑收件人的指示支付。
- 34.8 任何股利或分派不得向公司要求加計利息。
- 34.9 不能支付給股東的股利及/或在股利公告日起六個月之後仍無人主張的股利，可根據董事會的決定，支付到以公司名義開立的獨立帳戶，但該公司不得成為該帳戶的受託人，且該股利仍然為應支付給股東的債務。如於股利公告日起六年之後仍無人請求的股利將被認定為股東已拋棄其可請求之權利，該股利並轉歸公司所有。

- 34.10 在不違反法令的情形下，董事會得以三分之二以上董事之出席，及出席董事過半數之決議，將分派股息及紅利、法定盈餘公積及/或因發行股票溢價或受領贈與所得之資本公積之全部或一部，以發放現金之方式分配與原股東，並報告股東會。

35. 資本化

在不違反第 14.2(d)條規定的情形下，董事會可將列入公司準備金帳戶（包括股份溢價帳戶和資本贖回準備金）的任何餘額，或列入損益帳戶的任何餘額，或其他可供分配的款項予以資本化，並依據如以股利分配盈餘時之比例分配此等金額予股東。並代表股東將此等金額用以繳足供分配之未發行股份股款，記為付清股款之股份並依前述比例分配予股東。在這種情況下，董事會應為使該資本化生效所需之全部行為及事項，董事會並有全權制訂其認為適當的規範，使股份將不會以小於最小單位的方式分配（包括規定該等股份應分配之權利應歸公司所有而非該股東所有）。董事會可授權任何人代表所有就此具利益關係之股東與公司訂立契約，規定此等資本化事項以及其相關事項。任何於此授權下所簽訂之契約均為有效且對所有相關之人具有拘束力。

36. 公開收購

董事會於公司或公司依公開發行公司法令指派之訴訟及非訟代理人接獲公開收購申報書副本、公開收購說明書及相關書件後，應按公開發行公司法令規定辦理。

37. 會計帳簿

- 37.1 董事會應在適當會計帳簿上記錄與公司所有收受和支出相關的款項、收受或支出款項發生的相關事宜、公司所有的物品銷售和購買，以及公司的資產和責任。如會計帳簿不能反映公司事務的真實和公正情況並解釋其交易，則不能視為公司擁有適當的帳簿。
- 37.2 董事會應決定公司會計帳簿或其中一部分是否公開供非董事之股東檢查，以及在什麼範圍內，什麼時間和地點，根據什麼條件或規定進行檢查。除非經法令授權、董事會授權或公司股東會同意者外，非董事之股東沒有權利檢查公司任何會計帳簿或文件。
- 37.3 董事會得依法令之要求備置損益表、資產負債表、合併報表（如有）以及其他報告和帳簿於股東會。
- 37.4 所有董事會會議、董事委員會會議和股東會之議事錄和書面記錄應以中文為之，並附英文翻譯。在中文版本與其英文翻譯有不一致的情形，應以中文版本為準。但於決議須向開曼群島公司登記處申請登記之情形，應以英文版本為準。

- 37.5 委託書及依章程與相關規定製作之文件、表冊、媒體資料，應保存至少 1 年。但與股東提起訴訟相關之委託書、文件、表冊及/或媒體資料，如訴訟超過 1 年時，應保存至訴訟終結為止。

38. 通知

- 38.1 通知應以書面為之，且得由公司交給股東個人，或透過快遞、郵寄、越洋電報、電傳或電子郵件發送給股東，或發送到股東名冊中所顯示的位址（或者在透過電子郵件發送通知時，將通知發送至股東所提供的電子郵件位址）。如果通知是從一個國家郵寄到另一個國家，應以航空信寄出。
- 38.2 當透過快遞發出通知時，將通知提交快遞公司之日，應視為通知寄送生效日，並且通知提交快遞後的第三日（不包括週六、週日或國定假日），應視為收到通知之日。當通知透過郵寄發出時，適當填寫地址、預先支付款項以及郵寄包含通知之信件之日，應視為通知寄送生效日，並且於通知寄出後的第五日（不包括週六、週日或國定假期），應視為收到通知的日期。當通知透過越洋電報或電傳發出通知時，適當填寫地址並發出通知之日，應視為通知寄送生效日，其傳輸當日應視為通知收到日期。當通知透過電子郵件發出時，將電子郵件傳送到指定接受者所提供的電子郵件位址之日，應視為通知寄送生效日，電子郵件發送當日應視為收到通知的日期，無須接受者確認收到電子郵件。
- 38.3 公司得以與發送本章程所要求其他通知相同的方式，向因股東死亡或破產而被公司認為有權享有股份權利之人發送通知，並以其姓名、死者的代理人名稱、破產管理人或主張權利之人提供之地址中所為類似之描述為收件人，或者公司可以選擇以如同未發生死亡或破產情事下相同之方式發送通知。
- 38.4 每一股東會的通知應以上述方式，向在認定基準日於股東名冊被記載為股東之人為之，或於股份因股東死亡或破產而移交給法定代理人或破產管理人時，向法定代理人或破產管理人為之，其他人無權接受股東會通知。

39. 清算

- 39.1 如果公司進入清算之程序，且可供股東分配的財產不足以清償全部股份資本，該財產應予以分配，以使股東得依其所持股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股份資本，得於扣除有關到期款項或其他款項後，將超過之部分依清算開始時股東所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。
- 39.2 如果公司應清算，經公司特別決議同意且取得任何法令所要求的其他許可並且符合公開發行公司法令的情況下，清算人得依其所持股份比例將公司全部或部分之財產（無論其是否為性質相同之財產）分配予股東，並可為該目的，對任何財產進行估價並決定如何在股東或不同類別股東之間進行分配。經同前述之決議同意

及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。

40. 財務年度

除董事會另有規定，公司財務年度應於每年 12 月 31 日結束，並於公司設立當年度起，於每年 1 月 1 日開始。

41. 訴訟及非訴訟之代理人

在不違反法令之情形下，公司應以董事會決議在中華民國境內指定在中華民國境內有住所或居所之自然人為其依公開發行公司法令之訴訟及非訴訟之代理人，並以之為公開發行公司法令在中華民國境內之負責人。公司應將該指定及其變更依據公開發行公司法令向中華民國主管機關申報。

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**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

COWEALTH MEDICAL HOLDING CO., LTD.

- Incorporated November 4, 2005 -

(as adopted by a Special Resolution dated as of May 20, 2025)

**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
COWEALTH MEDICAL HOLDING CO., LTD.**

(as adopted by a Special Resolution dated as of May 20, 2025)

- 1 The name of the Company is Cowealth Medical Holding Co., Ltd.
- 2 The registered office of the Company will be situate at the offices of Gold-In (Cayman) Co., Ltd., whose physical address is Suite 102, Cannon Place, North Sound Rd., George Town, Grand Cayman, Cayman Islands with postal address P.O. Box 712, Grand Cayman, KY1-9006, Cayman Islands, or at such other place as the Directors may determine.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (As Revised) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is New Taiwan Dollars 1,575,000,000.00 divided into 157,500,000 shares of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Act (As Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
COWEALTH MEDICAL HOLDING CO., LTD.
(as adopted by a Special Resolution dated as of May 20, 2025)**

2 Interpretation

- 2.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:

“Acquisition”	means a transaction of acquiring shares, business or assets of another company and the consideration for the transaction being the shares, cash or other assets, as defined in the R.O.C. Enterprise Mergers and Acquisitions Law.
“Applicable Public Company Rules”	means the R.O.C. laws, rules and regulations affecting public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the Financial Supervisory Commission (“FSC”), the rules and regulations promulgated by the GreTai Securities Market of Taiwan (“GTSM”) (or, if applicable, the Taiwan Stock Exchange (“TSE”)) and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.
“Annual Net Income”	means the audited annual net profit of the Company in respect of the applicable year.
"Articles"	means these articles of association of the Company.
"Capital Reserve"	means the income derived from the issuance of new shares at a premium, or from endowments received by the company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)).
"Dividend"	includes an interim dividend.
"Electronic Record"	has the same meaning as in the Electronic Transactions

	Act.
"Electronic Transactions Act"	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of Applicable Public Company Rules which are in force from time to time.
"Legal Reserve"	means after the company has covered its losses and all taxes have been paid and at the time of distributing surplus profits, a certain percent of such profits that the Company shall first be set aside as Legal Reserve in accordance with the Applicable Public Company Rules. However when the accumulated Legal Reserve has reached the total paid-in capital of the Company, this requirement shall not apply.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"M&A"	means Merger, Acquisition and Spin-off.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Short-form Merger"	means (i) a Merger in which one of the merging companies holds issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company, or (ii) that subsidiaries of the same parent company holding 90% or more of the issued and outstanding shares of such respective subsidiaries merge with one another.
"Non TWSE-Listed or TPEx-Listed Company"	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further

	securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Share Exchange"	means an act whereby the shareholders of a company transfer all of the company's issued shares to another company, such company issue its shares or pays cash or transfers other property to the shareholders of the first company as consideration for the transfer in accordance with the Applicable Public Company Rules.
"Short-form Share Exchange"	means a parent company acquires, by way of a Share Exchange, its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
"Spin-off"	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or

	to shareholders of the transferor company.
"Short-form Spin-off"	means a parent company effects a Spin-off with its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company, and whereby the parent company is the transferee company assuming the business and the subsidiary company is the divided company acquiring the total amount of consideration for the business transferred.
"Statute"	means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.
"Subsidiary" and "Subsidiaries"	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company or (iii) a company of which the management of the personnel, financial, or business operation has been directly or indirectly controlled by the Company.
"Supermajority Resolution"	means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.
"TDCC"	means the Taiwan Depository & Clearing Corporation.
"Treasury Shares"	means a Share held in the name of the Company as a treasury share in accordance with the Statute.
"Video Communication Facilities"	means video, video-conferencing, internet or online conferencing applications and/or any other video-communication, internet or online conferencing application or video telecommunications facilities by means of which all persons participating in a meeting are capable of hearing and be heard by each other.

“Virtual Meeting”

means any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Video Communication Facilities.

2.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;
- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.

3 Commencement of Business

- 3.1 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit. The Company shall operate its business in compliance with the Applicable Public Company Rules and business ethics, and may perform actions that promote the public interest to fulfil the social responsibility of the Company in accordance with the Applicable Public Company Rules and business ethics.
- 3.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

4 Issue of Shares

- 4.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.

- 4.2 The Company shall not issue Shares to bearer.
- 4.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.
- 4.4 The Company shall issue shares with a nominal or par value and shall not convert shares with a nominal or par value into shares without nominal or par value.

5 Register of Members

- 5.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 5.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.
- 5.3 For so long as any Shares are listed on the GTSM (or TSE, as applicable), title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the GTSM (or TSE, as applicable) that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the GTSM (or TSE, as applicable) that are or shall be applicable to such listed Shares.

6 Closing Register of Members or Fixing Record Date

- 6.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time, as prescribed by the Applicable Public Company Rules.
- 6.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 6.2, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 6.3 The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

7 Share Certificates

- 7.1 Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. A Member shall only be entitled to a Share Certificate if the Directors resolve that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Directors may determine. Share Certificates

shall be signed by one or more Directors authorised by the Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.

- 7.2 In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.
- 7.3 No Shares may be registered in the name of more than one Member.
- 7.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

8 Preferred Shares

- 8.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.
- 8.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:
- (a) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
 - (b) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
 - (d) Other matters concerning rights and obligations incidental to Preferred Shares; and
 - (e) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

9 Issuance of New Shares

- 9.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- 9.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to

purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

- 9.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or GTSM (or TSE, as applicable), for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.
- 9.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 9.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; or (f) in connection with the issue of Restricted Shares in accordance with Article 8.7.
- 9.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 9.7 The Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and issue conditions shall comply with the Applicable Public Company Rules.
- 9.8 Subject to the provisions of the Statute, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, *inter alias*, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

- 9.9 When issuing new Shares, the Company shall immediately request each of the subscribers for the consideration of the subscription. Where Shares are issued at the price higher than par value, the premium and the par value shall be collected at the same time for subscribing the Shares. Where subscriber delays payable payment for subscribing the Shares, the Company shall designate a cure period of not less than one month by serve a notice on him/her requiring such payment. The Company shall also declare in the notice that in case of default of payment within the said cure period, the right to subscribe new Shares shall be forfeited.
- 9.10 After the Company has made such request pursuant to the preceding Article, the subscribers who fail to settle the outstanding payment accordingly shall forfeit their rights to subscribe the Shares and the Shares subscribed by them in the first place shall be otherwise offered by the Company.

10 Transfer of Shares

- 10.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable.
- 10.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.
- 10.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 10.4 Notwithstanding Article 9.2 above, transfers of Shares which are listed on the GTSM (or TSE, as applicable), may be effected by any method of transferring or dealing in securities permitted by GTSM (or TSE, as applicable), which is in accordance with the Applicable Public Companies Rules as appropriate and which have been approved by the Board for such purpose.

11 Repurchase of Shares

- 11.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares listed on the GTSM (or TSE, as applicable) on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the GTSM (or TSE, as applicable) pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.
- 11.2 The board of Directors may, prior to the purchase or redemption of any Share under Article 10.1, determine that such Share shall be held as Treasury Share.
- 11.3 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Directors may determine to cancel a Treasury Share or transfer a treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration).
- 11.4 Notwithstanding Article 10.3, if the Company repurchases any Shares traded on the GTSM (or the TSE, as applicable) and hold such Shares as Treasury Shares (the "**Repurchased Treasury Shares**"), any proposal to transfer the Repurchased Treasury Shares to any employees of the Company by the Company at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") shall require the approval of a resolution passed by two-thirds or more of the Members present at the next general meeting who

hold a majority of the total number of the Company's outstanding shares as at the date of such general meeting, and shall not be brought up as an ad hoc motion.

- 11.5 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 shall not exceed 5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.
- 11.6 Notwithstanding anything to the contrary contained in Article 10.1 to 10.5, and subject to the Statute and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares by the Company for cancellation, provided that such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an ROC certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets.

12 Employee Incentive Programme

- 12.1 The Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 12.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.
- 12.3 The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 12.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under this Article 12, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

13 Variation of Rights of Shares

- 13.1 If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a

Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares.

- 13.2 The provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.
- 13.3 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

14 Transmission of Shares

- 14.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.
- 14.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

15 Amendments of Memorandum and Articles of Association and Alteration of Capital

- 15.1 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:
- (a) change its name;
 - (b) alter or add to these Articles;
 - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
 - (d) reduce its share capital and any capital redemption reserve fund; and
 - (e) increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change.
- 15.2 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:
- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
 - (b) discharge or remove any Director;
 - (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;

- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 36 hereof;
- (e) effect any Merger (other than a Short-form Merger), Spin-off (other than a Short-form Spin-off) or Private Placement, provided that any Merger which falls within the definition of “merger and/or consolidation” under the Statute shall also be subject to the requirements of the Statute;
- (f) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (g) Share Exchange;
- (h) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (i) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.

15.3 Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass

- (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 15.3(a) above.

15.4 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by a majority of not less than two-thirds of the total number of votes represented by the issued shares of the Company:

- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TPEx, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEx-Listed Company;
- (b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TPEx, and the assigned company is a Non TWSE-Listed or TPEx-Listed Company;
- (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Exchange, which results in a delisting of the Shares on the TPEx, and the acquirer is a Non TWSE-Listed or TPEx-Listed Company; or
- (d) carry out a Spin-off, which results in a delisting of the Shares on the TPEx, and the surviving or newly incorporated spun-off company is a Non TWSE-Listed or TPEx-Listed Company.

16 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the Directors change the location of its Registered Office.

17 General Meetings

- 17.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 17.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.
- 17.3 The Company shall hold an annual general meeting every year.
- 17.4 The general meetings shall be held at such time and place as the Directors shall appoint, or by Virtual Meeting or in any manner prescribed by the Applicable Public Company Rules, provided that unless otherwise provided by the Statute or this Article 17.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members). Where a general meeting is held through Virtual Meeting, it shall be convened in accordance with the regulations of the Applicable Public Company Rules, and the Members participating in such meeting by video shall be deemed to have attended such meeting by himself/herself/itself.
- 17.5 The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.
- 17.6 A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 17.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 17.8 If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.
- 17.9 Member(s) holding more than 50% of the total issued and outstanding Shares for at least three consecutive months may themselves convene an extraordinary general meeting. The calculation of the holding period of Shares and the number of Shares held by a Member shall be determined based on the starting date of the book closed period of the Register of Members.

18 Notice of General Meetings

- 18.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, the manner in which the meeting shall be held, the general nature of the business and other relevant matters, and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles

regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.

- 18.2 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 18.3 The Company shall, thirty days prior to any annual general meeting, and fifteen days prior to any extraordinary general meeting, transform the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors into electronic format and transmitted such to the Market Observation Post System. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member.
- 18.4 The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by the Applicable Public Company Rules. If the Company has more than NT\$2 billion dollars paid-in capital on the end of the most recent accounting period, or the shareholding percentages of the foreign investors and the People's Republic of China investors has exceeded 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the above electronic files thirty days prior to any annual general meeting.
- 18.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, (c) reduction of capital, (d) application to cease public offering, and (e) (i) dissolution, Merger (other than a Short-form Merger), Share Exchange (other than a Short-form Share Exchange), or Spin-off (other than a Short-form Spin-off), (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (f) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (g) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, (h) capitalization of the whole or a part of Legal Reserve and capital reserve derived from issuance of new shares at a premium or from gifts received by the Company, and (i) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the material content may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice.
- 18.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. If a general meeting is called by the board of Directors or any authorized person(s) other than the board of Directors, the person(s) who has called the meeting may request the Company.
- 18.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable)

and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

19 Proceedings at General Meetings

- 19.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 19.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.
- 19.3 Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 19.4 If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 19.5 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 19.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 19.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.

- 19.8 Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 19.9 Member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company proposal(s) for discussion at an annual general meeting in writing or by means of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Other than any of the following situation occurs, proposals proposed by Member(s) shall be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal (d) such proposal contains more than 300 words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. If the proposal(s) proposed by Member(s) is intended to improve the public interest or fulfil its social responsibilities of the Company, the board of Director may include such proposal(s) in the agenda in accordance with the Applicable Public Company Rules.

20 Votes of Members

- 20.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 20.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 20.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.
- 20.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 20.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that, if a Member holds Shares on behalf of others, such Member may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways pursuant to the Applicable Public Company Rules.
- 20.6 When convening a general meeting, the Company shall permit the Members to exercise their voting power by way of an electronic transmission as one of the methods of exercising voting power. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a

Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

- 20.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.
- 20.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

21 Proxies

- 21.1 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 21.2 Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 21.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 21.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

- 21.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6 or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 21.6 The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 21.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 21.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting. In case that there are duplicate instruments of proxy received by the Company, the first to be received by the Company shall prevail unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later received instrument of proxy.
- 21.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 21.10 In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 21.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.

- 21.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office at least two days prior to the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 21.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.
- 21.14 If a general meeting is to be held outside of R.O.C., the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

22 Proxy Solicitation

Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

23 Dissenting Member's Appraisal Right

- 23.1 In the event any of the following resolutions is adopted at general meetings, any Member (the "**Dissenting Member**") who has notified the Company in writing or verbally (with a record) of his objection to such a resolution prior to or during the meeting and has voted against or abstained from voting, may request the Company to buy back all of his/her Shares at the then prevailing fair price. The shares that have been abstained from voting by the Dissenting Member in accordance with the foregoing shall not be counted in the number of votes casted by the Member at a general meeting:
- (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
 - (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
 - (c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations;
 - (d) Any part of the Company's business is Spin-Off (other than a Short-form Spin-off);
 - (e) The Company is involved in any Merger (other than a Short-form Merger) with any other company;
 - (f) The Company is involved in any Acquisition with any other company; or
 - (g) The Company is involved in any Share Exchange (other than a Short-form Share Exchange) with any other company.
- 23.2 Unless otherwise provided by the Applicable Public Company Rules and the Statute, in the event of a Short-form Merger, a Short-form Spin-off, or a Short-form Share Exchange where at least 90% of the voting power of the outstanding shares of the Company are held by the other company participating in such Merger, Spin-off or Share Exchange, the Company shall deliver a notice to

each Member immediately after the resolution of board of directors approving such Short-form Merger, Short-form Spin-off or Short-form Share Exchange and such notice shall state that any Member who expressed his objection against the Short-form Merger, Short-form Spin-off or Short-form Share Exchange within the specified period pursuant to the Applicable Public Company Rules may submit a written objection requesting the Company to repurchase all of his Shares at the then prevailing fair value of such Shares.

- 23.3 Subject to the Statute, the request by a Dissenting Member prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types, numbers and the price of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the Dissenting Member in regard to the Shares of such Dissenting Member (the “**Appraisal Price**”), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event that no agreement is reached, the Company shall pay the fair price it has recognized to the Dissenting Member who asks for a higher price within ninety days since the resolution was made. If the company fails to pay, the company shall be considered to be agreeable to the price requested by the Dissenting Member. In the event the Company fails to reach such agreement with the Dissenting Member within sixty days after the resolution date, the Company shall, within thirty days after such sixty-day period, file a petition to any competent court of the R.O.C. against all the Dissenting Members as the opposing party for a ruling on the Appraisal Price, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and requested Dissenting Member solely with respect to the Appraisal Price.
- 23.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee’s name is entered on the Register of Members.

24 Corporate Members

Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member.

25 Shares that May Not be Voted

- 25.1 Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 25.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member’s Shares in regard to such motion but such Shares may be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 25.3 If any Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the

Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

26 Directors

- 26.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than eleven (11) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by the resolution of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.
- 26.2 Unless otherwise approved by competent authorities, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 26.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 26.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 26.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.
- 26.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least two (2) of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.
- 26.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 26.6 Any Member(s) holding 1% or more of the Company's issued capital for at least six consecutive months may in writing request the audit committee to bring action against the Directors in a court of competent jurisdiction. The audit committee shall resolve whether to initiate the action and shall appoint one or more of its members as the representative(s), acting individually or jointly, for this action. If the audit committee fails to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.

27 Powers of Directors

- 27.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 27.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall determine by resolution.

- 27.3 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 27.4 The Company may purchase liability insurance for Directors and the Directors shall determine terms of such insurance by resolution, taking into account the standards of the industry within the R.O.C. and overseas.
- 27.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The duties of the Directors shall also apply to the managers of the Company.

28 Appointment and Removal of Directors

- 28.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 28.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 28.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("**Special Ballot Votes**"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.
- 28.3 The Directors shall adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 28.4 If a Member is a corporation, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representative of such Member may be nominated for election at a general meeting.

29 Vacation of Office of Director

- 28.1 The Company may from time to time remove all Directors from office before the expiration of his term of office notwithstanding anything in

the Articles to the contrary and may elect new Directors to fill such vacancies in accordance with Article 27.1 and unless a resolution of a meeting of Members provide otherwise, the existing Directors' office shall be deemed discharged upon such election of new Directors prior to the expiration of such Directors' applicable term of office.

28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:

- (a) he gives notice in writing to the Company that he resigns the office of Director;
- (b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
- (d) he commits an offence as specified in the Statute for Prevention of Organizational Crimes of the R.O.C. and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of the sentence, the expiration of probation period, or the pardon of such punishment is less than five years; or
- (e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
- (f) he commits a offence as specified in the Anti-Corruption Act of the R.O.C. and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
- (g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;
- (h) he is declared bankrupt or is subject to liquidation procedure adjudicated by a court, and his/her/its rights have not been resumed yet;
- (i) he has limited legal capacity or is legally incompetent;
- (j) he is subject to the commencement of assistance by a court and a court order has not yet been revoked;
- (k) he, within his term of office of three (3) years as a Director (excluding Independent Directors), transfer to any person more than half of the Shares that he held at the time of his appointment;
- (l) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or

(m) in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f), (g), (h), (i) or (j) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. In the event that any Director (excluding Independent Directors) appointed hereunder (i), before taking his office, transfers to any person more than half of the Shares that he held at the time when he was elected as a Director, or (ii) transfers to any person more than half of the Shares that he held during the book closed period of a general meeting of the Company, the appointment of such Director shall become null and void.

30 Proceedings of Directors

- 30.1 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.
- 30.2 Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 30.3 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 30.4 A person may participate in a meeting of the Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 30.5 A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 30.6 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.

- 30.7 The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 30.8 All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.
- 30.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

31 Directors' Interests

- 31.1 A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
- 31.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas.
- 31.3 Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 31.4 A Director who engages in conduct, either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 31.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose the material information of such Director's interest at the meeting; provided that in the event a Director's spouse or any relatives within the second degree of kinship with a Director, or company(s) which has controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. If the interest of such Director conflicts with or impairs the interest of the Company, such Director shall not be entitled to vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where proposals are under consideration concerning a proposed merger and acquisition by the Company, a Director who has a personal interest in the proposed transaction shall disclose at the meeting of the board of Directors and the general meeting, the nature of such Director's personal interest and the reason(s) that such Director votes for or against the proposed resolution. The Company shall expressly set out the material information of a Director's personal interest and the reason(s) that such Director votes for or against the relevant resolution in the notice of the general meeting; the information thereof may be placed on the website designated by the R.O.C. competent authorities for securities or by the Company, and such website address shall be indicated in the notice.

32 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

33 Delegation of Directors' Powers

- 33.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 33.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 33.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 33.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 33.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.
- 33.6 Notwithstanding anything to the contrary contained in this Article 33, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the

Articles and the Applicable Public Company Rules and the instruction of the FSC or GTSM (or TSE, as applicable), if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.

33.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:

- (a) Adoption or amendment of an internal control system of the Company;
- (b) Assessment of the effectiveness of the internal control system;
- (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
- (d) A matter where a Director has a personal interest;
- (e) A material asset or derivatives transaction;
- (f) A material monetary loan, endorsement, or provision of guarantee;
- (g) The offering, issuance, or Private Placement of any equity-type securities;
- (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) The appointment or removal of a financial, accounting, or internal auditing officer;
- (j) Annual and semi-annual financial reports;
- (k) Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the audit committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the Directors meeting.

33.8 Prior to the commencement of Board of Directors or shareholders meeting to adopt any resolution of M&A, the Company shall have the Audit Committee to review the fairness and reasonableness of the plan and transaction of the M&A, and then to report the results of the review to the Board of Directors and the general meeting unless the resolution by the general meeting is not required by the Statute. During the review, the Audit Committee shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets. The results of the review of Audit Committees and opinions of independent experts shall be sent to the Members together with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Statute, the Board of Directors shall report the foregoing at the next closest general meeting.

33.9 With respect to the documents shall be sent to the Members as provided in the preceding Article, in the event that the Company announced the same content as in those documents on the website designated by the R.O.C. securities competent authorities and those documents are prepared in the company and at the venue of the general meeting, those documents shall be deemed as having been sent to the Members.

- 33.10 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and position that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or GTSM (or TSE, as applicable). The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.
- 33.11 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article shall mean executive officers of the Company with the rank of Vice President or higher and have the powers to make decisions for the Company.

34 Seal

- 34.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.
- 34.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 34.3 A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

35 Dividends, Distributions and Reserve

- 35.1 The Company shall set aside 1% of its annual profits as bonus to employees of the Company and set aside no more than 3% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.
- 35.2 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income and offset its losses in previous years that have not been previously offset, then set aside a special capital reserve at 10% of the profits left over, until the

accumulated special capital reserve has equalled the total capital of the Company. Any balance left over may be distributed as Dividends (including cash dividends or stock dividends) or bonuses in accordance with the Statute and the Applicable Public Company Rules and after taking into consideration financial, business and operational factors with the amount of profits distributed to Members not lower than 10% of profits (after tax) of the then current year and the amount of cash dividends distributed thereupon shall not be less than 10% of the profits proposed to be distributed of the then current year.

- 35.3 Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 35.4 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.
- 35.5 The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 35.6 The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than Dividends be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 35.7 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 35.8 No Dividend or distribution shall bear interest against the Company.
- 35.9 Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.
- 35.10 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new shares at a premium or from gifts received by the Company by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, and shall subsequently report such distribution to a shareholders' meeting.

36 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and

to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

37 Tender Offer

After the receipt of the copy of a tender offer application form, the prospectus and relevant documents by the Company or its litigation or non-litigation agent appointed, the board of the Directors shall proceed with the process of the tender offer subject to the Applicable Public Company Rules.

38 Books of Account

- 38.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 38.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 38.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.
- 38.4 Minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language with an English translation. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies in the Cayman Islands, in which case the English language version shall prevail.
- 38.5 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of

proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

39 Notices

- 39.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.
- 39.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 39.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 39.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

40 Winding Up

- 40.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 40.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall

consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

41 Financial Year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

42 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

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Cowealth Medical Holding Co., Ltd.
Asset Acquisition and Disposal Procedures

Date of Amendment by the Board of Directors: 2024.3.7

Date Approved by the Shareholders' Meeting: 2024.5.29

Chapter One General Provisions

Article 1 (General Provision)

All asset acquisition and disposal transactions of the Company shall proceed according to the Procedures. Any matters that are not addressed in the Procedures shall be governed by relevant regulations.

Article 2 (Applicability and definition)

The term "asset" mentioned in the Procedures shall refer to:

- I. Long- and short-term security investments (include shares, government bonds, corporate bonds, bank debentures, securities that represent fund entitlements, depository receipts, call/put options, beneficiary securities, and asset-backed securities).
- II. Real estate (includes land, buildings, investment properties, and construction in progress) and equipment.
- III. Memberships.
- IV. Patents, copyrights, trademarks, franchise, and other intangible assets.
- V. Right-of-use assets
- VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- VII. Derivatives.
- VIII. Assets acquired or disposed of through legal merger, divestment, acquisition, or share exchange.
- IX. Other major assets.

Terminology used in the Procedures is defined as follows:

- I. "Derivatives" mentioned throughout the Procedures shall refer to forward contracts, option contracts, futures contracts, leverage guarantee contracts, swap contracts, any combination of the above, or structured contracts/products with embedded derivatives where the values are derived from interest rate, price of financial instrument, commodity price, exchange rate, price/rate index, credit rating, credit index, or other variables. The forward contracts mentioned here do not include insurance contract, performance contract, after-sale service contract, long-term lease contract, or long-term purchase (sale) contract.
- II. The term "assets acquired or disposed of through merger, divestment, business acquisition, or share exchange organized in accordance with the Articles of Incorporation and relevant laws" mentioned throughout the Procedures shall refer to assets acquired or disposed of in relation to a merger, divestment, or business acquisition, or issuance of new shares in

exchange for shares of another company (referred to as "share exchange" below) that is arranged in compliance with applicable laws.

- III. The term "date of occurrence" mentioned throughout the Procedures shall primarily refer to the earliest of the signing date, payment date, deal date, date of ownership transfer, board of directors' resolution date or any other dates when the transaction counterparty and the amount can be determined with certainty. However, for investments that are subject to the approval of the authority, the date of occurrence shall be determined as the earlier between the above dates and the date approved by the authority.
- IV. The term "professional valuer" mentioned throughout the Procedures shall refer to a real property valuer or other party duly authorized by law to engage in the valuation of real estate property or equipment.
- V. The term "related party" mentioned throughout the Procedures shall carry the same definition as Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- VI. The term "subsidiary" mentioned throughout the Procedures shall carry the same definition as Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- VII. The term "announcement and reporting" mentioned throughout the Procedures shall refer to the input of mandatory information into the online reporting systems designated by the Financial Supervisory Commission, Taipei Exchange, or Taiwan Stock Exchange Corporation.
- VIII. The term "Mainland investments" mentioned throughout the Procedures shall refer to investment projects in the Mainland that are either approved by the Investment Commission, Ministry of Economic Affairs, or permitted under Regulations Governing Investment or Technological Collaboration in the Mainland.
- IX. The term "specialization in the investment profession" mentioned throughout the Procedures shall refer to any financial holding company, bank, insurance company, bill financing company, trust enterprise, securities firm engaging in proprietary trading or underwriting service, futures commission merchant engaging in proprietary trading, securities investment trust enterprise, securities investment consulting enterprise, or fund management company established in accordance with laws and operates under the supervision of the local financial authority.
- X. The term "securities exchange" mentioned throughout the Procedures shall refer to: Taiwan Stock Exchange Corporation in the domestic sense, or any organized overseas securities exchange that operates under the supervision of the securities authority of the respective country.
- XI. The term "over-the-counter venue" (OTC venue) mentioned throughout the Procedures means: in the domestic sense, any securities firms that have dedicated counters established for the trading of TPEX-listed securities, as defined in Regulations Governing Securities Trading on the Taipei Exchange; or in the overseas sense, the premise of any financial institution that has been licensed to engage in securities service and operates under the supervision of a foreign securities authority.

Chapter Two Acquisition or Disposal of Assets

Article 3 (Evaluation procedures)

Evaluation procedures for assets acquired or disposed of:

I. Marketable securities

When acquiring or disposing of securities, the Company shall obtain the latest audited or auditor-reviewed financial statements of the securities issuer prior to the date of occurrence. Transactions that amount to 20% of the Company's paid-in capital or NTD 300 million or above shall be supported by CPA's opinion with regards to the rationality of the transaction price prior to the date of occurrence. However, this requirement does not apply to securities that are openly quoted in an active market or in circumstances where the authority has regulated otherwise.

II. Property, equipment, or right-of-use assets thereof

Except for transactions with domestic government agency and transactions that involve commissioned development of purchased land, commissioned development of leased land, and acquisition/disposal of equipment or right-of-use assets thereof relevant to business operations, all other acquisitions and disposals of property and equipment or right-of-use assets thereof amounting to more than 20% of the Company's paid-up capital or NTD 300 million and above shall be supported with valuation reports issued by professional valuers prior to the date of occurrence. These transactions shall also comply with the following rules.

- (I) In special circumstances where the Company adopts restrictive pricing or uses a specific price to serve as pricing reference, the underlying transaction must be resolved by the board of directors before proceeding. The same requirement applies to any change of transaction term thereafter.
- (II) For transactions that amount to more than NTD 1 billion, quotations from at least two professional valuers are needed.
- (III) If valuation concluded by the professional valuer exhibits any of the following, a certified public accountant must be engaged to provide opinions with regards to the discrepant values and appropriateness of the transaction price unless the valued price is higher than the price of asset acquired or lower than the price of asset sold:
 - 1. The valued price differs from the transaction price by 20% or above.
 - 2. When the values estimated by at least 2 professional valuers differ by 10% or more.
- (IV) Where professional valuation is used, the valuer's report must be dated no further than 3 months from the contract date. However, if the report still applies to the same government-declared current value and is no more than six months old, an opinion can be accepted from the original valuer instead.

III. Memberships or intangible assets or right-of-use thereof

Except in situations where the counterparty is a domestic government agency, any acquisition or disposal of membership, intangible asset, or right-of-use asset thereof that amounts to 20% of the Company's paid-up capital or NT\$300 million or above shall be supported by CPA's opinions issued prior to the date of occurrence.

IV. Calculations for the transaction amounts mentioned in the 3 preceding Paragraphs shall

comply with Paragraph 2, Article 20. The one-year timeframe mentioned herein shall date back from the date of occurrence. Transactions that have already been supported with professional valuation or CPA's opinion according to the Procedures can be excluded.

- V. For assets acquired or disposed of through court auctions, a documentary proof issued by the court can be used in place of the valuation report or CPA's opinions.
- VI. For any valuation report or opinion statement obtained from CPA, lawyer, or securities underwriter, the valuation firm, valuer, CPA, lawyer, or securities underwriter must conform with the following requirements:
 - (I) (No previous violation against the Act, The Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or Regulation on Business Entity Accounting Handling, and no conviction of fraud, breach of trust, misappropriation, forgery, or any crime relating to business activities that results in a sentence of one-year imprisonment or higher. This excludes situations where three years have passed since the subject has served the sentence, endured the probation period, or is pardoned of the crime.
 - (II) Must not be related to the transaction counterparty.
 - (III) In situations where the Company is required to obtain valuation reports from two or more professional valuers, the valuation firms or valuers shall not be related in any way.
- VII. The abovementioned personnel shall follow self-discipline rules of their respective associations and the principles below when issuing valuation reports or opinions:
 - (I) Assess own professional capacity, practical experience, and independence before undertaking the case.
 - (II) When executing cases, make appropriate plans and procedures, and execute accordingly to form conclusions, reports, or opinions; complete all relevant worksheets with details on the executed procedures, the collected data, and the final conclusion.
 - (III) Evaluate the appropriateness and rationality of the data, parameters, and information used to issue a valuation report or opinion.
 - (IV) Issue declarations on the professionalism and independence of relevant personnel, the appropriateness and rationality of information used, and compliance-related matters.

Article 4 (Operating procedures)

Procedures for asset acquisition and disposal:

- I. Authorized limit and approval authority
 - (I) Acquisition and disposal of short-term securities: According to the Procedures and "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," the Chairman is authorized to approve acquisitions or disposals of the same security with the same counterparty up to 20% of paid-up capital or NT\$300 million in a year; acquisitions or disposals of the same security with the same counterparty exceeding 20% of paid-up capital or NT\$300 million in a year shall be approved by the board of directors.
 - (II) Acquisition and disposal of long-term securities: According to the Procedures and "Regulations Governing the Acquisition and Disposal of Assets by Public Companies,"

the Chairman is authorized to approve transactions that have yet to meet the public disclosure, announcement, and reporting criteria; transactions that exceed the public disclosure, announcement, and reporting criteria shall be approved by the board of directors.

- (III) Acquisition and disposal of real estate property and right-of-use assets thereof: According to the Procedures and "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," the Chairman is authorized to approve transactions that have yet to meet the public disclosure, announcement, and reporting criteria; transactions that exceed the public disclosure, announcement, and reporting criteria shall be approved by the board of directors.
 - (IV) Acquisition and disposal of other fixed assets and right-of-use assets thereof (for disposals, amount is determined as the higher between transaction value and account balance): For operation-related purposes, the Chairman is authorized to approve up to US\$5 million or equivalent (inclusive) per transaction; transactions that exceed the above authorized limit shall be approved by the board of directors.
 - (V) Acquisition and disposal of membership, patent, copyright, trademark, franchise, intangible asset, and right-of-use assets thereof: To be evaluated by the execution unit and approved by the board of directors. For memberships, however, the Chairman is authorized under the Procedures and "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" to approve transactions that have yet to meet the public disclosure, announcement, and reporting criteria.
 - (VI) Acquisition or disposal of derivatives: To proceed according to the Company's Derivative Transaction Procedures.
 - (VII) Acquisition and disposal of assets through business merger, divestment, acquisition, or share exchange in accordance with the Articles of Incorporation and relevant laws: To proceed according to Subparagraph 2, Paragraph 1, Article 13 of the Procedures.
 - (VIII) If a director expresses objection on record or issues written declaration against an asset acquisition/disposal that requires board's approval according to the 7 Subparagraphs above or applicable laws, the Company shall forward the director's objections to the Audit Committee along with all relevant information.
 - (IX) If there are independent directors in place, the board shall take independent directors' opinions under advisement when discussing the terms of the asset acquisition/disposal. Any objections or reservations made by independent directors must be noted in board meeting minutes.
 - (X) All asset acquisitions and disposals that are subject to board resolution under the Articles of Incorporation, the Procedures, and relevant rules must first be supported by the Audit Committee.
- II. Executors
- (I) Short-term investment in securities and derivatives: To be evaluated and executed by the Treasury Department.
 - (II) Long-term securities investment, real estate property or right-of-use thereof, other fixed asset, membership or intangible asset or right-of-use thereof, asset acquired or disposed

of through legal merger, divestment, acquisition, or share exchange, and other important assets: The Chairman shall appoint responsible person or assemble project team to oversee evaluation and execution of transaction.

III. Transaction workflow

Procedures and workflows relating to asset acquisition and disposal shall proceed according to relevant laws and the Company's internal control system.

Article 5 (Aggregate and individual asset limits)

Below are aggregate and individual limits on the acquisition of non-operating real estate property and right-of-use thereof and marketable securities for the Company and subsidiaries:

- I. Acquisition of non-operating real estate property, equipment, and right-of-use assets thereof by the Company shall not aggregate to more than 50% of the Company's net worth; acquisition of non-operating real estate property by subsidiaries of the Company shall not aggregate to more than 50% of the Company's net worth.
- II. The aggregate sum of short-term security investments (excluding provision for loss on valuation) held by the Company shall not exceed 100% of the Company's net worth, whereas the amount of individual security (excluding provision for loss on valuation) held in possession shall not exceed 50% of the Company's net worth; aggregate sum and amount of individual security held by subsidiaries of the Company shall not exceed 100% and 50% of the Company's net worth, respectively.
- III. The aggregate sum of long-term security investments (excluding provision for loss on valuation) held by the Company shall not exceed 100% of the Company's net worth, whereas the amount of individual security (excluding provision for loss on valuation) held in possession shall not exceed 50% of the Company's net worth; aggregate sum and amount of individual security held by subsidiaries of the Company shall not exceed 100% and 50% of the Company's net worth, respectively.
- IV. The aggregate and individual limits on long-term securities holding, as mentioned in the preceding Subparagraph, do not apply to investees in which the Company holds 51% votes, capital contribution, or controlling interest or above, whether directly or through subsidiaries.

The term "net worth" mentioned in the preceding Paragraph shall refer to equity attributable to shareholders of the parent company, as shown in the latest audited or auditor-reviewed consolidated financial statements available as of the date of occurrence.

Article 6 (Rules on derivative transactions)

Derivative transactions shall be handled according to the Procedures and the Company's Derivative Transaction Procedures.

Article 7 (Control procedures for asset acquisition or disposal by subsidiaries)

Subsidiaries of the Company shall follow this Procedures when acquiring or disposing of assets.

For any transaction that meets the announcement and reporting criteria mentioned in Paragraph 1, Article 20, subsidiaries are required to provide relevant information to the Company and seek opinions from responsible persons of the Company before proceeding with asset acquisition/disposal. Subsidiaries shall also provide relevant information to the Company on a monthly basis for audit and control, as instructed by responsible persons of the Company.

The paid-in-capital or total asset of the Company shall be the applicable standard to subsidiaries referred to in Paragraph 1, Article 20.

Article 7-1 (Control procedures for holding position over subsidiaries)

Except in the case of strategic alliance or with the consent of Taipei Exchange and approved by the board of directors in a special resolution:

- I. The Company may not forgo subscription of future cash issues of the Company's subsidiaries Cowealth Holding Co., Ltd. and Cowealth Medical Science & Biotechnology Inc.;
- II. Co-Wealth Holding Co., Ltd. may forgo subscription of future cash issues of the Company's indirectly held subsidiary - Cowealth Medical China Co., Ltd. (referred to as "Cowealth China" below) and in doing so reduce its shareholding position in Cowealth China, provided that the Company holds at least 51% of equity in Cowealth China and maintains substantive control over the management decisions of Cowealth China.
- III. Cowealth Medical China Co., Ltd. may not forgo subscription of future cash issues of the Company's indirectly held subsidiaries Heyi Information Technology (Shanghai) Co., Ltd., Royal Seal Holding Co., Limited, and Colab Research & Development Inc.;
- IV. Coaim Information Technology Co., Ltd. may not forgo subscription of future cash issues of the Company's indirectly held subsidiary CHM Consulting Co., Limited;
- V. The Company may not dispose of its equity interest, whether directly or indirectly held, in its subsidiaries, namely, Royal Seal Holding Co., Limited, Cowealth Holding Co., Ltd., Cowealth Medical Science & Biotechnology Inc., Cowealth Medical China Co., Ltd., Colab Research & Development Inc., CHM Consulting Co., Limited, and Coaim Information Technology Co., Ltd.

Chapter Three Related Party Transactions

Article 8 (Applicability of related party transactions)

Acquisition and disposal of assets with related parties are subject to the resolution and rationality assessments outlined in Articles 9 to 12 of the Procedures if they amount to 10% or more of the Company's total assets. In addition, a valuation report from a professional valuer or an opinion from a CPA shall be obtained in accordance with Chapter Two to support the transaction.

Calculation of transaction amounts mentioned in the preceding Paragraph shall comply with Paragraph 4, Article 3.

When determining whether a counterparty is a related party, the Company must evaluate relationship in its legal form and by its real nature.

Article 9 (Resolution procedures for related party transactions)

With the exception of domestic government bonds, repurchase/resale agreements, and subscription/redemption of money market funds issued by securities investment trust enterprises domiciled in The Republic of China, any acquisition/disposal of real estate property or right-of-use assets thereof with a related party or any acquisition/disposal of asset other than real estate property or right-of-use assets thereof with a related party that amounts to 20% of the Company's paid-up capital, 10% of total assets, or NT\$300 million or more shall have the following information submitted to the Audit Committee for support followed by board of directors' approval according to the Articles of Incorporation and relevant rules before contract signing and payment:

- I. The purpose, necessity, and expected benefits of the asset acquired or disposed of.
- II. The reasons for transacting with a related party.
- III. When acquiring or disposing of real estate property or right-of-use thereof with a related party, any information that is relevant for establishing the rationality of transaction terms under Articles 10 and 11.
- IV. The date, price, and counterparty on/at/from which the related party had acquired the asset in the first place, and relationship between the Company and the initial counterparty.
- V. A cash projection report for the next 12 months starting from the estimated contract month, with comments made on the necessity of the transaction and the rationality of capital usage.
- VI. Professional valuer's report or CPA's opinion obtained in accordance with the preceding Article.
- VII. Restrictions and other important terms of the underlying transaction.

Calculations for the transaction amounts mention in the preceding Paragraph and Paragraph 6 shall comply with Paragraph 2, Article 20. The one-year timeframe mentioned herein shall date back from the date of occurrence. Transactions that have already been approved during shareholder meeting, passed by the board of directors, and acknowledged by the Audit Committee can be excluded.

Any of the following transactions taking place between the Company and its parent or subsidiary, or between subsidiaries in which it has 100% shareholding or capital contribution, may be carried out at the discretion of the Chairman, subject to board of directors' prior authorization according to Article 4 and up to a certain limit, and raised for acknowledgment during the upcoming board meeting:

- (I) Acquisition or disposal of operating equipment or right-of-use assets thereof.
- (II) Acquisition or disposal of operating real estate or right-of-use assets thereof.

If the Company has independent directors in place, independent directors' opinions must be fully taken into consideration when the transaction is proposed for discussion among the board of directors in accordance with the preceding paragraph. Any objections or reservations expressed by independent directors shall be detailed in board meeting minutes.

Matters that are subject to Audit Committee's acknowledgment, as mentioned in Paragraph 1, shall be supported by more than half of Audit Committee members and raised for board of directors' resolution. If the proposal is not agreed by more than half of all Audit Committee

members, it can still be effected with the support of more than two-thirds of all directors; in which case, the Audit Committee's resolution must be stated in board meeting minutes. The terms "all Audit Committee members" and "all directors" mentioned in the preceding Paragraph refer to those who are currently in active duty.

Should the Company or any of its subsidiaries that is not a domestic public company undertake any of the transactions described in Paragraph 1 for an amount exceeding 10% of the Company's total assets, the Company shall present all information listed in Paragraph 1 for approval during shareholder meeting before proceeding with contract signing and payment. This requirement does not apply to transactions between the Company and its parent company or subsidiary, or between its subsidiaries.

Article 10 (Transaction cost evaluation for properties acquired from related parties)

The transaction cost of any real estate property or right-of-use thereof acquired or disposed of with a related party shall be subject to rationality assessment using the following methods:

- I. Add interests of necessary funding and any costs legally borne by the buyer onto the price of the related party transaction. Interests on necessary funding are calculated at the weighted average interest rate that the Company would have incurred if it finances the asset purchase in the year acquired. However, this rate shall not exceed the maximum lending rate for non-financial institutions, as regulated by the Ministry of Finance.
- II. If the related party had once pledged the property as collateral and borrowed from a financial institution, the value estimated by the financial institution should be used as reference, provided that the financial institution had lent more than 70% of the property value for more than 1 year. This does not apply if the financial institution is a related party to one of the counterparties.

For purchases or leases that involve both land and buildings, the transaction costs of land and building can be evaluated separately using any the above methods.

When acquiring real estate property or right-of-use thereof from a related party, the property cost or cost of right-of-use thereof shall be evaluated according to the preceding 2 Paragraphs. A certified public accountant should also be engaged to verify and express opinions on the transaction.

Acquisition of real estate property or right-of-use thereof from a related party that exhibits any of the following shall proceed according to the preceding Article and is exempted from the three Paragraphs above:

- I. The related party had acquired the real estate property or right-of-use thereof as a heritage or gift in the first place.
- II. 5 years have passed since the related party first acquired the real estate property or right-of-use asset thereof.
- III. The real estate property is acquired through a joint construction agreement with related party, or through commissioned development of purchased land or commissioned development of leased land with a related party.
- IV. Acquisition of right-of-use in an operating real estate property between the Company and

its parent or subsidiary, or between subsidiaries in which the Company holds 100% direct or indirect ownership interest.

Article 11 (Where valuation is lower than transaction price - Part 1)

Article 12 shall apply if the valuation methods mentioned in Paragraphs 1 and 2 of the preceding Article both conclude a value that is lower than the transaction price. However, this excludes the following circumstances where there is objective evidence and opinions from professional property valuers and certified public accountant to support the rationality of the transaction:

- I. The related party is acquiring or leasing bare land for new construction, in which case evidence can be raised to prove any of the following:
 - (I) The value of bare land assessed based on the preceding Article plus the value of building, including construction cost and reasonable markup, exceeds the actual transaction price. The term "reasonable markup" is defined as the lower between the average gross profit margin of the related party's construction department in the last 3 years, or the latest gross profit margin of the entire construction industry published by the Ministry of Finance of The Republic of China.
 - (II) Transactions completed by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after accounting for reasonable price discrepancies due to floor or regional differences in accordance with standard property market or leasing practices.
- II. The real estate property purchased or right-of-use assets acquired through lease from related party is proven to be of comparable term and size to other transactions completed by unrelated parties in the nearby area in the past year.

The term "transaction in the neighboring district" mentioned in the above Paragraph refers to properties located in the same or nearby street within a 500-meter radius of the underlying property, or properties with similar government-announced current values. The term "similar-size transaction" refers to non-related party transaction of area that is no smaller than 50% of the underlying property. The "one-year" timeframe dates back one year from the date real estate property or right-of-use thereof is acquired.

Article 12 (Where valuation is lower than transaction price - Part 2)

The following rules shall apply to real estate properties and right-of-use thereof acquired from related parties where the valuation methods described in the 2 preceding Articles both conclude a value that is lower than the transaction price:

- I. The Company shall provide special reserves equal to the difference between the transaction price and the assessed cost of real estate property or right-of-use according to relevant laws. This special reserve can not be distributed as dividends or capitalized into share capital. Public companies, as mentioned in the Securities and Exchange Act of The Republic of China, that account the Company as an investment using the equity method shall also recognize a portion of the Company's special reserves according to their

respective shareholding percentages, as required in Paragraph 1, Article 41 of the Securities and Exchange Act.

- II. Independent directors of the Audit Committee shall proceed according to Article 218 of The Company Act.
- III. Outcomes of the preceding 2 Subparagraphs are to be reported during a shareholder meeting, whereas transaction details are to be disclosed in the annual report and the prospectus.

Where the Company has made provision for special reserves according to the above, the special reserves can only be used if devaluation losses are recognized on the acquired or leased asset during revaluation or disposal, or when the lease contract is terminated, or if compensation or cost is incurred while restoring the asset to its original state, or if there is evidence to support the underlying rationale. In which case, use of special reserves is also subject to approval of the authority of The Republic of China.

If there is other evidence to suggest that the acquisition of real estate property or right-of-use thereof from a related party is outside business norms, then the transaction must also proceed according to the two preceding Paragraphs.

Chapter Four Merger, Divestment, Business Acquisition, and Share Exchange

Article 13 (Resolution procedures)

The Company shall resolve business merger, divestment, acquisition, and share exchange transactions according to the following procedures, provided that doing so does not contradict the Articles of Incorporation and relevant laws and policies:

- I. Prior to commencing business merger, divestment, acquisition, or share exchange, the Company shall engage a certified public accountant, lawyer, or securities underwriter to provide opinions with regards to the exchange ratio, the acquisition price, or the amount of cash or other properties distributed to shareholders before the proposal is presented for board of directors' resolution. These opinions are subject to discussion and resolution by the board of directors. However, experts' opinions are not required for mergers between the Company and subsidiaries in which it holds 100% direct or indirect ownership interest, and mergers between subsidiaries in which the Company holds 100% direct or indirect ownership interest.
- II. Important details of the business merger, divestment, or acquisition that the Company is a part of shall be compiled into a public report and delivered to shareholders along with meeting advice and expert's opinions mentioned in the preceding Subparagraph before the shareholder meeting. These documents will serve as reference for shareholders' decision on whether to support the merger, divestment, or acquisition. This excludes circumstances where the Company is exempted by law to resolve business merge, divestment, or acquisition through a shareholder meeting.

If any participant of the business merger, divestment, or acquisition is unable to convene a shareholder meeting or produce a resolution, or if the motion is voted down by shareholders due to insufficient attendees, insufficient votes, or other legal restrictions, participants of the business merger, divestment, or acquisition shall immediately announce to the public the causes of the discontinuance, any follow-up actions, and the estimated date of the next shareholder meeting.

- III. Unless otherwise regulated by law or acknowledged and approved by the authority of The Republic of China in advance under special circumstances, all participants of a business merger, divestment, or acquisition that the Company is a part of shall convene a board of directors meeting and a shareholder meeting on the same day to resolve the business merger, divestment, or acquisition.

Unless otherwise regulated by law or acknowledged and approved by the authority of The Republic of China in advance under special circumstances, share exchange that the Company is a part of shall convene a board of directors meeting and a shareholder meeting on the same day to resolve the transaction.

Article 14 (Document keeping and reporting)

When participating in business merger, divestment, acquisition, or share exchange, the Company shall produce documents of the following information and keep for 5 years for reference:

- I. Personnel profile: including the title, name, and ID card number (or passport number for people who are not nationals of The Republic of China) of any person involved in the planning or execution of business merger, divestment, acquisition, or share exchange before the information is made public.
- II. Important dates: including the date when the letter of intent or memorandum of understanding is signed, the date of engagement with financial or legal consultants, the date when contract is signed, and the date of board of directors meeting.
- III. Important documents and minutes: including the merger/divestment/acquisition/share exchange plan, letter of intent or memorandum of understanding, major contracts, and board of directors meeting minutes.

When taking part in a merger, divestment, acquisition, or share exchange, all information listed in Subparagraphs 1 and 2 of the preceding Paragraph that has to be made public within two days from the board resolution date shall be reported to the securities authority of The Republic of China over the online system using the prescribed format.

In the case of a business merger, divestment, acquisition, or share exchange where the Company is required by laws to make the above report while other participants need not do so, the Company shall sign agreements with these participants and proceed according to the two preceding Paragraphs.

Article 15 (Confidentiality commitment)

All parties involved or possessing knowledge of a business merger, divestment, acquisition, or share exchange shall issue a written commitment not to disclose any information until the plan is made public. The written commitment shall also prohibit the trading of shares or securities of equity nature pertaining to the deal, whether in own name or in the names of others.

Article 16 (Change of exchange ratio or acquisition price)

When the Company engages in a business merger, divestment, acquisition or share exchange,

terms including the share exchange ratio and the acquisition price can not be changed except under the following circumstances; furthermore, these exceptional circumstances shall also be specified in the business merger, divestment, acquisition or share exchange contract:

- I. Cash issue and issuance of convertible bond, stock dividend, corporate bond with warrant, preferred share with warrant, warrant, and any securities of equity nature.
- II. Disposal of major assets or other conducts capable of influencing the Company's financial or business performance. °
- III. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- IV. Adjustment for treasury stocks purchased by any participant of the business merger, divestment, acquisition, or share exchange.
- V. Changes to the organization or number of participants in a business merger, divestment, acquisition, or share exchange.
- VI. Other circumstances specified in the contract under which the Company is permitted to make such changes, provided that the terms have been disclosed to the public.

Article 17 (Mandatory contract details)

When the Company engages in a business merger, divestment, acquisition or share exchange, the underlying contract shall address the Company's rights and obligations in the merger, divestment, acquisition or share exchange, and specify the following details:

- I. How breach of contract is handled.
- II. Treatment for any securities of equity nature issued by the non-surviving party of a merger or by the divested company, or any treasury stocks purchased.
- III. Amounts of treasury stock that participating companies may purchase after setting the exchange ratio and exchange date, and how treasury stocks are treated.
- IV. Treatment for any changes in the organization or the number of participating companies.
- V. The expected execution progress and the estimated date of completion.
- VI. The estimated date of mandatory shareholder meeting and relevant procedures in case the project is not completed by the due date.

Article 18 (Change of participant)

If a participant of the business merger, divestment, acquisition, or share exchange that the Company is a part of intends to engage in another business merger, divestment, acquisition, or share exchange with another company after the initial deal is made public, all procedures or legal actions completed on the initial deal must start afresh by all participants. However, this excludes situations where the total number of participants has decreased as a result of the second deal, and that a resolution has been made in a shareholder meeting to authorize the board of directors to change the terms of the initial deal; in which case, participants need not convene another shareholder meeting to resolve the board's decision.

Article 19 (Where a participant is a non-public company)

If the merger, divestment, acquisition, or share exchange involves a party that is not a public company defined in the Securities and Exchange Act of The Republic of China, the Company shall sign a separate agreement with that particular party and execute the transaction according to the terms outlined in Paragraph 3, Article 13, Article 14, Article 15, and the preceding Article.

Chapter Five Information Disclosure

Article 20 (Announcement and reporting procedures)

Asset acquisitions and disposals that involve any of the following shall be announced and reported within two days of occurrence over the website designated by the Securities and Futures Institute using the prescribed format in accordance with relevant rules:

- I. Acquisition of real estate property or right-of-use asset thereof, or acquisition/disposal of asset other than real estate property and right-of-use asset thereof that amounts to more than 20% of the Company's paid-up capital, 10% of total assets, or NTD 300 million in value. This excludes trading of domestic government bond, repurchase/resale agreement, and subscription or redemption of money market funds issued by securities investment trust companies domiciled in The Republic of China.
- II. Mergers, divestments, business acquisitions, or share exchanges.
- III. Derivative transactions that accumulate losses above the aggregate or individual contract limits specified in the Company's "Derivative Transaction Procedures."
- IV. Acquisition or disposal of operating equipment or right-of-use asset thereof with an unrelated party, and the transaction amount meets any of the following requirements:
 - (I) For public companies with paid-up capital less than NTD 10 billion, the transaction amounts to NTD 500 million and above.
 - (II) For public companies with paid-up capital of at least NTD 10 billion, the transaction amounts to NTD 1 billion and above.
- V. Acquisition of real estate property in the form of development over purchased land, development over leased land, joint development with separate ownership, joint development with proportional holding, or joint development with partial sale, where the counterparty is unrelated and in which the Company expects to invest more than NTD 500 million.
- VI. Transaction of assets other than the ones listed in the 5 Subparagraphs above, disposal of debt claim by a financial institution, or investment into the Mainland that amounts to 20% of the Company's paid-up capital or NT\$300 million or above. However, exception is given to the following:
 - (I) Trading of domestic government bonds or foreign government bonds that have a credit rating no less than the sovereign rating of Taiwan.
 - (II) Where the company specializes in the investment profession, any securities traded through exchange or through OTC venue, or foreign government bonds, ordinary corporate bonds, and ordinary bank debentures without equity attribute subscribed in the primary market (excluding subordinated bonds), or subscription/redemption of securities

investment/futures trust funds, or subscription/redemption of exchange-traded notes, or securities subscribed by a securities firm as part of its underwriting service or counseling service for Emerging Stock Market companies, as regulated by Taipei Exchange.

- (III) Repurchase/resale agreement, or subscription or redemption of money market funds issued by domestic securities investment trust companies.

The amount of transactions above shall be calculated as follows:

- I. The amount of any individual transaction.
- II. Cumulative amount of similar assets acquired from or disposed of to the same counterparty in the past one year.
- III. Cumulative amount of the same development project or right-of-use thereof acquired or disposed of (acquisitions and disposals accumulate separately) in the past one year.
- IV. Cumulative amount of the same securities acquired or disposed of (acquisitions and disposals accumulate separately) in the past one year.

The "one-year" timeframe mentioned in the preceding Paragraph dates back one year from the date of occurrence. Transactions that have already been announced according to the Procedures can be excluded.

The Company shall provide monthly reports on all derivative transactions undertaken by the Company and any subsidiary that is not a domestic public company up until the end of the previous month, and submit such reports to the website designated by the FSC before the 10th calendar day of each month using the prescribed format.

For subsidiaries of the Company that do not meet the definition of public company mentioned in the Securities and Exchange Act of The Republic of China, all asset acquisition and disposal affairs subject to announcement and regulatory reporting shall be made by the Company instead.

Calculation for "10% of total assets," as mentioned throughout the Procedures, shall be based on the amount of total assets shown in the latest standalone or individual financial statements, as defined in Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 21 (Correction to announcements and regulatory reports)

If errors or omissions are discovered in any of the mandatory announcements that require correction, the Company shall start afresh and re-submit the entire announcement/report within two days from the date of knowledge.

Article 22 (Change of circumstance)

Should any of the following circumstances arise after the Company has announced or reported its transactions according to the 2 preceding Articles, the Company shall update all relevant information to the website designated by the authority within 2 days from the date of occurrence:

- I. Any change, termination, or annulment of the original contract.
- II. The merger, divestment, acquisition, or share exchange is not completed before the scheduled date.
- III. Changes to the initially reported/announced details.

Article 23 (Document retention)

All contracts, meeting minutes, transaction logs, valuation reports, and CPA's, lawyer's, or securities underwriter's opinions relevant to the acquisition or disposal of assets shall be retained within the Company for at least 5 years unless otherwise specified by law.

Chapter Six Supplementary Clauses

Article 24 (Penalties)

Relevant personnel of the Company shall observe the Procedures when handling asset acquisitions and disposals, and exercise care to prevent loss from mishandling. Any violation against relevant laws or the Procedures shall be disciplined according to the Company's personnel policy.

Article 25 (Establishment procedures)

The Procedures shall conform with the terms of Regulations Governing the Acquisition and Disposal of Assets by Public Companies, and are subject to the support of more than 50% of Audit Committee members followed by board of directors' approval and resolution in a shareholder meeting. The same applies to all subsequent amendments. Should a director express objection on record or via written statement, the Company shall forward director's objection to the Audit Committee. Audit Committee members will then raise these opinions for discussion during shareholder meeting. If the proposal is not agreed by more than half of all Audit Committee members, it can still be effected with the support of more than two-thirds of all directors; in which case, the Audit Committee's resolution must be stated in board meeting minutes. The terms "all Audit Committee members" and "all directors" mentioned in the preceding Paragraph refer to those who are currently in active duty.

If the Company has independent directors in place, independent directors' opinions must be fully taken into consideration when the Procedures are proposed for discussion among the board of directors in accordance with the preceding Paragraph. Any objections or reservations expressed by independent directors shall be detailed in board meeting minutes.

Cowealth Medical Holding Co., Ltd.

Rules of Procedure for Shareholders' Meetings

Date of Amendment by the Board of Directors: March 7, 2024
Date Approved by the Shareholders' Meeting: May 29, 2024

Article 1 (Preamble)

The conference rules have been established in accordance with Article 5 of "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies" to promote proper governance over the Company's shareholder meetings and to enforce supervisory and administrative functions of such meetings.

Article 2 (General Provision)

Unless otherwise specified in laws or Articles of Incorporation, shareholder meetings shall proceed according to the conference rules stated herein.

Article 3 (Convening and notification procedures of shareholders' meetings)

Unless otherwise specified in laws or the Articles of Incorporation, shareholder meetings are to be convened by the board of directors.

The company shall convene a shareholders' meeting via video conference, unless otherwise specified in the Corporate Governance Principles for Publicly Listed Companies, which should be stipulated in the Articles of Incorporation and approved by the board of directors. A video conference shareholders' meeting shall be conducted upon a resolution by the board of directors with the attendance of two-thirds or more of the directors and the consent of majority of attending directors.

Any change to the form of shareholder meeting is subject to board of directors' resolution, and shall be made no later than the day on which the shareholder meeting advice is mailed. Shareholders who hold at least 3% of outstanding shares continuously for one year or more may jointly request to have the board of directors convene an extraordinary general meeting according to the Articles of Incorporation. If the board does not issue an advice for the extraordinary general meeting within 15 days after shareholders' request, the requesting shareholders may, subject to the authority's approval, convene the extraordinary general meeting on their own accord.

If the shareholders' meeting is convened, the shareholders' meeting handbook shall be prepared, and the shareholders' meeting handbook and other relevant information shall be announced and reported on the Internet information reporting system designated by the competent authority of the Republic of China (hereinafter referred to as the "reporting System") in accordance with the time and method stipulated by relevant laws and regulations and the Articles of Incorporation. However, if the Company's paid-in capital reaches NT\$10 billion or more at the end of the most recent fiscal year, or the total number of foreign capital and Chinese capital shareholders in the shareholders' register reaches 30% or more during the most recent fiscal year, the Company shall upload the aforementioned electronic files to the Internet information reporting system designated by the competent authority of the Republic of China (hereinafter referred to as the "Reporting System") 30 days before the shareholders' meeting. Hard copies of the shareholder meeting conference handbook and supplementary information also have to be prepared at least 15 days before the meeting and made accessible to shareholders at any time. These documents

must be made available at the Company's premises and at the share transfer agent, and distributed on-site during the shareholders' meeting.

The Company shall provide shareholders with the aforementioned conference handbook and supplementary information on the day of shareholder meeting in the following manner:

- I. Distribute on-site, if a physical shareholder meeting is held.
- II. Distribute on-site and upload electronic files onto the video conferencing platform, if a physical shareholder meeting is held in conjunction with video conference.
- III. Upload electronic files onto the video conferencing platform, if a virtual shareholder meeting is held.

The Company is required to notify all shareholders at least 30 days before convention of annual general meeting, and at least 15 days before convention of extraordinary shareholder meeting. The meeting advice and announcement shall include a detailed agenda. Advices can be served in electronic form with shareholders' consent. The following matters must be raised as part of regular motions with summaries explained in the meeting advice, and can not be raised in the form of special motion:

- I. Election or dismissal of directors;
- II. Amendments to the Articles of Incorporation;
- III. Capital reduction;
- IV. Cessation of status as a public company;
- V. (I) Dismissal, merger (excluding simple merger), or divestment (excluding simple divestment); (II) Establishment, amendment, or termination of any contract that involves a total lease, outsourcing, or joint management of the Company's business activities; (III) Total or major transfer of the Company's operations or properties; (IV) Acceptance for the entirety of operations or properties of an external party, which significantly affects the Company;
- VI. Permission for directors to engage in business activities that coincide with those of the Company, whether for directors' own benefits or for the benefits of others;
- VII. Full or partial distribution of the Company's earnings through issuance of new shares;
- VIII. Distribution of statutory reserve and capital reserve from shares issued at premium or gifts received to existing shareholders in the form of new shares;
- IX. Private placement of securities with equity characteristics.

If the shareholder meeting advice has already notified upfront of a full re-election of directors with specific duty commencement date, then no further changes can be made to the duty commencement date, whether through extraordinary motion or otherwise, when re-election is completed during the meeting.

Shareholders that own more than 1% of the Company's outstanding shares before the book closure period are entitled to propose, in writing or through electronic form, motions for discussion in annual general meetings. The board of directors shall accept shareholders' proposals as motion except in any of the following circumstances: (a) The proposing shareholder holds less than 1% of total outstanding shares; (b) The proposed motion can not be resolved in the shareholder meeting; (c) More than one proposal was raised by the shareholder, however, suggestions that are intended to enhance the Company's efforts toward public interest or social responsibilities may still be accepted as motions by the board of directors; (d) The motion exceeds 300 words; or (e) The motion is proposed outside of the acceptance period announced to public.

Article 4 (Proxy form)

According to the Articles of Incorporation, shareholders may appoint proxies to attend shareholder meetings on their behalf by issuing proxy forms using the format approved by the Company. The proxy form shall specify the scope of authority delegated to the proxy, and indicate that the proxy arrangement pertains only to the specific shareholder meeting.

In terms of format, the proxy form shall at least include a set of completion instructions, a list of actions that the proxy may perform on the shareholder's behalf, and profile of the proxy and proxy form acquirer (if applicable). Proxy forms shall be provided to all shareholders at the same time when the shareholder meeting advice is sent.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must be delivered to the Company's registered address or to the location specified in the shareholder meeting advice or proxy form at least 5 days before the shareholder meeting. In cases where multiple proxy forms are issued, the one that arrives first shall prevail. However, this excludes situations where the shareholder has issued a written statement afterwards to withdraw the previous proxy arrangement.

After delivering the power of attorney to the company, if a shareholder wishes to personally attend the shareholders' meeting or exercise voting rights in writing or electronically, they should notify the company in writing of the revocation of the power of attorney at least two days before the shareholders' meeting. This notice should clearly state the reason for revoking the power of attorney, such as the lack of legal capacity or authorization by the proxy at the time of issuing the power of attorney or other reasons. If the revocation is made after the deadline, the voting rights exercised by the proxy shall prevail.

Should the shareholder decide to attend virtual shareholder meeting after a proxy form has been received by the Company, a written notice must be sent to the Company by no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw proxy arrangement before the due date, vote of the proxy attendee shall prevail.

Article 5 (Venue and time of shareholder meetings)

Shareholder meeting shall be convened at the time and venue designated by the board of directors. Unless otherwise regulated by laws, shareholder meetings shall be convened within the borders of The Republic of China. Shareholder meetings shall be held at locations that are suitable and convenient for shareholders to attend. Meetings must not commence anytime earlier than 9AM or later than 3PM. Independent directors' opinions shall be fully taken into consideration when choosing the meeting venue and time.

If the board of directors resolves to convene shareholder meeting outside Taiwan, the Company shall, within two days after board resolution or after shareholders obtain convention permit from relevant authorities of The Republic of China, report the decision to Taipei Exchange (or Taiwan Stock Exchange Corporation, if applicable), and seek approval. For shareholder meetings that are convened outside The Republic of China, the Company shall appoint an institution domiciled within The Republic of China that has been approved by the securities authority of The Republic of China and Taipei Exchange (or Taiwan Stock Exchange Corporation, if applicable) to assist with administrative affairs relating to shareholder meetings (including but not limited to shareholders' proxy votes).

Virtual shareholder meetings are not subject to the location restrictions stated in the preceding Paragraph.

Article 6 (Preparation of attendance logs and documents)

The meeting advice shall specify details such as admission time for shareholders, proxy form acquirers, and proxies (collectively referred to as shareholders below), admission location, and important notes where relevant.

Admission of meeting participants shall begin at least 30 minutes before the meeting commences. The reception area must be clearly labeled and stationed with adequate and competent personnel. In the case of virtual shareholder meeting, admission of meeting participants shall take place on the video conferencing platform within the 30 minutes before meeting commences; shareholders who complete the admission are deemed to have attended the shareholder meeting personally. The Company shall provide an attendance log to record attendance of shareholders or proxies thereof (collectively referred to as shareholders below); alternatively, attendance cards may be presented to signify shareholders' presence at the meeting.

Shareholders who attend the meeting shall be given a copy of the conference handbook, annual report, attendance pass, opinion slip, motion ballot, and any materials relevant to the meeting as required by laws or the Articles of Incorporation. Additional ballots shall be prepared if director election is also being held during the meeting.

Shareholders shall attend shareholder meetings by presenting valid conference pass, attendance card or other document of similar nature. The Company may not request shareholders to present additional documentary proof unless specified in advance. Proxy form acquirers are required to bring identity proof for verification.

Where the shareholder is a government agency or corporate entity, more than one representative may attend shareholder meetings on their behalf. Corporate entities that have been designated as proxy attendees can only appoint one representative to attend shareholder meeting.

In the case of virtual shareholder meeting, shareholders who wish to attend the meeting by way of video conference shall register their spot with the Company at least two days before the meeting.

In the case of virtual shareholder meeting, the Company shall upload all relevant data such as the conference handbook and annual report onto the video conferencing platform at least 30 minutes before the meeting commences, and disclose continuously until the meeting ends.

Article 6-1(Mandatory details for virtual shareholder meeting advice)

When hosing a virtual shareholder meeting, the Company shall specify the following details in the shareholder meeting advice:

- I. The methods by which shareholders may participate in the virtual meeting and exercise rights.
- II. Methods of resolving malfunction of the video conferencing platform or discontinuance of live stream due to natural disaster, manmade incident, or other force majeure event, which must include at least the following:
 - (I) The time or date that the meeting will be postponed until, if the above disruption persists and can not be resolved in time.
 - (II) Shareholders who were not registered for video participation in the original shareholders' meeting are not allowed to participate in the postponed or continued meeting.
 - (III) If a physical shareholder meeting is held in conjunction with video conference and the video conference discontinues but the number of shares represented on-site still exceeds the legal minimum after excluding those who participated via video

conference, the number of shares represented by all who participate via video conference shall be added to the total number of shares represented at the meeting, but are considered to have waived their rights to vote on all motions of the current shareholder meeting.

- (IV) The Company's approach to the situation where outcomes of all regular motions have been concluded but the meeting has yet to progress into Extraordinary Motions.
- III. Appropriate alternative measures for shareholders who have difficulties participating in the shareholders' meeting via video conference. Apart from the circumstances specified in Article 44-9(6) of the Corporate Governance Guidelines for Publicly Traded Companies, shareholder's connection equipment and necessary assistance should at least be provided, and the period for shareholders to apply to the company and other relevant considerations should be specified.

Article 7(Chairperson and participants)

Shareholder meetings that are convened by the board of directors shall be chaired by the Chairman. If the Chairman is unable to perform such duties due to leave of absence or any reason, the Vice Chairman shall act on the Chairman's behalf. If there is no Vice Chairman or if the Vice Chairman is also unavailable, the Chairman may appoint one of the directors to act on behalf. If the Chairman does not appoint a delegate or if the delegate is also unavailable, one shall be elected among the remaining directors to act on behalf.

Where the meeting chairperson described in the preceding Paragraph is to be assumed by a director, the director must be on the board for more than six months and possess adequate understanding of the Company's financial and business operations. The same applies if the chairperson is a representative of a corporate director.

For shareholder meetings convened by any authorized party other than the board of directors, the convener shall serve as the chairperson. If there are two or more conveners at the same time, one shall be appointed among themselves to chair the meeting.

Shareholder meetings that are convened by the board of directors should be chaired by the Chairman and attended personally by more than half of total directors with at least one independent director present, or have at least one representative from each functional committee present at the meeting. Attendance of the above participants shall be recorded in detail in shareholder meeting minutes.

The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at shareholder meetings.

Article 8(Statutory minimum representation in shareholder meeting)

Attendance in a shareholder meeting is calculated based on the number of shares represented.

The number of shares represented in a meeting is calculated based on attendance log records or the attendance cards collected and the number of shares represented on the video conferencing platform, plus the number of shares that have voting rights exercised in writing or through electronic means.

The chairperson should announce commencement of meeting as soon as it is due, and announce the number of shares represented in the meeting as well as the number of shares that are not entitled to voting rights. If attending shareholders fail to reach the required level of representation when shareholder meeting is due to convene or if representation falls below the

statutory minimum as the meeting progresses, the chairperson may, unless otherwise specified in the Articles of Incorporation, announce to postpone the meeting up to two times, for a period totaling no more than one hour. The chairperson shall dismiss the meeting if attending shareholders still represent less than the required number of shares after two postponements. In the case of virtual shareholder meeting, the Company shall also announce dismissal of the meeting over the video conferencing platform. If there is still a need to convene shareholder meeting, the meeting shall be re-convened according to the Articles of Incorporation. In the case of virtual shareholder meeting, shareholders who wish to attend the meeting by way of video conference shall re-register their spot with the Company in accordance with Article 6.

Article 9(Discussion of motions)

For shareholder meetings that are convened by the board of directors, the board of directors will determine the meeting agenda. All proposed motions (including extraordinary motions and amendments to existing motions) must be voted on a case-by-case basis. The agenda can not be changed unless resolved during the shareholder meeting.

Paragraph 1 shall apply mutatis mutandis to shareholder meetings that are convened by any entitled party other than the board of directors.

In either of the two situations described in Paragraph 1 and Paragraph 2, the chairperson can not dismiss the meeting while a motion (including special motion) is still in progress. If the chairperson violates conference rules by dismissing the meeting when not allowed to do so, other members of the board shall immediately assist attending shareholders in electing another chairperson that has the support of more than half of voting rights represented on-site to continue the meeting.

The chairperson must allow adequate time to explain and discuss various motions, amendments, or extraordinary motions proposed during the meeting. The chairperson may announce to discontinue further discussions if the issue in question is considered to have been sufficiently discussed to proceed with voting, and shall allocate ample time to vote.

The Company shall record the entirety of shareholder meeting, including shareholders' admission, voting, and vote counting, in audio and video. All recorded files shall be retained for at least one year, or until the end of litigation if the meeting gives rise to any lawsuit concerning assembly or resolution. The above recordings may be kept in electronic form.

In the case of virtual shareholder meeting, the Company shall record and retain details of shareholders' registration, admission, queries, votes, and the final vote count. The entire meeting proceeding shall also be recorded non-stop in audio and video.

The abovementioned data and recordings shall be kept properly for as long as the Company exists; a copy of the recording shall also be retained by the video conference service provider. Shareholder meetings conducted via video conference should be recorded by the company on the backend operation interface of video conference platform.

Article 10(Shareholders' opinions)

Shareholders who wish to speak during the meeting must produce an opinion slip detailing the topic, shareholder ID (or the attendance ID serial) and shareholder's name. The order of shareholders' comments is determined by the chairperson.

Shareholders who submit an opinion slip without actually speaking are considered to have remained silent. If the shareholder's actual comments differ from those stated in the opinion slip, the actual comments expressed shall be taken into record.

Each shareholder shall speak no more than two times, for 5 minutes each, on the same motion unless otherwise agreed by the chairperson. The chairperson may stop shareholders from speaking if they violate any terms of the conference rules or speak outside the discussed topic. While a shareholder is speaking, other shareholders can not speak simultaneously or interfere in any way unless agreed by the chairperson and the person speaking. The chairperson shall restrain any person who violates this process.

Where a corporate shareholder has appointed two or more representatives to attend the shareholder meeting, only one representative may speak per motion.

After a shareholder has finished speaking, the chairperson may answer the shareholder's queries personally or appoint any relevant personnel to do so.

In the case of virtual shareholder meeting, shareholders who participate by way of video conference may raise queries through text over the video conferencing platform at any time after the chairperson announces commencement of meeting until the meeting is adjourned. These shareholders may not raise more than two queries of 200 words each per motion, and are not subject to the rules outlined in Paragraphs 1 to 5.

If the questions raised in the preceding paragraph do not violate regulations or exceed the scope of agenda, they should be disclosed on the shareholders' meeting video conference platform for everyone's awareness.

Article 11(Calculation of voted shares and avoidance of conflicting interests)

Unless otherwise specified in the Articles of Incorporation, voting in a shareholder meeting shall proceed according to the rules stated below and in Article 12.

Votes in a shareholder meeting are calculated based on the number of shares represented.

Shares that do not carry voting rights, as governed by the Articles of Incorporation or laws, are excluded from the calculation of outstanding shares when voting for the final resolution.

Shareholders shall abstain from voting on any motion discussed during the shareholder meeting that concern their self-interest and is likely to pose a conflict to the Company's interests.

Furthermore, these shareholders may not exercise voting rights on other shareholders' behalf for the particular motion.

The number of shares held by shareholders who are not permitted to vote, as described in the preceding Paragraph, shall be excluded from the calculation of total voting rights. However, for the calculation of minimum attendance requirement, these shares still count toward the total number of shares represented at shareholder meeting.

Shareholders are entitled to one vote per share, except in circumstances where voting rights are restricted, as outlined in the Articles of Incorporation or the conference rules.

With the exception of trust enterprises organized in accordance with the laws of The Republic of China or share transfer agents approved under the Public Companies section of the Articles of Incorporation, a proxy may not represent more than 3% of total voting rights as of book closure in aggregate when representing two or more shareholders during the meeting. Voting rights that exceed this threshold shall be excluded from calculation.

Article 12(Voting and resolution methods)

The Company must give shareholders the option to exercise voting rights in writing or using the electronic method during shareholder meetings. Instructions for exercising voting rights in writing or through electronic means must be stated clearly in writing on the meeting advice.

Shareholders who opt to exercise voting rights in writing or using electronic method, as

mentioned above, are considered to have participated in the shareholder meeting in person. However, these shareholders are not entitled to be notified or exercise voting rights in any extraordinary motion and/or any amendment to the original motion that may arise during the shareholder meeting. For the avoidance of doubt, shareholders who opt to exercise voting rights through these methods are considered to have waived their rights to be notified or vote on any extraordinary motion and/or any amendment to the original motions that may arise during the shareholder meeting.

Written and electronic voting instructions, as mentioned in the preceding Paragraph, shall be delivered to the Company at least 2 days before the shareholder meeting. In the event of duplicate submissions, the earliest submission shall be taken into record. However, this excludes situations where a proper declaration is issued to withdraw the previous arrangement.

Shareholders who wish to attend the shareholder meeting in person or via video conferencing after the Company has received their requests to exercise voting rights in writing or using electronic method in the manner described in the preceding Paragraph are required to withdraw their votes using the same method by which the vote was cast in the first place, and by no later than two days before the day of shareholder meeting. The written/electronic vote shall prevail if not withdrawn before the cutoff time. If a shareholder exercises vote in writing or through electronic means and at the same time delegates a proxy to attend shareholder meeting, the voting decision exercised by the proxy shall prevail.

Unless otherwise regulated in the Articles of Incorporation or the conference rules, a motion is passed when supported by shareholders representing more than half of total voting rights in the meeting. When voting, the chairperson or delegate thereof shall announce the total number of voting rights represented by attending shareholders for every motion discussed, and have shareholders vote on a case-by-case basis. Details including the number of votes in favor, against, and abstained for each discussion shall be uploaded onto MOPS on the same day the shareholder meeting ends.

In cases where several amendment or alternative solutions have been proposed at the same time, the chairperson shall determine the order in which proposals are to be voted. However, if any solution is passed, all other proposals shall be deemed rejected and no further voting is necessary.

The chairperson shall appoint ballot examiners and ballot counters to support the voting process. The ballot examiner must be a shareholder.

Ballots are to be counted openly at the shareholder meeting. Outcomes of the vote, including the final tally, must be announced on-site and recorded in minutes.

In the case of virtual shareholder meeting, shareholders who participate via video conference shall vote on various motions and elections over the video conferencing platform, and may do so from the time the chairperson announces commencement of meeting until the voting deadline.

Voting rights that are not exercised past the deadline are deemed to have abstained.

In the case of virtual shareholder meeting, votes shall be collectively counted after the chairperson announces that the voting session has ended. Outcomes of the motion and election are to be announced immediately.

If a physical shareholder meeting is held in conjunction with video conference, shareholders who wish to attend the physical meeting personally after registering for the video conference in accordance with Article 6 will be required to withdraw their registration using the same method by which the registration was submitted in the first place by no later than two days before the shareholder meeting. Shareholders who do not withdraw registration in time may only participate

in the shareholder meeting via video conference.

Shareholders who exercise voting rights in writing or using electronic method without expressing intent to withdraw and have participated in the shareholder meeting via video conference may no longer vote on the regular motion or amendment thereof, except in the case of extraordinary motions.

Article 13(Election or dismissal)

Shareholder meetings that involve election or dismissal of directors shall proceed according to the Articles of Incorporation. Results of the election or dismissal, including the list of directors elected and not elected and the final tally, must be announced on-site.

Outcomes and ballots of the election or dismissal mentioned in the preceding Paragraph shall be sealed and signed by both the ballot examiner and meeting chairperson, and retained for at least one year or until the end of litigation if the meeting gives rise to any lawsuit concerning its assembly or resolution.

Article 14(Shareholder meeting minutes)

Shareholder meeting resolutions shall be compiled into detailed minutes, signed or sealed by the chairperson, and disseminated to each shareholder or announced by no later than 20 days after the meeting. Preparation and distribution of meeting minutes can be made in electronic form, and shall be published onto the reporting system in a manner that complies with laws.

The minutes shall detail the date and venue of the meeting, the chairperson's name, the method of resolution, the proceeding, and voting results of various motions (including weight). If director election is held during the meeting, the minutes shall disclose the number of votes received by each candidate. It shall be retained for the duration of the existence of the Company. In the case of virtual shareholder meeting, the meeting minutes shall record not only the details mentioned in the preceding Paragraph, but also: the start and end time of meeting; the form of meeting; name of chairperson and minutes taker; methods of resolving malfunction of the video conferencing platform or discontinuance of live stream due to natural disaster, manmade incident, or other force majeure event; and how disruptions are handled.

When hosting a virtual shareholder meeting, the Company shall proceed according to the rules outlined in the preceding Paragraph and state in the meeting minutes any alternative measures for shareholders who have difficulties participating in the shareholder meeting via video conference.

Article 15(Order in the meeting)

Officers of the shareholder meeting must wear proper identification or arm badge.

Disciplinary officers or security staff may be appointed to help maintain order in the shareholder meeting under chairperson's command. While maintaining order in the meeting, all disciplinary officers and security staff are required to wear arm badges or identifications that identify their role as "Security."

The chairperson may stop anyone who attempts to speak using instruments that are not provided by the Company.

The chairperson may instruct security staff to remove shareholders who continue to violate conference rules or obstruct meeting proceeding despite being warned.

Article 16(Recess and resumption of meeting)

The chairperson may put the meeting in recess at appropriate times. In the event of force majeure, the chairperson may suspend the meeting temporarily and resume at another time.

If the shareholder meeting is unable to resolve all scheduled motions (including special motions) before the venue is due for return, participants may resolve to continue the meeting at an alternative location.

Article 17(External announcements)

On the day of the shareholder meeting, the Company shall disclose information on the number of shares acquired by proxy form acquirers, the number of shares represented by proxies, and the number of shares with voting rights exercised in writing or through the electronic method at the meeting venue using the prescribed format. In the case of virtual shareholder meeting, the Company shall upload the above data onto the video conferencing platform at least 30 minutes before the meeting commences, and disclose continuously until the meeting ends.

Upon commencement of a virtual shareholder meeting, the total number of shares represented at the meeting shall be disclosed over the video conferencing platform. The same requirement applies whenever the total number of shares and voting rights are counted over the course of the meeting.

The Company must disclose on MOPS in a timely manner any shareholder meeting resolutions that constitute material information as defined by law or the rules of Taiwan Stock Exchange Corporation (or Taipei Exchange).

Article 18(Information disclosure for virtual meeting)

In the case of virtual shareholder meeting, the Company shall upload the outcome of each motion and election over the video conferencing platform in a manner that conforms with rules immediately at the end of each voting session, and disclose continuously for at least 15 minutes after adjournment is announced by the chairperson.

Article 19(Location of chairperson and minutes taker for virtual shareholding meeting)

When the company convenes a video conference for shareholders' meeting, the chairman and the recording personnel should be at the same location within the country, and the chairman should announce the address of that location at the start of the meeting.

Article 20(Event of signal disruption)

In the case of a shareholders' meeting held via video conference, the chairman should announce at the beginning of the meeting that in addition to the circumstances specified in Article 44-20, Paragraph 4 of the Corporate Governance Best Practice Principles for Publicly Traded Companies where there is no need to postpone or resume the meeting, and if there is a disruption due to natural disasters, incidents, or other force majeure events that prevent participation via video conference or hinder the functioning of the video conference platform for more than thirty minutes before the chairman announces the adjournment, the meeting should be postponed or resumed within five days, and the provisions of Article 182 of the Company Act shall not apply. If meeting is to be postponed or prematurely adjourned in any of the situations described in the

preceding Paragraph, shareholders who did not register for the original virtual shareholder are unable to participate in the postponed/adjourned meeting.

If meeting is to be postponed or prematurely adjourned in any of the situations described in Paragraph 1, shareholders who registered and completed admission for the original virtual shareholder meeting but do not participate in the postponed/adjourned meeting will still have the number of shares, eligible votes, and exercised votes counted towards total shares and votes during the postponed/adjourned meeting.

When postponing or resuming a virtual shareholder meeting in any of the situations described in Paragraph 1, any motions that already completed the voting and vote count with the final outcome announced and any director or supervisor election that has already been concluded during the meeting need not be discussed or resolved again.

If a physical shareholder meeting is held in conjunction with video conference and the video conference discontinues for any of the reasons described in Paragraph 1 but the number of shares represented on-site still exceeds the statutory minimum after excluding those who participated via video conference, the shareholder meeting shall proceed as normal and need not be postponed or prematurely adjourned in the manner described in Paragraph 1.

If the meeting is to proceed as normal in the situation outlined above, shareholders who participate in the meeting via video conference shall have all of their shares counted toward the total number of shares represented at the meeting, but are considered to have waived the right to vote on all motions of the shareholder meeting.

If meeting is postponed or prematurely adjourned for any of the situations outlined in Paragraph 1, the timelines of various preparation works specified in Paragraph 7, Article 44-20 of Regulations Governing the Administration of Shareholder Services of Public Companies shall apply to the date of the original shareholder meeting.

The timelines mentioned in the latter part of Article 12 and Paragraph 3, Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and Paragraph 2, Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 of Regulations Governing the Administration of Shareholder Services of Public Companies shall apply to the date of the meeting postponed/prematurely adjourned under Paragraph 2.

Article 21(Establishment and amendment procedures)

The conference rules shall take effect immediately once approved during shareholder meeting; the same applies to all subsequent revisions.

Article 22(Regulatory changes)

For any subsequent changes in the laws of The Republic of China that are relevant to the rules stated herein, the amended laws shall take precedent over the rules. In which case, the Company shall amend the rules to conform with the new regulation and propose the amendment for resolution during the upcoming shareholder meeting.

Cowealth Medical Holding Co., Ltd.

Procedures for Selection of Directors

- Article 1 To ensure fair, just, and transparent selection of directors, this procedure is established in accordance with Article 21 of the Corporate Governance Best Practice Principles for Publicly Traded Companies.
- Article 2 The appointment of directors in the company shall be conducted in accordance with this procedure unless otherwise specified by laws or the Articles of Incorporation.
- Article 3 The appointment of directors in the company should consider the overall composition of the board of directors. The composition of board members should be diversified, taking into account the company's operations, business type, development needs, and appropriate diversification policies should be formulated, including but not limited to the following two major aspects:
- I. Basic criteria and values: Gender, age, nationality, culture, etc.
 - II. Professional knowledge and skills: Professional backgrounds (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience, etc.
- Board members should generally possess the knowledge, skills, and qualities necessary to perform their duties. The overall abilities they should possess include:
- I. Ability to make operational judgments.
 - II. Accounting and financial analysis skills.
 - III. Operation management abilities.
 - IV. Crisis management skills.
 - V. Industry knowledge.
 - VI. International market insights.
 - VII. Leadership skills.
 - VIII. Decision-making capabilities.
- More than half of the seats on the board of directors should not be held by individuals with a spouse or relatives within the second degree of kinship.
- The composition of the board of directors in the company should be considered for adjustment based on performance evaluations.
- Article 4 The qualification of independent directors in the company shall comply with the provisions of Articles 2, 3, and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".
- The selection of independent directors in the company shall comply with the provisions of Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", and shall be processed in accordance with Article 24 of the "Corporate Governance Best Practice Principles for Publicly Traded Companies".
- Article 5 The election of directors in the company shall follow the candidate nomination system procedures stipulated in Article 192-1 of the Company Act.

If directors are dismissed due to circumstances resulting in less than five directors, the company shall hold a supplementary election at the earliest shareholders' meeting. However, if the number of vacant director positions reaches one-third of the seats specified in the Articles of Incorporation, the company shall hold an extraordinary shareholders' meeting for supplementary election within sixty days from the date of occurrence.

If the number of independent directors falls below the provision of Article 14-2, Paragraph 1 of the Securities and Exchange Act, a supplementary election shall be held at the earliest shareholders' meeting. If all independent directors are dismissed, the company shall hold an extraordinary shareholders' meeting for supplementary election within sixty days from the date of occurrence.

- Article 6 The election of directors in the company shall adopt a cumulative voting system, where each share is entitled to voting rights equal to the number of directors to be elected, allowing shareholders to concentrate their votes on one candidate or distribute their votes among multiple candidates.
- Article 7 The board of directors shall prepare voting papers equal to the number of directors to be elected, which indicate their voting weights and distribute them to attending shareholders at the shareholders' meeting. The names of the voters may be replaced by their attendance certificate numbers printed on the voting papers.
- Article 8 The voting rights of directors, as stipulated in the company's Articles of Incorporation, shall be separately calculated for independent directors and non-independent directors. The candidates with the highest voting weights obtained from the voting papers shall be elected successively, with a random draw conducted in case of a tie among candidates with equal voting weights exceeding the designated quota; the chairman shall conduct the draw on behalf of absentees.
- Article 9 Before the election begins, the chairman shall appoint several shareholders as scrutineers and vote counters to perform their respective duties. The ballot box shall be prepared by the board of directors and publicly verified by the scrutineers before voting.
- Article 10 A voting paper shall be deemed invalid if it meets any of the following conditions:
1. Voting papers not prepared by the person with convening authority.
 2. Blank voting papers inserted into the ballot box.
 3. Illegible or altered handwriting.
 4. Discrepancies between the filled-in candidate names and the director candidate list after verification.
 5. Including other text besides indicating the distribution of voting rights.
- Article 11 After voting, the votes should be counted on the spot, and the results should be announced immediately by the chairman, including the list of elected directors and their respective voting weights.
- The voting papers for the above election matters should be sealed and signed by the scrutineers, properly kept, and retained for at least one year. However, if shareholders file a lawsuit under Article 189 of the Company Act, they should be retained until the lawsuit concludes.
- Article 12 The elected directors shall receive a notification letter issued by the board of directors of the company.
- Article 13 This procedure shall take effect upon approval by the shareholders' meeting and shall also apply to amendments.

Cowealth Medical Holding Co., Ltd.

Shareholding status of directors and independent directors

Reference date: March 22, 2026

Title	Name	Date elected	Shareholding when elected			Current shareholding			Note
			Type	Number of shares	% of current outstanding	Type	Number of shares	% of current outstanding	
Chairman	Chiung-Chih Wang	May 24, 2023	Common shares	7,301,186	9.43%	Common shares	6,975,186	9.01%	
Director	Duen Lee	May 24, 2023	Common shares	8,449,834	10.91%	Common shares	9,177,834	11.85%	
Director	Chuan Chin	May 24, 2023	Common shares	420,700	0.54%	Common shares	420,700	0.54%	
Director	Kuang-Tsan Tsao	May 24, 2023	Common shares	0	0.00%	Common shares	0	0.00%	
Independent Director	Ying-Tung Lou	May 24, 2023	Common shares	0	0.00%	Common shares	0	0.00%	
Independent Director	Chung-Wen Tong	May 24, 2023	Common shares	317,842	0.41%	Common shares	317,842	0.41%	
Independent Director	Kun-Chih Chen	May 24, 2023	Common shares	0	0.00%	Common shares	0	0.00%	
Independent Director	Shu-Hua Chen	113.09.10	Common shares	0	0.00%	Common shares	0	0.00%	
Total			Common shares	16,489,562		Common shares	16,891,562		

Total shares issued on May 24, 2023: 77,449,547 shares

Total shares issued on September 10, 2024: 77,449,547 shares

Total shares issued on March 22, 2026: 77,449,547 shares

Note: The statutory shareholding requirement for all directors of the company is 6,195,963 shares; the directors held 16,573,720 shares as of March 22, 2026.

© The Company has established an Audit Committee; therefore, the statutory shareholding requirements applicable to supervisors do not apply.

© Shares held by independent directors are not included in the shareholdings of directors.



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