

# Energenesis Biomedical Co., Ltd.

## 2023 Annual General Shareholders' Meeting Handbook

How Will the Meeting Be Held: Physical shareholders' meeting

Time: 10:00 am, May 26, 2023

Venue: 6 F, No. 21, Ln. 583, Ruiguang Rd., Neihu Dist., Taipei City (The Company's Conference Room)

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# ONE. Meeting procedures

## Energenisis Biomedical Co., Ltd. Procedure for 2023 General shareholders' Meeting

- I. Call Meeting to Order
- II. Chairman's Address
- III. Report Items
- IV. Proposal Items
- V. Matters for Discussion
- VI. Elections
- VII. Other Proposals
- VIII. Extraordinary Motions
- IX. Adjournment

## TWO. Agenda

Energenesis Biomedical Co., Ltd.

### 2023 General Shareholders' Meeting Agenda

Date: 10:00 am, May 26, 2023

Place of the Meeting: 6 F, No. 21, Ln. 583, Ruiguang Rd., Neihu Dist., Taipei City (The Company's Conference Room)

#### **I. Report Items**

- (I) 2022 Business Operation Report.
- (II) Audit Committee's Audit Report
- (III) 2022 Remuneration to Directors.
- (IV) Implementation Status of the Company's "Sound Operation Plan".
- (V) Amendment to the Company's "Rules of Procedure for Board of Directors' Meetings".
- (VI) Amendment to the Company's "Sustainable Development Best Practice Principles".
- (VII) Private Placement of Securities.

#### **II. Ratifications**

- (I) 2022 Financial Statements and Business Report.
- (II) 2022 Appropriation for Offsetting Deficits.

#### **III. Matters for Discussion**

Intended private placement for capital increase in cash with common stock shares issued.

#### **IV. Elections**

One Director of the Company.

#### **V. Other Proposals**

Lifting of Business Strife Limitation for New Directors.

#### **VI. Extraordinary Motions**

#### **VII. Adjournment**

## I. Report Items

### Item 1

Subject: 2022 Business Operation Report.

Explanation: Please refer to Attachment 1 on Pages 11 to 12 of this Handbook for the 2022 Business Report.

### Item 2

Subject: Audit Committee's Audit Report

Explanation: Please refer to Attachment 2 on Page 13 of this Handbook for the Audit Committee's Audit Report.

### Item 3

Subject: 2022 Remuneration to Directors.

Explanation: Please refer to Attachment 3 on Pages 14 to 15 of this Handbook for 2022 remuneration to directors.

### Item 4

Subject: Implementation Status of the Company's "Sound Operation Plan".

Explanation:

1. This is handled according to the Taipei Exchange letter (TPEX Review No. 1060021369) dated August 18, 2017. It says under Explanation 4 of the said letter that "please make sure to enforce the Sound Operation Plan and submit it to the Board of Directors on a quarterly basis for purpose of control and present in the shareholders' meeting."
2. Please refer to Attachment 4 on Pages 16 to 20 of this Handbook for the implementation status of the Company's "Sound Operation Plan".

### Item 5

Subject: Amendment to the Company's "Rules of Procedure for Board of Directors' Meetings".

Explanation: To go with the changes to the laws and regulations of the competent authority, some articles of the "Rules of Procedure for Board of Directors' Meetings" are revised. For the comparison table of the revised articles, please refer to Attachment 5 on Pages 21 to 22 of this Handbook.

### Item 6

Subject: Amendment to the Company's "Sustainable Development Best Practice Principles".

Explanation: To go with the changes to the laws and regulations of the competent authority, some articles of the "Sustainable Development Best Practice Principles" are revised. For the comparison table of the revised articles, please refer to Attachment 6 on Page 23 of this Handbook.

Item 7

Subject: Private Placement of Securities.

Explanation:

1. Private placement for capital increase in cash with issuance of common stock shares was approved through the 2022 General Shareholders' Meeting of the Company; it is expected that the ceiling number of new shares issued is 10,000,000. As is required by Article 43-6 Paragraph 7 of the Securities and Exchange Act, private placement of securities may take place in separate batches within 1 year after the date of decision.
2. The above-mentioned private placement of common stock shares is yet to be implemented to date. In light of the imminent issue deadline and qualified subscribers are yet to be found at present, the Company will not continue with the private placement for the remainder of the duration.

## II. Proposal Items

Case 1 (Introduced by the Board of Directors)

Subject: 2022 Financial Statements and Business Report for your ratification.

Explanation:

1. The 2022 Financial Statements prepared by the Company's Board of Directors have been audited and certified by CPA Shu-Juan Yeh and CPA Guo-Ning Huang of Deloitte Taiwan. Together with the 2022 Business Report, they were submitted to the Audit Committee, which already completed the audit, with the written Audit Report issued.
2. For the Business Report, CPA's Audit Report, and 2022 Financial Statements, please refer to Attachment 1 on Pages 11 and 12 and Attachment 7 on Pages 24 through 31 of this Handbook.
3. Your ratification is requested herein.

Resolution:

Case 2 (Introduced by the Board of Directors)

Subject: 2022 Appropriation for Offsetting Deficits for your ratification.

Explanation:

1. The deficits to be offset at start of term were NTD0 and the after-tax net loss post settlement for 2022 was NTD265,663,860. The deficits to be offset for the current term are NTD265,663,860.
2. As is required by Article 239 of the Company Act, it is intended to apply the capital reserve of NTD175,379,724 for offsetting the deficits. The deficits to be offset at end of term are NTD90,284,136. Due to the fact that there are deficits (no earnings) for the current year, no compulsory surplus reserve will be set aside according to law and no shareholder bonus, employee remuneration, and director remuneration will be distributed, either. For the table of appropriation for offsetting deficits, refer to the following:
3. Your ratification is requested herein.

Energensis Biomedical Co., Ltd.

2022 Table of Appropriation for Offsetting Deficits

Unit: NTD

Item	Amount
Deficit yet to be compensated at the beginning of the period	\$ -
Add: 2022 net loss after tax	( 265,663,860 )
Deficits to be offset for the current term	( 265,663,860 )
Item with deficits to be offset:	
Capital reserve – premium from issuance of shares	175,257,724
Capital reserve - others	122,000
Accumulated deficits at end of term	( \$ 90,284,136 )

Chairman  
Ren-Yi Chiu  
Resolution:



President Han-  
Min Chen



Head of accounting:  
Pei-Zhou Chen



### III. Matters for Discussion

Case 1 (Introduced by the Board of Directors)

Subject: Intended private placement for capital increase in cash with common stock shares issued for your discussion.

Explanation:

1. For the synergistic effect of the management strategy and to improve the financial structure and enhance the self-owned capital rate, the Company intends to issue new shares through private placement with a ceiling number of 10,000,000 as required by Article 43-6 of the Securities and Exchange Act; the denomination per share is NTD10. In light of the fluctuating and changeable nature of the capital market, it is intended to authorize the Board of Directors through the shareholders' meeting to choose a proper time point when funds may be raised through private placement of common stock shares. Once authorized through the 2023 General Shareholders' Meeting, the Board of Directors shall embark on it three times separately within a year from the date a decision is made in the shareholders' meeting and may suspend or cancel the issuance.
2. Clarifications are provided below as required by Article 43-6 of the Securities and Exchange Act on how issuance will take place with and details of the private placement:
  - (1) Basis for and reasonableness of pricing  
Pricing for the current private placement of common stock shares is set as follows:
    - A. Before the listing date, the reference price of the stock is the higher of those obtained according to the following two criteria:
      - (a) The share price after the sum of the strike price of each business day of common stock shares as shown in the emerging board computer price negotiation system over the 30 business days prior to the pricing date is divided by the sum of shares traded on each business day, with free allotment ex-right and cash dividend subtracted, plus reverse ex-right upon capital reduction.
      - (b) The net worth per share as shown in the most recent Financial Report audited/certified or approved by CPAs before the pricing date.
    - B. After the listing date, the reference price of the stock is the higher of those obtained according to the following two criteria:
      - (a) The share price after the free allotment ex-right and cash dividend are subtracted from the simple arithmetic mean of closing prices of common stock shares over the one, three, or five business days before the pricing date plus reverse ex-right upon capital reduction.
      - (b) The share price after the free allotment ex-right and cash dividend are subtracted from the simple arithmetic mean of closing prices of common stock shares over the thirty business days before the pricing date plus reverse ex-right upon capital reduction.
    - C. The actual issue price of the current private placement shall not be lower than 80% of the reference price. For the actual pricing date and the actual private placement price, it is intended to authorize the Board of Directors through the shareholder's meeting to set them taking into consideration the market condition and the condition of specific people approached in the future within the range where it is not below the pricing criteria and the percentage decided in the shareholders' meeting and it is not below the denomination.

D. Determination of the current private placement price will be based on the laws and regulations of the competent authority, with reference to the reference price mentioned above and the “three-year transfer restriction” for private placement securities under the Securities and Exchange Act; as such, the price set shall be reasonable.

(2) How are the private placement-specific people selected

A. Targets of current private placement are limited to specific people defined in Article 43-6 of the Securities and Exchange Act. Besides banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal persons or institutions approved by the competent authority, the total number of subscribers for the current private placement may not exceed 35.

B. For the current private placement, strategic investors are selected to be the subscribers. Information is provided below:

(a) Method and Purpose: The subscribers selected shall be those capable of helping the Company grow business, invest in new businesses, improve the financial structure, and complete strategic alliance and shall be able to boost the competitive advantages of the Company.

(b) Necessity: In light of the demand of the Company for clinical trial budget and the necessity to quickly acquire royalties from licensing new drugs, it is intended to introduce strategic investors conducive to the development of new drugs in the future.

(c) Expected Benefits: The inclusion of subscribers helps expedite clinical trials to be conducted in major countries around the world and explore opportunities to talk with international pharmaceutical companies, which will help acquire the royalties from licensing new drugs, too.

C. Subscribers are yet to be approached and determined so far.

3. Rationale for organizing private placements:

(1) When public offering is not adopted:

To enrich its working capital, the Company is needing funds. In light of the fact that private placement works relatively faster, simple, convenient, and time-effective. If funds are raised through public offering, it tends to obstruct the time-effectiveness of funds-raising. Therefore, in order to bring down the fund-raising cost, private placement is intended for capital increase in cash with common stock shares issued and the Board of Directors is authorized to take care of it in order to enhance the funds-raising efficiency of the Company.

(2) The limit available for private placement through the current capital increase in cash does not exceed 10,000,000 shares. It is to be done three separate times within a year after the date of decision through the 2023 General Shareholders' Meeting.

A. Purpose of Private Placement Funds: All three times are meant to enrich the working capital.

B. Benefits Expected to Be Fulfilled: It is expected that all three times will help improve the financial composition, lower the operational risk, and enhance competitive advantages on the market and may strengthen the overall financial structure and solvency.

4. Rights and Obligations Associated with Current Private Placement of Securities:

The rights and obligations associated with the current private placement of

common stock shares are identical to those of common stock shares already issued by the Company. As is required by the Securities and Exchange Act, however, within three years from the date the private placement shares are delivered of the Company, except for the assignment required by Article 43-8 of the Securities and Exchange Act, no resale is allowed. For the current private placement of common stock shares, after three years from the date of delivery, the Board of Directors is authorized to decide, depending on current circumstances, whether or not to apply with the competent authority for public offering and for being traded publicly according to applicable requirements.

5. For matters not specified for the current private placement of common stock shares, when changes or modifications are required in cases of regulatory amendments or as required by the competent authority and as part of the operational evaluation or the objective setting. It is intended to authorize the Board of Directors through the shareholders' meeting to take charge.
6. It is brought forth for discussion.

Resolution:

#### IV. Elections

Subject: One Director of the Company. (Introduced by the Board of Directors)

Explanation: 1. Mr. Shang-Chih Gong, the original director of the Company, resigned on December 13, 2022. In order to reinforce the structure of the Company's Board of Directors, it is intended to elect another director to fill the vacancy as required by Articles of Incorporation 12.

2. In light of the fact that the Company is now ready to go public, the candidate nomination system shall be adopted for the election of directors. As such, the candidate nomination system is adopted for the current election of the director to fill the vacancy.

3. The new director is to be inaugurated as soon as he/she is elected through the General Shareholders' Meeting, to serve a term as that of the other directors of the current intake up to May 26, 2025.

4. List and related information of candidate directors are as follows:

Account No.	Name	Education	Experience	Current Position	Name of government or corporate entity represented	Type of nominee	No. of shares held
1056	Wei-Chun Weng	Doctorate, Graduate School of Chemistry, University of Pennsylvania	<ul style="list-style-type: none"> <li>◆ President, SCI Pharmtech, Inc.</li> <li>◆ Research Fellow, Industrial Technology Research Institute</li> </ul>	<ul style="list-style-type: none"> <li>◆ Chairman, SCI Pharmtech, Inc.</li> <li>◆ Chairman and President, YUSHAN PHARMACEUTICALS, INC.</li> <li>◆ Director, Mercuries &amp; Associates Holding, Ltd.</li> <li>◆ Director, Shufeng Investment Co., Ltd.</li> <li>◆ Director, Shuren Investment Co., Ltd.</li> <li>◆ Director, Suzonetech Co., Ltd.</li> <li>◆ Director, Simple Mart Retail Co., Ltd.</li> <li>◆ Director, Mercuries F&amp;B Co., Ltd.</li> <li>◆ Director, Mercuries Life Insurance Co., Ltd.</li> <li>◆ Director, Taiwan Celebrity Golf Sports Revitalization Foundation</li> <li>◆ Director, Shui-Mu Foundation of Chemistry</li> <li>◆ Director, Kaohsiung Lishui Education Foundation</li> <li>◆ Director, Framosa Co., Ltd.</li> <li>◆ Director, Criminal Investigation and Prevention Association, R.O.C.</li> </ul>	None	Directors	80,000

Election Results:

## **V. Other Proposals**

Subject: Lifting of business strife limitation for new directors for your discussion.  
(Introduced by the Board of Directors)

Explanation: 1. According to Article 209 of the Company Act, “A director who does anything for himself or on behalf of another person that is within the scope of the company's business shall explain during the shareholders’ meeting the essential contents of such behavior and secure its approval.”

2. To meet operational demand, without impacting the normal operations of the Company and damaging corporate interest, it is intended to bring forth during the 2023 General Shareholders' Meeting for approval of lifting of business strife limitation for new directors and supplement information on anything that a new director does for himself or on behalf of another person that is within the scope of the company's business.

3. The scope of business strife for new directors will be supplemented before this case is discussed after a re-election during the general shareholders’ meeting.

4. It is brought forth for discussion.

Resolution:

## **VI. Extraordinary Motions**

## **VII. Adjournment**

# THREE. Attachment

## Attachment 1. 2022 Business Report

### Energensis Biomedical Co., Ltd. 2022 Business Report

#### I. 2022 Operational Report

##### (I) Business Plan Implementation Results

The net business revenue of the Company of 2022 is NT\$ (same as below) 7,351 thousand, a decrease of 138 thousand or 1.84% from the previous year as a result of the global pandemic. The main source of revenue is reagents and experiment service/analysis.

The after-tax deficits of 2022 come to 265,664 thousand, an increase of 145,428 thousand, mainly because of the increased expenditure on the Phase 3 clinical trial of topical gel for diabetic ulcer, ENERGI-F703 (F703), that began in the US and the preparations for the Phase 1 clinical trial being applied for of ENERGI-F705 (F705) in the treatment of Parkinson's disease.

The Company has developed a variety of new drugs. F703 is now in a Phase 3 clinical trial in the US while for F701 (the new drug treating abnormal hair loss [F701]), the Phase 2 clinical trials in the US/Taiwan are completed and talks with international pharmaceutical companies are ongoing over authorization. In addition, Phase 2 clinical trials of ENERGI-F703VLU, the topical gel treating venous leg ulcer (F703VLU), are ongoing.

Besides the above-mentioned developments of new drugs, Energensis Biomedical is proactively preparing for and applying for Phase 1 clinical trials of ENERGI-F705, a new drug treating Parkinson's disease and the project concerning the topical cream treating hereditary epidermolysis bullosa (F703EB). It is expected that the R&D momentum of the Company will continue to climb to increase our international competitive advantages.

##### (II) Analysis of revenues and expenditures, and profitability

Unit: Thousand NTD

Item		Year	2022	2021	Increase (decrease) ratio (%)
Financial receipts and expenditures	Operating income		7,351	7,489	(1.84)
	Operating margin		5,165	5,359	(3.62)
	Net income after tax		(265,664)	(120,236)	(120.95)
Profitability	Return on asset (%)		(35.00)	(15.08)	(132.10)
	Return on equity (%)		(36.52)	(15.77)	(131.58)
	Pre-tax net profit to paid-in capital ratio (%)		(39.74)	(18.12)	(119.32)
	Net profit margin (%)		(3,613.98)	(1,605.50)	(125.10)
	Earnings per share (NTD)		(3.99)	(2.00)	(99.50)

##### (III) Research and development status

The Company's R&D Progress of 2022 is as follows:

1. Preparations for global Phase 3 clinical trials have begun for F703.
2. Clinical trials are ongoing for F703VLU.
3. The report containing the results of Phase 2 clinical trials of F703 has been released in the sub-journal eClinicalMedicine of the international authoritarian medical journal, the Lancet.
4. F703EB is qualified as orphan drug (ODD) by the Office of Orphan Products

Development (OOPD) under the US Food and Drug Administration (FDA) as notified through its certification letter.

5. F703EB is qualified for rare pediatric disease (RPD) by the Office of Orphan Products Development (OOPD) under the US Food and Drug Administration (FDA) as notified through its certification letter.

In addition, Energenesis Biomedical has secured patent protection for respective indications. Besides the existing patents in the US, Europe, Japan, Australia, Taiwan, China, Israel, and Korea, additional ones were obtained throughout 2022:

1. United States - “promotion of wound healing” invention patent.
2. Malaysia - “Compound for Activating AMPK and Uses Thereof” invention patent.
3. United States - invention patent having originated from “activated AMPK technology” treating inflammatory disease in humans.

The Company will continue to apply for additional patents in the future and extend patent protection so as to add value to new drugs as a whole.

## II. The Company’s future development strategies

### (I) Short-term Development Plans

1. Conduct global Phase 3 clinical trials of F703 and proactively seek talks with international pharmaceutical companies over possible collaborative development or technical authorization.
2. Finish preparations prior to the application for Phase 1 clinical trials of F705.
3. Seek talks with international pharmaceutical companies or international heavyweight cosmetics manufacturers over possible technical authorization or collaborative development of F701 and expedite commercialization of F701.

### (II) Long-term Development Plans

1. Seek strategic partners to jointly develop pre-clinical new drugs.
2. Reinforce patent deployment and explore opportunities for international authorization over new drugs.
3. Introduce potential candidate drugs through academic solicitation.

## III. Conclusion

Energenesis Biomedical, with its unique ENERGI drug development platform and numerous new drugs available for development, prioritizes markets without drugs or with unmet topical drugs in order to increase the success rate in the development of new drugs and to expedite the new drug development timeline. Once a Phase 2 clinical trial is approved, proactive efforts are made to seek technical authorization or collaborative development with international pharmaceutical companies and to expedite the deployment of new drugs around the world. Respective new drug projects are going well at present. Besides F703, for which preparations for global Phase 3 clinical trials have begun, Phase 2 clinical trials are conducted as well for F703VLU. On the ENERGI drug development platform in the future, once any new drug is approved through Phase 1 or 2 clinical trials, the Company will proactively seek technical authorization or collaborative development with international pharmaceutical companies. They will help explore sales opportunities and the Company will continue to maximize the commercial value of its drugs and make substantial contributions to the treatment of disease in humans.

Finally, on behalf of the Company, I would like to thank all shareholders, ladies and gentlemen, for your unchanged support for the developments of the Company over the years. You are the reason that the Company gets to grow stronger and march towards its visions.

Chairman Ren-Yi Chiu



President Han-Min Chen



Head of accounting: Pei-Zhou Chen



## **Attachment 2. Audit Committee's Review Report**

### **Energenesis Biomedical Co., Ltd. Audit Committee's Review Report**

The Company's Board of Directors prepared and submitted the 2022 Business Report, Financial Statements, and Proposal of Appropriation for Offsetting Deficits. The Financial Statements, in particular, have been audited by CPA Shu-Juan Yeh and CPA Guo-Ning Huang of Deloitte Taiwan. The Business Report, Financial Statements, and Proposal of Appropriation for Offsetting Deficits as mentioned above have been audited by the Audit Committee and nothing is believed to be non-conforming. They have also been approved unanimously among all members. As such, the Report is submitted as required by Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your review.

To:

The Company's 2023 General Shareholders' Meeting

Energenesis Biomedical Co., Ltd.  
Ke-Hua Ding, Convener of Audit Committee

March 6, 2023

### **Attachment 3. 2022 Remuneration to Directors**

The Company's 2022 remuneration to directors (including independent directors) is mainly the transportation for directors (including independent directors) to attend the Board of Directors' meeting and the meeting of the functional committee (the Audit Committee and the Compensation and Remuneration Committee) and the remuneration determined according to Articles of Incorporation 15. The Board of Directors is authorized to determine the remuneration according to the Company's "Director Remuneration Payment Guidelines" reflective of the extent of each director's involvement in corporate operations and the value of his/her contribution, referring to the common practice in the industry. In addition, the remuneration to directors is in deficit after settlement for 2021. No remuneration to directors was distributed in 2022.

The Company's remuneration paid to general directors and independent directors in 2022 is as follows:

Unit: Thousand NTD

Title	Name	Director's remuneration								Ratio of the total of A, B, C and D to net income after tax		Remuneration for part-time employees								Ratio of the Sum of Items A, B, C, D, E, F, and G to Net Income After Tax (%)		Remuneration from reinvestments other than subsidiaries or the parent company
		Remuneration (A)		Severance pay and pension (B)		Director's remuneration (C)		Business expenses (D)				Salary, bonuses, and allowances (E)		Severance pay and pension (F)		Remuneration to employees (G)						
		The Company	All companies in the consolidated financial statements	The Company	All companies in the consolidated financial statements	The Company	All companies in the consolidated financial statements	The Company	All companies in the consolidated financial statements	The Company	All companies in the consolidated financial statements	The Company	All companies in the consolidated financial statements	The Company	All companies in the consolidated financial statements	The Company		All companies in the consolidated financial statements		The Company	All companies in the consolidated financial statements	
Chairman	Ren-Yi Chiu	2,765	2,765	-	-	-	-	88	88	(1.07%)	(1.07%)	-	-	-	-	-	-	-	-	(1.07%)	(1.07%)	None
Directors	Han-Min Chen	360	360	-	-	-	-	21	21	(0.14%)	(0.14%)	7,106	7,106	108	108	-	-	-	-	(2.40%)	(2.40%)	None
Directors	Chung-Jung Tsai	360	360	-	-	-	-	-	-	(0.14%)	(0.14%)			-	-	-	-	-	-	(0.14%)	(0.14%)	None
Directors (Note)	Shang-Chih Gong	360	360	-	-	-	-	51	51	(0.15%)	(0.15%)	-	-	-	-	-	-	-	-	(0.15%)	(0.15%)	None
Independent Director	Ke-Hua Ding	840	840	-	-	-	-	81	81	(0.35%)	(0.35%)	-	-	-	-	-	-	-	-	(0.35%)	(0.35%)	None
Independent Director	Shou-Shan Wu	840	840	-	-	-	-	66	66	(0.34%)	(0.34%)	-	-	-	-	-	-	-	-	(0.34%)	(0.34%)	None
Independent Director	Yu-Ren Wu	840	840	-	-	-	-	66	66	(0.34%)	(0.34%)	-	-	-	-	-	-	-	-	(0.34%)	(0.34%)	None

- The policy, system, standards and structure of the remuneration packages of the Independent Directors and explain the relevance of the amount of remuneration paid to them based on factors such as responsibility, risk and time commitment: The remuneration to independent directors of the Company includes executive rewards, transportation, and the remuneration to directors distributed according to the Articles of Incorporation. For the duties fulfilled for the Company, with earnings or not, the Company shall pay independent directors a fixed amount as the rewards. The rewards are to be determined by the Board of Directors referring to the common practice in the industry according to the Company's "Director Remuneration Payment Guidelines" reflective of the extent of each director's involvement in corporate operations and the value of his/her contribution. In cases of earnings, for the remuneration to directors to be distributed as required by the Articles of Incorporation, the President and the Compensation and Remuneration Committee are to submit the Earnings Distribution Proposal reflective of the extent of each director's involvement in corporate operations and the value of his/her contribution, which will then be turned into the Board of Directors for approval.
- Except as disclosed above, remuneration received by directors in the latest year for on-balance sheet services (e.g., acting as a non-employee consultant) rendered to the Company: None.

Note: Director Shang-Chih Gong resigned on December 13, 2022.

## Attachment 4. Sound Operation Plan

# Energenis Biomedical Co., Ltd.

## Sound Operation Plan

### I. Recent Company Overview

The Company now begins to conduct the Phase 3 clinical trial of ENERGI-F703 as topical gel treating diabetic foot ulcer (F703) in the US and Phase 2 clinical trial of ENERGI-F703VLU as topical gel treating venous leg ulcer. International Phase 3 clinical trials of F703 will be conducted in the future.

Besides continuing to talk with international pharmaceutical companies over drug licensing, the Company continues with pre-clinical preparations for F705 treating Parkinson's disease and other indications as well.

Current R&D status is shown in Figure 1 and recent R&D status is shown in Figure 2 below:

Figure 1. Current developmental status of the ENERGI new drug platform

CODE	INDICATIONS	Discovery 藥物探索	Lead opt. 最適化	Pre-clinical 臨床前開發	Phase 1 臨床一期	Phase 2 臨床二期	Phase 3 臨床三期	NDA 查驗登記	Market 新藥上市
<b>DERMATOLOGY DISEASES - 皮膚相關疾病</b>									
F703	Diabetic foot ulcer treatments (gel) 糖尿病足部潰瘍外用凝膠								
F701	Alopecia treatments (tonic) 防止落髮外用液劑								
F703VLU	Venous leg ulcers treatment (gel) 下肢靜脈潰瘍外用凝膠								
F703EB	Epidermolysis Bullosa (cream) 遺傳性表皮鬆解性水皰症乳霜								
F711	Burn treatments (cream) 燒燙傷用藥								
<b>MITOCHONDRIA DEFICIENCY - 粒線體相關疾病</b>									
F705	Parkinson's disease 巴金森氏症								
F707	Mitochondria deficiency treatments 粒線體缺失疾病								
<b>METABOLIC SYNDROMES - 新陳代謝疾病</b>									
F702	Diabetes control 第二型糖尿病降血糖口服藥								
<b>INFLAMMATION RELATED - 發炎相關疾病</b>									
F704	inflammatory bowel disease 腸躁症								
F708	Asthma treatments 氣喘病								
<b>OTHERS - 其他</b>									
F706	Cachexia treatments 癌惡病質用藥								
F709	Vaccine adjuvants 疫苗佐劑								

Figure 2: Recent development plan for the ENERGI new drug platform

開發代號	名稱	2020	2021	2022	2023	2024	2025
F703	Diabetic foot ulcer treatments (gel) 糖尿病足部潰瘍外用凝膠	PII	EOP2	PIII	PIII	PIII	NDA <sup>1</sup>
F701	Alopecia treatments (tonic) 防止落髮外用液劑	PII	AGA <sup>2</sup> Trial	AGA <sup>2</sup> Trial			
F703VLU	Venous leg ulcer treatments (cream) 下肢靜脈潰瘍外用凝膠	PII (IND)	PII	PII	PII	PII	PIII <sup>3</sup>
F705	Parkinson' s disease (oral formulation) 帕金森氏症	Pre-clinical	Pre-clinical <sup>3</sup>	PI	PI		

1. 由授權方執行
2. 學術型臨床研究
3. 系統性重複毒理試驗

## II. Causes of Deficits Over the Past 2 Years of the Company

A main part of the Company's business is the development of new drugs. Despite the income from reagents and experiment service and analysis over the past few years, the Company will focus in the future on collecting royalties from licensing drugs. Because of the lengthy nature of new drug research and development and the fact that several new drugs are being researched and developed and under clinical trials now, the Company continued to see operational deficits over the past 2 years. If the Company can continue to enrich its working capital, it will help contribute to the funds needed for the Company's Phase 3 clinical trials of F703 and acquire the drug permit early on for the distribution of drugs. Once the Company makes profit, it will reinforce the Company's operational capabilities.

Table 1. Overview of investments made by the Company in R&D over the past 2 years

Unit: Thousand NTD

Item \ Year	2022	2021
Operating income	7,351	7,489
Operating margin	5,165	5,359
R&D expenses	213,680	61,759
Operating expenses	276,819	127,449
Net loss after tax	(265,664)	(120,236)
Ratio of R&D expenditure to after-tax income	80.43%	51.36%

Source: 2021 and 2022 Financial Statements audited and certified by the CPAs.

### III. Income Statement

#### (I) 2022 Comprehensive Income Statement

Unit: Thousand NTD

Item \ Year	2022	
	Amount	%
<b>Operating income</b>	7,351	100
<b>Operating margin</b>	5,165	70
<b>Operating expenses</b>		
Selling expenses	3,903	53
Administrative expenses	59,236	806
R&D expenses	213,680	2,906
Total operational expenses	276,819	3,765
<b>Net operating loss</b>	(271,654)	(3,695)
<b>Non-operating revenues and expenses</b>	5,990	81
<b>Net loss before tax</b>	(265,664)	(3,614)
<b>Income tax expense</b>	0	0
<b>Gains (Losses) after tax</b>	(265,664)	(3,614)

Source: 2022 Financial Statements audited and certified by the CPAs.

#### (II) Fulfillment of 2022 Budget

Unit: Thousand NTD

General ledger account	2022 Actual accumulated amount	2022 Expected accumulated amount	Actual v.s. expected difference	Actual v.s. expected fulfillment rate
<b>Operating income</b>	7,351	7,172	179	102%
<b>Operating costs</b>	2,186	2,294	(108)	95%
<b>Operating margin</b>	5,165	4,878	287	106%
Gross profit rate	70.26%	68.01%		
Selling expenses	3,903	4,216	(313)	93%
Management and general expenses	59,236	64,751	(5,515)	91%
R&D expenses	213,680	217,055	(3,375)	98%
<b>Total operational expenses</b>	276,819	286,022	(9,203)	97%
Rate	3,765%	3,988%		
<b>Net operating loss</b>	(271,654)	(281,144)	9,490	97%
Non-operational gains and losses	5,990	5,157	833	116%
<b>Net loss before tax</b>	(265,664)	(275,987)	10,323	96%

For the overall 2022 budget rate, besides the fact that the fulfillment of R&D expenses is affected by the implementation status of clinical trials, the remainder generally fell in line with the expected range of budget.

#### IV. Future Improvement Plan

For the Company, R&D is focused on the unique ENERGI drug development platform. The submission route is 505 b2 (NME, Phase 2 clinical trials can be conducted directly) and the market selected is primarily that yet to have new drugs or with unmet needs for topical drugs in order to increase new drug development income. Intellectual property rights over new drugs, however, are the primary authorization products of a biotech new drug company. Energenesis Biomedical has had respective indications protected by patents and has gradually acquired invention patents for respective indications in the US, Japan, Taiwan, China, Australia, and Europe. The Company will continue to apply for patents and extend existing patents in the future so as to boost the overall value of new drugs.

There are a variety of new drugs of the Company under research and development at the moment. Besides the Phase 3 clinical trial of F703 that has begun in the US now and the Phase 2 clinical trial of ENERGI-F703VLU as topical gel treating venous leg ulcer, the Company will continue to talk with international pharmaceutical companies over licensing of drugs in the future and continue with pre-clinical preparations for F705 in the treatment of Parkinson's disease and other indications. The Company will lower the risk of failure with a single new drug by constantly enhancing its R&D capabilities. It is expected that once a new milestone is achieved with the Company's new drug, proactive efforts will be made to seek authorization over technical transfers with international pharmaceutical companies or collaborative developments in order to expedite the global deployment of new drugs.

In addition, the Company proactively approaches international pharmaceutical companies to acquire royalties from licensing and to create a value chain featuring phased profits. The royalties help the Company secure the working capital and it will effectively facilitate continuation of the Company's R&D activities and finding solutions for diseases.

The Company will continue to focus concurrently on "conducting Phase 3 clinical trials around the world" and "global licensing business" in the future to hopefully accomplish the profitability goals of the Company early on and to fulfill corporate social responsibilities.

#### V. Conclusion

Besides reinforcing its capabilities in the R&D of new drugs and proactively conducting clinical experiments, the Company is going all out to promote new drug licensing in order to fulfill the goal of turning deficits into earnings by 2025 as indicated in the Sound Operation Plan.

Energenesis Biomedical looks at itself as a new drug development company devoted to the development of biomedical intellectual properties and is a niche business that creates intellectual properties, instead of a pharmaceutical company that covers R&D, production, and marketing. Therefore, the Company, through its unique ENERGI drug development platform, plus the many new drugs available for development, defines repositioning of drugs as its primary development model. The Company targets niche markets "without drugs" or with "unmet drugs" as the cut-in points and applies for multiple related patents for protection purpose in multiple countries. Currently, the Company follows the Sound Operation Plan. Besides reinforcing its capabilities in the R&D of new drugs and proactively conducting clinical experiments, it is going all out to promote new drug licensing in order to fulfill the goal of turning deficits into earnings. In addition, Energenesis Biomedical has begun global patent deployment. In the future, the usage and formulation will be patented; the duration of

protection from the patents will be extended; and the overall value of a new drug will be increased.

To sum up, adhering to “executive power” and “judgment”, the Company makes the best of the efficacy of a new drug with the least funds in the fastest way by constantly advancing its expertise and technologies in order to reduce the overall new drug development risk and expenditure and it helps shorten the time needed to commercialize a new drug and bring about profits for the Company early on. Safer treatments are available and better quality of life is ensured.

**Attachment 5**

**Energenesis Biomedical Co., Ltd.**

**Comparison Table of the Revisions Made to the Rules of Procedure for Board of Directors Meetings**

Revised Articles	Existing Articles	Description
<p>Article 3 Calling for Board of Directors Meeting and Meeting Notice The Company’s Board of Directors shall meet once per quarter. To call for a Board of Directors meeting, the cause shall be specified and respective directors shall be notified of the meeting seven days in advance. In case of emergency, however, it may be called for at any time. The meeting notice as indicated in the foregoing paragraph, upon approval of the counterpart, may be delivered electronically. Matters under respective sub-paragraphs of Article 12 Paragraph 1 herein shall be listed under cause of meeting and may not be brought forth as a motion from the floor.</p>	<p>Article 3 Calling for Board of Directors Meeting and Meeting Notice The Company’s Board of Directors shall meet once per quarter. To call for a Board of Directors meeting, the cause shall be specified and respective directors shall be notified of the meeting seven days in advance. In case of emergency, however, it may be called for at any time. The meeting notice as indicated in the foregoing paragraph, upon approval of the counterpart, may be delivered electronically. Matters under respective sub-paragraphs of Article 12 Paragraph 1 herein, <u>unless in an emergency or with legitimate reasons</u>, shall be listed under cause of meeting and may not be brought forth as a motion from the floor.</p>	<p>This article is adequately revised reflective of the amended article announced through Order FSC Issuance No. 1110383263 dated August 5, 2022.</p>
<p>Article 12 Matters Subject to Discussions in the Board of Directors The following matters shall be brought forth for discussion at the Company’s Board of Directors meeting: I. Corporate Business Plan. II. Annual Financial Report and Financial Report for the Second Quarter that Needs to be Audited and Certified by CPAs. III. Preparation or revision of the internal control system and evaluation of the effectiveness of the internal control system as required by Article 14-1 of the Securities and Exchange Act (the Act). IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.  V. The offering, issuance, or private placement of equity-type securities. <u>VI. Election or dismissal of the Chairman if no executive director is available in the Board of Directors.</u> <u>VII. The appointment or discharge of a financial, accounting, or internal audit officer.</u> <u>VIII. Donations to related parties or major donations to non-related parties. Donations of charity nature as part of emergency</u></p>	<p>Article 12 Matters Subject to Discussions in the Board of Directors The following matters shall be brought forth for discussion at the Company’s Board of Directors meeting: I. Corporate Business Plan. II. Annual Financial Report and Financial Report for the Second Quarter that Needs to be Audited and Certified by CPAs. III. Preparation or revision of the internal control system and evaluation of the effectiveness of the internal control system as required by Article 14-1 of the Securities and Exchange Act (the Act). IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others. V. The offering, issuance, or private placement of equity-type securities. <u>VI. The appointment or discharge of a financial, accounting, or internal audit officer.</u> <u>VII. Donations to related parties or major donations to non-related parties. Donations of charity nature as part of emergency rescue efforts in cases of major natural disasters, however, may be</u></p>	<p>This article is adequately revised reflective of the amended article announced through Order FSC Issuance No. 1110383263 dated August 5, 2022.</p>

Revised Articles	Existing Articles	Description
<p>rescue efforts in cases of major natural disasters, however, may be brought forth for endorsement during the next Board of Directors meeting.</p> <p><u>IX.</u> 9. Matters that shall be decided through a shareholders' meeting or a Board of Directors meeting or significant matters specified by the competent authority as required by Article 14-3 of the Act, other laws or the Articles of Association.</p> <p>By related parties indicated in Sub-paragraph 8, they refer to those subject to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and major donations to non-related parties are those with a single amount or an accumulated amount within a year to the same recipient reaching NTD 100 million and above or 1% of the net operating income or 5% of the paid-in capital and above indicated in the financial report from the most recent year certified by the CPA.</p> <p>(Omitted hereunder)</p>	<p>brought forth for endorsement during the next Board of Directors meeting.</p> <p><u>VIII.</u>9. Matters that shall be decided through a shareholders' meeting or a Board of Directors meeting or significant matters specified by the competent authority as required by Article 14-3 of the Act, other laws or the Articles of Association.</p> <p>By related parties indicated in Sub-paragraph 7, they refer to those subject to the Regulations Governing the Preparation of Financial Reports by Securities Issuers. and major donations to non-related parties are those with a single amount or an accumulated amount within a year to the same recipient reaching NTD 100 million and above or 1% of the net operating income or 5% of the paid-in capital and above indicated in the financial report from the most recent year certified by the CPA.</p> <p>(Omitted hereunder)</p>	
<p>Article 18 Board of Executive Directors</p> <p>For the Company's Board of Executive Directors' meetings, requirements in Article 2, Article 3 Paragraph 2, Articles 4 through 6, Articles 8 through 11, and Articles 13 through 16 apply. The requirements under Article 3 Paragraph 4 apply for the election or dismissal of the Chairman. When a Board of Executive Directors' meeting is convened within seven days, however, respective executive directors shall be notified two days in advance.</p>	<p>Article 18 Board of Executive Directors</p> <p>For the Company's Board of Executive Directors meetings, the requirements in Article 2, Article 3 Paragraph 2, Articles 4 through 7, Articles 8 through 11, and Articles 13 through 16 apply. When a Board of Executive Directors' meeting is convened within seven days, however, respective executive directors shall be notified two days in advance.</p>	<p>This article is adequately revised reflective of the amended article announced through Order FSC Issuance No. 1110383263 dated August 5, 2022.</p>
<p>Article 20</p> <p>These Rules were prepared on March 31, 2017.</p> <p>The first amendment occurred on February 14, 2019.</p> <p>The second amendment occurred on November 01, 2019.</p> <p>The third amendment occurred on February 13, 2020.</p> <p>The fourth amendment occurred on August 12, 2020.</p> <p><u>The fifth amendment occurred on October 06, 2022.</u></p>	<p>Article 20</p> <p>These Rules were prepared on March 31, 2017.</p> <p>The first amendment occurred on February 14, 2019.</p> <p>The second amendment occurred on November 01, 2019.</p> <p>The third amendment occurred on February 13, 2020.</p> <p>The fourth amendment occurred on August 12, 2020.</p>	<p>The date of revision is added.</p>

**Energenesis Biomedical Co., Ltd.**

**Comparison Table of Revisions Made to the Sustainable Development Best Practice Principles**

Revised Articles	Existing Articles	Description
<p>Article 22-1 The Company shall continue to devote resources to cultural and arts events or cultural and creative sectors to boost cultural developments by means of donation, sponsorship, investment, procurement, strategic collaboration, corporate voluntary technical service, or other support models.</p>	<p>Newly added</p>	<p>It is added in order to encourage support of enterprises for cultural arts events and to promote sustainable cultural developments according to Letter TPEx Supervision No. 11100730371 dated December 28, 2022.</p>
<p>Article 26 These Principles shall enter into force following approval by the Board of Directors. The same shall apply upon revision. These Principles were prepared on March 09, 2018. The first amendment occurred on March 19, 2020. The second amendment occurred on March 04, 2022. <u>The third amendment occurred on March 06, 2023.</u></p>	<p>Article 26 These Principles shall enter into force following approval by the Board of Directors. The same shall apply upon revision. These Principles were prepared on March 09, 2018. The first amendment occurred on March 19, 2020. The second amendment occurred on March 04, 2022.</p>	<p>The date of revision is added.</p>

## **Attachment 7. CPA’s Audit Report and 2022 Financial Statements**

### **INDEPENDENT AUDITORS’ REPORT**

The Board of Directors and Shareholders  
Energenesis Biomedical Co., Ltd.

#### **Opinion**

We have audited the accompanying financial statements of Energenesis Biomedical Co., Ltd. (the “Company”), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

#### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by 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 Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters of the financial statements for the year ended December 31, 2022 are as follows:

##### **The Impairment Evaluation of Intangible Assets – Patent Right**

The balance of Energenesis Biomedical Co., Ltd.’s intangible assets - patent rights on December 31, 2022 is \$38,850 thousand. The management carry out the impairment test of patent right in accordance with IAS 36 "Impairment of Assets". Since the determination of the recoverable amounts involves the subjective judgment and estimation of the management, which are highly uncertain. Therefore, we considered the impairment evaluation of intangible assets - patent right a key audit matter for the year.

We performed the following audit procedures to address the above key audit matter:

1. Evaluate the professional qualifications, competency and independence of the external independent evaluators engaged by the management and confirm that there are no matters that affect their objectivity or limit their scope of work, and that the methods used by the evaluators comply with relevant regulations.

2. Understand whether the evaluation methods and assumptions used by the management to estimate the evaluation of patent rights are reasonable.
3. Evaluate whether the royalty rate and discount rate used to calculate the value under the relief-from-royalty method are consistent with the company's current situation and its industry, and re-execute to check the calculation.

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

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

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

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

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

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

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

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

disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shu-Chuan Yeh and Kuo-Ning Huang.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 18, 2023

#### Notice to Readers

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

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

**ENERGENESIS BIOMEDICAL CO., LTD.**
**BALANCE SHEETS  
DECEMBER 31, 2022 AND 2021  
(In Thousands of New Taiwan Dollars)**

ASSETS	2022		2021	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 90,195	14	\$ 149,370	17
Financial assets at amortized cost - current (Notes 4 and 7)	394,474	63	576,474	65
Notes receivable (Notes 4 and 8)	-	-	562	-
Accounts receivable (Notes 4 and 8)	1,534	-	745	-
Other receivables	161	-	97	-
Current tax assets (Notes 4 and 21)	163	-	253	-
Inventories (Notes 4 and 9)	556	-	689	-
Prepayments (Note 10)	16,362	3	11,769	2
Other current assets	40	-	25	-
Total current assets	<u>503,485</u>	<u>80</u>	<u>739,984</u>	<u>84</u>
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment (Notes 4 and 11)	72,849	12	76,986	9
Right-of-use assets (Notes 4 and 12)	9,664	1	12,036	1
Intangible assets (Notes 4 and 13)	38,963	6	51,483	6
Other non-current assets (Note 14)	5,901	1	5,321	-
Total non-current assets	<u>127,377</u>	<u>20</u>	<u>145,826</u>	<u>16</u>
<b>TOTAL</b>	<u>\$ 630,862</u>	<u>100</u>	<u>\$ 885,810</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable (Note 15)	\$ 370	-	\$ 296	-
Other payables (Notes 16 and 26)	18,089	3	20,821	2
Lease liabilities - current (Notes 4 and 12)	5,590	1	5,746	1
Other current liabilities	312	-	381	-
Total current liabilities	24,361	4	27,244	3
<b>NONCURRENT LIABILITIES</b>				
Lease liabilities - non-current (Notes 4 and 12)	3,945	-	6,191	1
Total liabilities	<u>28,306</u>	<u>4</u>	<u>33,435</u>	<u>4</u>
<b>EQUITY (Note 18)</b>				
Capital common stock	668,450	106	663,710	75
Capital collected in advance	-	-	1,285	-
Capital surplus	199,770	32	307,616	35
Accumulated deficit	(265,664)	(42)	(120,236)	(14)
Total equity	<u>602,556</u>	<u>96</u>	<u>852,375</u>	<u>96</u>
<b>TOTAL</b>	<u>\$ 630,862</u>	<u>100</u>	<u>\$ 885,810</u>	<u>100</u>

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

## ENERGENESIS BIOMEDICAL CO., LTD.

### STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 19)	\$ 7,351	100	\$ 7,489	100
OPERATING COSTS (Notes 9 and 20)	<u>2,186</u>	<u>30</u>	<u>2,130</u>	<u>29</u>
GROSS PROFIT	<u>5,165</u>	<u>70</u>	<u>5,359</u>	<u>71</u>
OPERATING EXPENSES (Notes 20, 23 and 26)				
Selling and marketing	3,903	53	3,733	50
General and administrative	59,236	806	61,957	827
Research and development	<u>213,680</u>	<u>2,906</u>	<u>61,759</u>	<u>825</u>
Total operating expenses	<u>276,819</u>	<u>3,765</u>	<u>127,449</u>	<u>1,702</u>
OPERATING LOSS	<u>(271,654)</u>	<u>(3,695)</u>	<u>(122,090)</u>	<u>(1,631)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 12 and 20)				
Interest income	3,926	53	2,410	32
Other revenue	14	-	36	1
Other gains and losses	2,259	31	(308)	(4)
Finance costs	<u>(209)</u>	<u>(3)</u>	<u>(284)</u>	<u>(4)</u>
Total non-operating income and expenses	<u>5,990</u>	<u>81</u>	<u>1,854</u>	<u>25</u>
LOSS BEFORE INCOME TAX	(265,664)	(3,614)	(120,236)	(1,606)
INCOME TAX EXPENSE (Notes 4 and 21)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
NET LOSS	(265,664)	(3,614)	(120,236)	(1,606)
OTHER COMPREHENSIVE INCOME	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE LOSS	<u>\$(265,664)</u>	<u>(3,614)</u>	<u>\$(120,236)</u>	<u>(1,606)</u>
LOSS PER SHARE (in dollars; Note 22)				
Basic	<u>\$ (3.99)</u>		<u>\$ (2.00)</u>	

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

## ENERGENESIS BIOMEDICAL CO., LTD.

### STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	Capital Common Stock (Note 18)	Capital Collected in Advance (Note 18)	Capital Surplus (Notes 18 and 23)	Accumulated Deficit (Note 18)	Total Equity
BALANCE AT JANUARY 1, 2021	\$ 593,550	\$ 1,924	\$ 206,925	\$ (129,479)	\$ 672,920
Capital surplus used to offset against accumulated deficit	-	-	(129,479)	129,479	-
Disgorgement exercised	-	-	127	-	127
Net loss for the year ended December 31, 2021	<u>-</u>	<u>-</u>	<u>-</u>	<u>(120,236)</u>	<u>(120,236)</u>
Total comprehensive loss for the year ended December 31, 2021	<u>-</u>	<u>-</u>	<u>-</u>	<u>(120,236)</u>	<u>(120,236)</u>
Issuance of ordinary shares for cash	66,000	-	224,400	-	290,400
Recognition of compensation cost of employee stock options	-	-	4,917	-	4,917
Issuance of ordinary shares under employee stock options	<u>4,160</u>	<u>(639)</u>	<u>726</u>	<u>-</u>	<u>4,247</u>
BALANCE AT DECEMBER 31, 2021	663,710	1,285	307,616	(120,236)	852,375
Capital surplus used to offset against accumulated deficit	-	-	(120,236)	120,236	-
Net loss for the year ended December 31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>(265,664)</u>	<u>(265,664)</u>
Total comprehensive loss for the year ended December 31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>(265,664)</u>	<u>(265,664)</u>
Recognition of compensation cost of employee stock options	-	-	11,091	-	11,091
Issuance of ordinary shares under employee stock options	<u>4,740</u>	<u>(1,285)</u>	<u>1,299</u>	<u>-</u>	<u>4,754</u>
BALANCE AT DECEMBER 31, 2022	<u>\$ 668,450</u>	<u>\$ -</u>	<u>\$ 199,770</u>	<u>\$ (265,664)</u>	<u>\$ 602,556</u>

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

# ENERGENESIS BIOMEDICAL CO., LTD.

## STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss before income tax	\$(265,664)	\$(120,236)
Adjustments for:		
Depreciation	11,753	10,247
Amortization	12,660	12,655
Financial cost	209	284
Interest income	(3,895)	(2,378)
Compensation cost of employee stock options	11,091	4,917
Termination loss from lease	-	308
Sublease loss of right-of-use assets	-	6
(Reversal of)/ Write-down of inventories	(30)	40
Net changes in operating assets and liabilities:		
Notes receivable	562	(488)
Accounts receivable	(789)	306
Other receivables	9	45
Inventories	163	(17)
Prepayments	(5,469)	(3,480)
Other current assets	(15)	18
Contract liabilities - current	-	(42)
Accounts payable	74	23
Other payables	2,867	(1,676)
Other current liabilities	(69)	(14)
Cash used in operations	(236,543)	(99,482)
Interest received	3,822	2,422
Interest paid	(209)	(284)
Income tax refund	90	58
Net cash used in operating activities	<u>(232,840)</u>	<u>(97,286)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial assets at amortized cost	(226,000)	(464,000)
Disposal of financial assets at amortized cost	408,000	357,000
Acquisition of property, plant and equipment	(6,447)	(8,604)
Decrease in refundable deposits	4	49
Acquisition of intangible assets	(140)	-
Decrease in rent receivables	-	85
Increase in prepayments for equipment	-	(292)
Net cash provided by (used in) investing activities	<u>175,417</u>	<u>(115,762)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of the principal portion of lease liabilities	(6,506)	(6,791)
Issuance of ordinary shares for cash	-	290,400
Issuance of ordinary shares under employee stock options	4,754	4,247
Proceeds from disbursement	-	127
	<u>-</u>	<u>127</u>

(Continued)

# ENERGENESIS BIOMEDICAL CO., LTD.

## STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

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	2022	2021
Net cash (used in) provided by financing activities	<u>(1,752)</u>	<u>287,983</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(59,175)	74,935
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>149,370</u>	<u>74,435</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 90,195</u>	<u>\$ 149,370</u>

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

(Concluded)

## FOUR. Appendix

### Appendix 1

# **Energenesis Biomedical Co., Ltd.**

## **Rules of Procedure for Board of Directors' Meetings (Before Revision)**

#### Article 1 Purpose

In order to create an optimal governance system for the Board of Directors, to normalize the supervisory feature, and to reinforce management, these Rules are established according to Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

#### Article 2 Scope

For the Company's Rules of Procedure for Board of Directors' Meetings, the primary contents, operating procedures, information that shall be included in the meeting minutes, announcements, and other requirements to be followed, shall be based on the requirements herein.

#### Article 3 Calling for Board of Directors Meeting and Meeting Notice

The Company's Board of Directors shall meet once per quarter.

To call for a Board of Directors meeting, the cause shall be specified and respective directors shall be notified of the meeting seven days in advance. In case of emergency, however, it may be called for at any time.

The meeting notice as indicated in the foregoing paragraph, upon approval of the counterpart, may be delivered electronically.

Matters under respective sub-paragraphs of Article 12 Paragraph 1 herein, unless in an emergency or with legitimate reasons, shall be listed under cause of meeting and may not be brought forth as a motion from the floor.

#### Article 4 Meeting Notice and Meeting Materials

The unit assigned by the Board of Directors to take charge of meeting affairs is the Main Management Office.

The meeting affairs unit shall prepare contents of Board of Directors meetings and provide sufficient meeting materials to be sent together with the meeting notice.

In case of inadequacy of meeting materials as determined by the directors, they may demand supplementation by the agenda working group. In case of inadequacy of meeting materials as determined by the directors, deliberations may be postponed as decided through the Board of Directors meeting.

#### Article 5 Preparation of Documents Such as the Sign-in Book and Attendance by Directors Through Proxy

For each Board of Directors meeting is called for, a sign-in book shall be prepared for directors to sign upon attendance.

Directors shall attend a Board of Directors meeting in person; if they are unable to appear in person, they may authorize another director to be their proxy as required by the Articles of Incorporation. Those attending the meeting through video conferencing are considered as attending the meeting in person.

To authorize another director as the proxy in a Board of Directors meeting, the power-of-attorney shall be presented each time and the scope of authorization with regards to causes for which the meeting is called for shall be specified and one director may be authorized by one other director only.

#### Article 6 Principles for the Venue and Time of A Board of Directors Meeting

A Board of Directors meeting shall be held where the Company is located during office hours; the venue and time shall be convenient for holding a Board of Directors meeting.

#### Article 7 Chairperson and Acting Chairperson of a Board of Directors Meeting

When a Board of Directors meeting is called for by the Chairman, the Chairman shall chair the meeting. The very first meeting of each intake of the Board of Directors, however, shall be called

for by the director with the most votes from the shareholders' meeting and chaired by the convener. When there are two or more conveners, one of them shall serve as the chair.

As is required by Article 203 Paragraph 4 or Article 203-1 Paragraph 3 of the Company Act, when a Board of Directors meeting is called for by a majority of the directors, one of the directors shall chair the meeting.

When the Chairman is on leave or is unable to fulfill his/her function for some reason, the Vice Chairman shall act on his/her behalf. When there is no Vice Chairman or when the Vice Chairman is also on leave or is unable to fulfill his/her function for some reason, the Chairman shall assign one executive director to act on his/her behalf; Where there are no managing directors, shall designate one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors.

#### Article 8 Reference Materials for Board of Directors Meetings, Seated People, and Convening of a Board of Directors Meeting

To call for a Board of Directors meeting, the Main Management Office shall have related materials reach for the reference of attending directors at any time.

For the Board of Directors meeting called for, staff from related departments may be seated upon notification reflective of what is being discussed in the meeting.

If necessary, CPAs, lawyers, or other professionals may also be invited to be seated in the meeting and to give presentations. They, however, shall be excused during discussions and voting.

When it is time to start a meeting and attendance of a majority of all directors is met, the chair of a Board of Directors meeting shall call the meeting to order. When it is time to start a meeting yet attendance of a majority of all directors is not met, the chair may announce that the meeting will be delayed. Such a delay, however, may only take place twice. When the attendance still falls short of requirement, the chair may reschedule the meeting following the procedure specified under Article 3 Paragraph 2.

All directors indicated in the preceding paragraph and in Article 16 Paragraph 2 Sub-paragraph 2 shall be those actually in office.

#### Article 9 Recording or Videotaping Throughout the Board of Directors Meeting

The whole Board of Directors meeting shall be recorded or videotaped and such records shall be kept for at least five years and the storage may take place electronically.

Before the duration of storage indicated in the preceding paragraph expires, in cases of lawsuits against resolutions reached concerning the Board of Directors, related recorded or videotaped materials shall continue to be preserved up to the end of such lawsuits.

When a meeting is called for through video conferencing, the audiovisual materials shall be part of the meeting minutes and shall be properly stored while the Company continues to exist.

#### Article 10 Contents of Meeting

Contents of periodic Board of Directors' meetings shall at least cover the following:

- I. Reported matters:
  - (I) Previous meeting minutes and implementation status.
  - (II) Important Financial Report.
  - (III) Internal Audit Report.
  - (IV) Other important matters.
- II. Matters for discussion:
  - (I) Discussions retained from the previous meeting.
  - (II) Discussions scheduled for the current meeting.
- III. Motions from the Floor.

#### Article 11 Discussion of Proposals

The Company's Board of Directors meetings shall take place according to the scheduled meeting procedure. Such a procedure, however, may be changed upon approval from a majority of attending directors.

Without approval from a majority of attending directors, the chair may not announce an

adjournment unilaterally.

While a Board of Directors meeting is ongoing, if the number of directors that are present falls short of a majority of attending directors, as proposed by those who are present, the chair shall announce a suspension of the meeting; the requirement in Article 8 Paragraph 5 applies.

#### Article 12 Matters Subject to Discussions in the Board of Directors

The following matters shall be brought forth for discussion at the Company's Board of Directors meeting:

- I. Corporate Business Plan.
- II. Annual Financial Report and Financial Report for the Second Quarter that Needs to be Audited and Certified by CPAs.
- III. Preparation or revision of the internal control system and evaluation of the effectiveness of the internal control system as required by Article 14-1 of the Securities and Exchange Act (the Act).
- IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
- V. The offering, issuance, or private placement of equity-type securities.
- VI. The appointment or discharge of a financial, accounting, or internal audit officer.
- VII. Donations to related parties or major donations to non-related parties. Donations of charity nature as part of emergency rescue efforts in cases of major natural disasters, however, may be brought forth for endorsement during the next Board of Directors meeting.
- VIII.9. Matters that shall be decided through a shareholders' meeting or a Board of Directors meeting or significant matters specified by the competent authority as required by Article 14-3 of the Act, other laws or the Articles of Association.

By related parties indicated in Sub-paragraph 7 of the foregoing paragraph, they refer to those subject to the Regulations Governing the Preparation of Financial Reports by Securities Issuers. and major donations to non-related parties are those with a single amount or an accumulated amount within a year to the same recipient reaching NTD 100 million and above or 1% of the net operating income or 5% of the paid-in capital and above indicated in the financial report from the most recent year certified by the CPA.

The term "within a year" in the preceding paragraph means a period of 1 year calculated retroactively from the date of the current Board of Directors meeting. It is allowed not to include those already approved by the Board of Directors.

At least 1 independent director shall be attending the Board of Directors meeting in person. For the matters that shall be brought forth in a Board of Directors meeting for a decision as indicated in Paragraph 1, when attendance of all independent directors in the meeting is expected, if any of them is unable to attend it in person, another independent director shall be authorized to act on his/her behalf. Any opposition or reservation expressed by an independent director shall be specified in the minutes of the Board of Directors meeting. In the event that an independent director is unable to attend a Board of Directors meeting to express any opposition or reservation, unless with justified reasons, written opinions shall be provided in advance and it shall be specified in the minutes of the Board of Directors' meeting.

#### Article 13 Voting 1

For proposals discussed in the Board of Directors meeting, when it is believed by the chair that the voting session may begin, the chair may announce that discussions shall be discontinued and that voting shall begin.

A proposal entered for voting, with no objections from all attending directors as inquired by the chair, is considered to have been approved. In case of any objection as inquired by the chair, on the other hand, it shall be put to vote.

Voting may take place as required by one of the sub-paragraphs below. In case of any objection from attending directors, however, the majority rule applies.

- I. Vote by show of hands or through a machine.
- II. Roll-call vote.

III. Vote by ballot.

IV. Any other way decided by the Company.

By all attending directors as indicated in the foregoing two paragraphs, it does not include those who may not exercise their voting rights as specified in Article 15 Paragraph 1.

#### Article 14 Voting <<2>> and Votes Monitoring and Counting

Decisions made on proposals from the Company's Board of Directors, unless specified otherwise in the Securities and Exchange Act and the Company Act, shall be supported by attendance of a majority of all directors and affirmative votes from a majority of attending directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If one of them is approved, however, the others will be considered to have been vetoed and no more voting is required.

For the voting on proposals, if it is required to have scrutineers and tellers in place, the chair shall assign them. The scrutineers, however, shall be directors.

Voting results shall be announced on the spot and records shall be produced.

#### Article 15 Recusal in Case of Conflicts of Interest for Directors

If a director, or a corporate entity that the director represents, is a stakeholder of the matter discussed in the meeting, important information of the said stake shall be clarified during the meeting. If it is in conflict with the Company's interest, the said director or corporate entity may not take part in the discussion and voting sessions and shall be excused during discussion and voting and may not have another director to exercise his/her/its voting right.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

For the decisions made by the Company's Board of Directors, as far as the directors who may not exercise their voting rights as specified in the preceding two paragraphs, the requirement in Article 180 Paragraph 2 applies according to Article 206 Paragraph 4 of the Company Act.

#### Article 16 Meeting Minutes and Signature

For the Company's Board of Directors meetings, the meeting minutes shall be kept and shall truthfully reflect the following:

I. Meeting session number (or year) and venue.

II. Name of chairperson.

III. Attendance of directors, including presence, absence, and the names of those absent and the number of directors that are absent.

IV. Names and titles of those seated.

V. Name of the clerk.

VI. Presentations.

VII. Matters for discussion: How respective proposals are decided and the results, summaries of presentations given by directors, experts, and other people, names of directors that are stakeholders as specified under Paragraph I of the preceding article, descriptions of important conflicts of interest, why they should or should not be excused, actual recusal, objections or qualified opinions with documented or written declarations and written opinions provided by independent directors as required by Article 12 Paragraph 4.

VIII. Extraordinary motions: Name of the proposer, how the proposal is decided and the result, summaries of presentations given by directors, experts, and other people, names of directors that are stakeholders as specified under Paragraph I of the preceding article, descriptions of important conflicts of interest, why they should or should not be excused, actual recusal, objections or qualified opinions with documented or written declarations.

IX. Other matters that should be documented.

If decisions made by the Board of Directors are found with one of the following conditions, besides being specified in the meeting minutes, such information shall be announced and declared in Market Observation Post System designated by the Financial Supervisory

Commission within two days after the Board of Directors meeting:

- (I) Independent directors expressed objectives or qualified opinions with documented or written declarations.
- (II) Matters were not approved by the Audit Committee; instead, they were approved with consent from at least two-thirds of all directors.

The Board of Directors meeting sign-in book is part of the meeting minutes and shall be properly kept while the Company continues to exist.

The meeting minutes have to be signed or sealed by the chairperson and clerk of the meeting and be distributed to respective directors within 20 days and be included as part of the Company's important files and be properly kept while the Company continues to exist.

The preparation and distribution of the meeting minutes as indicated in Paragraph I shall be done electronically.

#### Article 17 Authorized Principles of the Board of Directors

Except for the matters under Article 12 Paragraph 1 that are subject to discussions in the Board of Directors meeting, the Board of Directors, according to regulatory requirements or the Company's Articles of Incorporation, authorizes the Chairman to exercise the function of the Board of Directors. The scope of authorization is as follows:

- I. Assignment of directors and supervisors for the reinvestee.
- II. Approval of the record date for capital increase or reduction and that for distribution of cash dividends.
- III. The part about the Procedure for the Acquisition and Disposal of Assets that the Chairman is authorized with.
- IV. The part about the "Operating Procedure for Endorsement and Guarantee" that the Chairman is authorized with.
- V. The part about the respective tasks indicated in the "approval authority table" that the Chairman is authorized with.

#### Article 18 Board of Executive Directors

For the Company's Board of Executive Directors meetings, the requirements in Article 2, Article 3 Paragraph 2, Articles 4 through 7, Articles 8 through 11, and Articles 13 through 16 apply. When a Board of Executive Directors' meeting is convened within seven days, however, respective executive directors shall be notified two days in advance.

#### Article 19 Supplementary Provisions

The preparation of these Rules is subject to approval by the Company's Board of Directors and shall be presented during the shareholders' meeting. The Board of Directors may be authorized to make decisions regarding the revisions, if necessary, in the future.

#### Article 20 These Rules were prepared on March 31, 2017.

The first amendment occurred on February 14, 2019.

The second amendment occurred on November 01, 2019.

The third amendment occurred on February 13, 2020.

The fourth amendment occurred on August 12, 2020.

## Appendix 2

# **Energenesis Biomedical Co., Ltd. Sustainable Development Best Practice Principles (Before Amendment)**

## **Chapter I. General Provisions**

### Article 1

Energenesis Biomedical Co., Ltd. (the “Company”), to fulfill its corporate social responsibilities and to promote economic, environmental, and social advancement for the sake of accomplishing sustainable development goals, defines these Principles to be followed by the management and all staff and to manage economic, environmental, and social risks and impacts of the Company.

### Article 2

During corporate operations, the Company shall proactively realize sustainable development in order to go with international developmental trends and honor its corporate citizenship by contributing to the national economy, improving quality of life of its employees and in the community and society, and boosting competitive advantages built on sustainable development.

### Article 3

While promoting sustainable development, the Company shall pay attention to the rights and benefits of stakeholders, value factors such as the environment, the society, and corporate governance, and include them as part of the corporate management policy and operating activities.

The Company shall perform risk assessments when dealing with environmental, social, and corporate governance-related issues that concern the Company’s operations according to the materiality principle and define related risk management policies or strategies.

### Article 4

Fulfillment of sustainable development by the Company shall be based on the following principles: Consolidate corporate governance, develop a sustainable environment, protect public interest in society, and reinforce disclosure of information on corporate sustainable developments.

### Article 5

The Company shall consider the correlation between the developmental trends in domestic and international sustainability issues and core corporate operations and the impacts of the Company itself and the overall operational activities on stakeholders and define the policies, systems, or related management directives, and substantial implementation plans on sustainable development to be approved by the Board of Directors. When shareholders introduce related proposals concerning sustainable, the Company’s Board of Directors may deliberate the possibility of including them as of the proposals to be discussed in the shareholders’ meeting.

## **Chapter II. Consolidation of Corporate Governance**

### **Article 6**

The Company shall have an effective governance framework and related ethical criteria in place to normalize corporate governance.

### **Article 7**

The directors shall exercise due diligence as good-will manager by urging the Company to fulfill sustainable development and discussing the implementation efficacy at any time and continuing to improve them in order to ensure consolidation of the sustainable development policy.

While promoting sustainable development goals in the Company, the Board of Directors shall include the following:

- I. Introduce the mission or vision about sustainable development and define the policies, systems, or related management directives, and substantial implementation plans on sustainable development.
- II. Include sustainable development as part of the Company's operational activities and developmental directions and finalize substantial implementation plans on sustainable development of the Company.
- III. Ensure the timeliness and accuracy of related information disclosed on the sustainable development of the Company.

For economic, environmental, and social issues from operating activities, the Company shall have the Board of Directors to authorize high-ranking management to address them and report to the Board of Directors the handling status. The operating procedure and related responsible people shall be specific and defined.

### **Article 8**

The Company shall organize educational trainings on the promotion of sustainable development as needed.

### **Article 9**

For normalizing the management of sustainable development, the Company's Main Management Office serves as the exclusive unit to take charge of promoting sustainable developments, including the policy, system, or related management directives, and submitting and enforcing substantial action plans and periodically reporting to the Board of Directors. The Company shall define reasonable compensation and remuneration policies to ensure that compensation and remuneration planning meets the strategic goal of the organization and the interest of stakeholders. The Company's employee performance evaluation system shall be combined with the sustainable development policy, with a specific effective reward and discipline systems in place.

### **Article 10**

The Company shall identify the Company's stakeholders out of the respect for their rights and benefits and set up an exclusive section for stakeholders on the Company's website, understand the reasonable expectations and demand of stakeholders through appropriate communications, and adequately address important issues on corporate social responsibility that concern them.

### **Chapter III. Developing a Sustainable Environment**

#### Article 11

The Company shall abide by applicable environmental laws and regulations and international standards and adequately protect the natural environment and shall devote to fulfillment of environmental sustainability goals while carrying out operating activities and dealing with internal management.

#### Article 12

The Company shall endeavor to improve the efficiency in utilizing energy and use renewable materials with minimal impacts on the environment so that resources available on earth can be used sustainably.

### **Chapter IV. Protecting Public Interest**

#### Article 13

The Company shall abide by applicable laws and regulations as well as International Bill of Human Rights, such as gender equality, employment right, and prohibition of discrimination. In order to fulfill its responsibility in protecting human rights, the Company shall define management policies and handling procedures relevant to the protection of human rights during operational activities and as part of its internal management and shall disclose the procedure for managing involved stakeholders in cases of infringement upon human rights. The Company shall abide by internationally acceptable labor rights, such as the freedom of association, right to collective negotiation, care for the minorities, no child labor, elimination of various forms of forced labor, elimination of hiring and employment discrimination, etc., and confirm that the human resources utilization policy is free of differential treatments because of gender, ethnicity, socioeconomic status, age, marriage, and family condition in order to realize equality and fairness of employment, hiring conditions, compensation, welfare, training, rating, and promotion opportunities. The operational activities and management system of the Company may not endanger labor rights. For circumstances where the rights and benefits of workers are jeopardized, the Company shall provide effective and appropriate mechanisms for filing complaints in order to ensure equality and transparency of the complaint-filing process. Complaint-filing channels shall be simple, quick, convenient, and smooth and complaints filed by employees shall be adequately addressed.

#### Article 14

The Company shall provide employees with information to help them understand their rights under labor laws in our country.

#### Article 15

The Company shall provide employees with a safe and healthy workplace where necessary health and first aid facilities are available and devote itself to reducing hazardous factors for employees' safety and health in order to prevent against occupational disasters.

#### Article 16

The Company shall create an optimal training environment for career developments of its employees and define effective career skills development and empowerment programs. The Company shall define and enforce reasonable employee welfare measures (including compensation, leave, and other benefits, among others) and adequately reflect the operational performance in the employees' compensation in order to inspire employees and reward the performance, fulfilling sustainable operation goals.

#### Article 17

Company shall create a channel to facilitate communications and dialogs with employees because they are entitled to gain information and express opinions regarding the operational and management activities and decisions of the Company. The Company shall respect the right to negotiate exercised by employees' representatives on work conditions and provide employees with necessary information and hardware facilities in order to boost the negotiation and collaboration between employers and employees and employees' representatives. The Company shall notify employees operational changes that may have material impacts in a reasonable way.

#### Article 18

The Company shall stay responsible for products and services and value marketing ethics. The R&D, procurement, operational, and service procedures shall ensure transparency and safety of product and service information. The consumer right policy shall be defined and released. Meanwhile, they shall be consolidated in operating activities in order to prevent against damage to consumer rights, health, and safety because of products or services.

#### Article 19

The Company shall ensure the quality of products and services in compliance with applicable governmental laws and industrial regulations. The Company shall comply with applicable laws and regulations and international standards regarding the health and safety of customers, customer privacy, marketing, and labeling of products and services and may not be found with deception, misleadings, frauds, or any other act that hurts consumer trust or damages consumer rights.

#### Article 20

The Company shall evaluate and manage various risks that may lead to operational disruption in order to reduce their impacts on consumers and society. The Company shall have transparent and effective consumer complaint-filing procedures in place to fairly and timely address complaints filed by consumers about products and services and shall abide by applicable laws and regulations such as the Personal Data Protection Act and precisely respect the privacy of consumers and protect the personal data provided by consumers.

#### Article 21

The Company shall evaluate the impacts of its purchasing behavior on the environment and society of the community at the source of supply and work with suppliers to jointly fulfill corporate social responsibilities. The Company shall define the supplier management policy and ask suppliers to abide by applicable laws and regulations in environmental protection, occupational safety and health, or human rights of workers, among other issues and shall evaluate if a supplier has records of impacting the environment and society before doing business with the said supplier in order to avoid trading with those in conflict with the Company's corporate social responsibility policy. The Company shall include, wherever possible, compliance with mutual corporate social responsibility policies in the contract signed with major suppliers and the Company may terminate or dismiss terms of the contract at any time if a supplier is involved in a violation and it has impacted the environment and society in the community at the source of supply significantly.

#### Article 22

Company shall evaluate the impacts that corporate operations have on the community and adequately hire manpower in the locality of corporate operation in order to boost community approval. The Company may, through commercial activities, donations in kind, corporate volunteer service, or other public interest-oriented professional services, take part in community developments and community education and related events held by non-governmental organizations, charity groups, and local governments to boost community developments.

### **Chapter V. Reinforced Disclosure of Information on Corporate Sustainable Development**

#### Article 23

The Company shall release its information in compliance with applicable laws and shall sufficiently disclose relevant and reliable information on sustainable development in order to improve information transparency. Related information disclosed by the Company on sustainable development is as follows:

- I. 1. Policies, systems, or related management directives, and substantial implementation plans on sustainable development approved by the Board of Directors.
- II. Risks and impacts on the Company's operation and financial standing from factors such as consolidation of corporate governance, development of a sustainable environment, and protection of public interest in society.
- III. The goals to be promoted and measures prepared by the Company on sustainable development and

- the accomplishment in putting them into force.
- IV. Main stakeholders and issues concerning them.
  - V. Disclosure of management and performance information on major environmental and social issues by main suppliers.
  - VI. Other information on sustainable development.

#### Article 24

While preparing the Sustainability Report, the Company shall adopt internationally accepted standards or guidelines in the disclosure of how sustainable developments are being promoted and validation or guarantee by the third party shall be obtained for improved reliability of information. The information provided shall include:

- I. Implementation of policies, systems, or related management directives, and substantial implementation plans on sustainable development.
- II. Main stakeholders and issues concerning them.
- III. The accomplishments made by the Company in consolidating corporate governance, developing a sustainable environment, protecting public interest in society, and promoting economic developments, and the reflections.
- IV. Improvements in the future and goals.

### **Chapter VI. Supplementary Provisions**

#### Article 25

The Company shall pay attention to the developments of applicable domestic and international standards on sustainable development and changes in the business environment at all times, discuss them, and improve the sustainable development system established by the Company in order to improve the efficacy in promoting sustainable development.

#### Article 26

These Principles shall enter into force following approval by the Board of Directors. The same shall apply upon revision.

These Principles were prepared on March 09, 2018.

The first amendment occurred on March 19, 2020.

The second amendment occurred on March 04, 2022.

## Appendix 3

# Energenesis Biomedical Co., Ltd.

## Rules of Procedure for Shareholders Meetings

### Article 1 Purpose

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

### Article 3 Calling for a Shareholders' Meeting and the Meeting Notice

Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

Changes to the method for convening the shareholders' meeting of the Company shall require a resolution of the Board of Directors, and the change must be implemented before the meeting notices are sent.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) 30 days before the date of a general shareholders' meeting or 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS not later than 21 days before the date of the regular shareholders meeting or not later than 15 days before the date of the special shareholders meeting. In addition, 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

- I. For physical shareholders' meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. The notice may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and matters as set for in Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as motions from the floor.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in

the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, Paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. Shareholders may introduce proposals meant for urging a company to promote public interests or fulfill its social responsibilities. Procedurally, such proposals shall be limited to one as applicable under Article 172-1 of the Company Act. Any excess will not be included in the agenda.

The Company shall announce the proposals accepted from shareholders, in writing or electronically, the location where they are accepted, and the duration when they are processed before the deadline for transfer of shares prior to the shareholders' meeting; the period for submission of shareholder proposals may not be less than 10 days.

A shareholder proposal is limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda; The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in the discussion of the proposal.

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

#### Article 4 Authorized Attendance in Shareholders' Meeting and Authorization

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail. However, this restriction does not apply when a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail. After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting virtually or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

#### Article 5 Principles for the Venue and Time of A Shareholders' Meeting

The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.

#### Article 6 Preparation of Documents Such as the Sign-in Book

The Company shall specify the time and place for shareholders, solicitors, and proxy agents (hereinafter referred to as "Shareholders") to report to the meeting and other notes in the notice of the meeting.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences; The place at which attendance registrations are accepted shall be clearly marked and a sufficient

number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend a shareholders' meeting with a show of their attendance card, attendance sign-in card, or other IDs. The Company may not add or demand provision of other supporting documents at will with regards to the supporting document presented by the attending shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

Attendance books shall be provided at the shareholders' meetings of the Company and shall be signed by the shareholders present. Alternatively, shareholders attending the meeting shall submit an attendance card for the purpose of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials; Where there is an election of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. If a corporate shareholder is commissioned to attend a shareholders' meeting, the corporate shareholder may only designate one representative to attend the meeting.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

#### Article 6-1 Information to be Included in the Notice of Shareholders' Meeting Held through Video Conferencing

To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
  - (II) Shareholders not having registered to attend the affected shareholders' meeting by video conference shall not attend the postponed or resumed session.
  - (III) In case of a shareholders' meeting with video conferencing, when the video conferencing cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders' meeting by video conferencing, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the meeting by video conferencing shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the meeting by video conferencing shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
  - (IV) Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.
- III. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

#### Article 7 Chairperson and People to Be Seated in the Shareholders' Meeting

In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case there is no vice

chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the managing directors to act on his behalf. Where there are no managing directors, shall designate one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors.

When a managing director or director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall apply to representatives of corporate directors serving as chair.

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

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

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

#### Article 8 Recording or Videotaping Throughout the Shareholders' Meeting

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit based on Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

#### Article 9 Calculation of Shares Represented by Attending Directors and Calling Meeting to Order

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares present is calculated based on the number of shares reported on the sign-in book or sign-in card and the video conference platform plus the number of shares for which voting rights are exercised by written or electronic means.

When time of meeting is due, the chairperson shall call the meeting to order and release information such as the number of attending shareholders without voting rights and the number of shares represented in the meeting, etc. at the same time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. When the meeting has been postponed twice and the attendance by Shareholders representing at least one third of the total shares issued remains unfulfilled, the chairperson shall announce that the meeting is aborted. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

When it has been postponed twice and the majority is still not fulfilled yet the attendance by Shareholders representing at least one-third of total shares already issued is met, a tentative resolution may be reached as required by Article 175 Paragraph 1 of the Company Act and each shareholder shall be informed of the tentative resolution that the meeting will be called for again within one month. If the meeting is held in the form of a video conference and Shareholders intend to attend the video conference, they shall sign up again with the Company according to Article 6. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the

shareholders meeting pursuant to Article 174 of the Company Act.

#### Article 10 Discussion of Proposals

If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting; If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

#### Article 11 Words from Shareholders

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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

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

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

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chairperson declaring the meeting open until the chairperson declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

#### Article 12 Calculation of Voting Shares and Recusal System

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

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights

represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

#### Article 13 Voting and Votes Monitoring and Counting of a Proposal

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, However, this does not apply when a declaration is made to cancel the earlier declaration of intent.

Once the voting right is exercised by a shareholder in writing or electronically, if the shareholder wants to attend the meeting in person or through video conferencing, the expressed opinion regarding the exercise of voting right stated in the preceding paragraph shall be canceled in the same way the voting right was previously exercised no later than two days prior to the shareholders' meeting; If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

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

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

When the Company convenes a virtual shareholders' meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they may not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

#### Article 14 Elections

When directors are elected during a shareholders' meeting, related election regulations established by the Company shall be followed and the voting results shall be announced on the spot, including the list of elected directors and the number of votes each of them received and the list of director candidates who were not elected and the number of votes each of them received.

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

#### Article 15 Meeting Minutes and Signature

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chair of the meeting and shall be distributed to all shareholders within 20 days after the close of the meeting. The preparation and distribution of the minutes may be effected by means of electronic transmission.

The meeting minutes of the preceding paragraph may be distributed by means of a public announcement made through the Market Observation Post System (MOPS).

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

#### Article 16 External Announcement

The number of shares obtained by solicitor, that represented by the proxy, and that represented by Shareholders attending the meeting in writing or electronically shall be clearly disclosed in the venue of the shareholders' meeting on the date of the shareholders' meeting through a statistical chart prepared in the format required. In the event of a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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

#### Article 17 Maintaining Order in the Venue

Staff handling administrative affairs of the shareholders' meeting shall wear identification badges

or arm-bands.

The chair may direct the proctors or security guards to assist in maintaining order of the meeting venue. While maintaining order in the meeting, all proctors or security guards shall wear arm bands reading "Proctor."

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

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

#### Article 18 Break and Continuation of Assembly

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

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

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

#### Article 19 Disclosure of Information about Video-Conferencing

In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chairperson has announced the meeting adjourned.

#### Article 20 Locations of Chairperson and Clerk of a Video-conference Shareholders' Meeting

When the Company convenes a virtual-only shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.

#### Article 21 Management of Disconnection

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting that shall be rescheduled or continued as required by Paragraph 1, Shareholders who had signed up for the original meeting through video conferencing and had checked in yet did not take part in the rescheduled or continued meeting shall have the number of shares they represented and the voting rights and election rights they exercised in the original shareholders' meeting included in the total number of shares expected to be represented and the voting rights and election rights to be exercised in the rescheduled or continued meeting.

In the event that the shareholders' meeting is rescheduled or continued as required by Paragraph 1, there is no need to discuss and decide again on proposals for which voting and ballot counting were already completed and the voting results or lists of directors-elect were announced.

For a shareholders' meeting held in a physical location where Shareholders may also take part through video conferencing, if video conferencing cannot be continued under the circumstances

indicated in Paragraph 1, as long as the total number of shares represented in the physical location reaches a quorum (excluding the number of Shareholders participating through video conferencing), the meeting shall be continued. There is no need to reschedule or continue the meeting as required by Paragraph 1.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

For a rescheduled or continued meeting as required by Paragraph 1, the Company shall have related prior preparations done according to the date of the original shareholders' meeting and respective requirements under required by Article 44-20 Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the second half of Article 12, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

#### Article 22 Management of Digital Difference

When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 23 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Article 24 These Rules were prepared on May 23, 2017.

The first amendment occurred on May 06, 2019.

The second amendment occurred on May 05, 2020.

The third amendment occurred on August 20, 2021.

The fourth amendment occurred on May 27, 2022.

# **Energenesis Biomedical Co., Ltd.**

## **Articles of Incorporation**

### **Chapter I. General Provisions**

- Article 1: The Company is organized as required by the Company Act and decided its name as “華安醫學股份有限公司” in Chinese, and “ENERGENESIS BIOMEDICAL CO.,LTD.” in English.
- Article 2: The Company’s business activities comprise the following:
1. F102170 Wholesale of other food products and groceries
  2. F108040 Cosmetic wholesale industry
  3. F203010 Food and Beverage retail industry
  4. F208040 Retail sale of cosmetics
  5. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval
  6. F113030 Precision instruments wholesale industry
  7. F113060 Weight and Measuring equipment wholesale industry
  8. F116010 Wholesale of photography equipment
  9. F118010 Wholesale of information software
  10. F213040 Retail of precision instruments
  11. F213050 Retail of weight and measuring equipment
  12. F216010 Retail of photography equipment
  13. F218010 Retail of computer software
  14. F401010 International trade industry
  15. F601010 Intellectual property rights
  16. I103060 Management Consulting industry
  17. I301010 Information software service
  18. I301020 Data processing services
  19. I301030 Electronic information supply service
  20. IC01010 Medication testing
  21. IG01010 Biotechnology service
  22. IG02010 Research and development service
- Article 3: The main office of the Company is located in Taipei and a branch office may be established domestically or internationally as decided by the Board of Directors if necessary.
- Article 3-1: The Company may provide external guarantees and reinvest in other businesses as needed operationally or as part of the investment and the amount of the reinvestment is not restricted by Article 13 of the Company Act.
- Article 4: Announcements made by the Company are based on Article 28 of the Company Act and other applicable regulatory requirements.

### **Chapter II. Shares**

Article 5: The Company's total capital size is NTD1,000,000,000 only, consisting of 100,000,000 shares. Each share is worth NTD10. All were issued in separate batches. Within the foregoing total capital size, NTD70 million is retained for issuance of employee share subscription warrants of 7 million shares in total. The denomination per share is NTD10. Issuance may take place in separate batches as decided by the Board of Directors.

Article 6: Changes documented in the roster of shareholders are disallowed within the period specified in Article 165 of the Company Act.

### **Chapter III. Shareholders' meeting**

Article 7: There are general and special shareholders' meetings. The general meeting is called for once a year by the Board of Directors as required by law within the six (6) months following the end of each fiscal year while the special one is to be called for as needed according to law. The date, venue, and cause of the meeting shall be made known to respective shareholders 30 days prior to a General Shareholders' Meeting and 15 days prior to a Special Shareholders' Meeting that is called for.

The meeting notice as indicated in the foregoing paragraph, upon approval of the counterpart, may be delivered electronically. For those holding less than 1,000 shares, however, for the meeting notice in the foregoing paragraph, it may be done in the form of an announcement.

Article 7-1: The Company's shareholders' meetings may take place in the form of video conferencing or in any other way announced by the central competent authority.

Article 8: When shareholders are unable to attend a shareholders' meeting, they may issue an authorization letter that is prepared by the Company specifying the scope of authorization and carries their signature/seal to authorize someone to attend it on their behalf.

For regulations on the proxies, besides the requirements of the Company Act, those in the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authority shall be followed.

Article 9: Unless specified otherwise in laws and regulations, each share is entitled to one vote. Shareholders with any of the conditions specified in Article 179 of the Company Act, however, have no voting rights.

Article 10: Except otherwise regulated by laws, resolutions made in shareholders' meetings shall be supported by attendance of shareholders representing a majority of outstanding shares and more than 50% of the votes of the attending shareholders.

Article 11: For shareholders' meetings called for while the Company's shares are being traded over the counter or being listed at the TWSE/TPEX, "electronically" will be included as a way to cast a vote and how it is exercised shall be specified in the Shareholders' Meeting Notice. Shareholders who exercise their voting rights in writing or electronically are considered to have attended the meeting in person and applicable matters regarding the exercise are based on applicable regulatory requirements.

Article 11-1: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chair of the meeting and shall be distributed to all shareholders within 20 days after the close of the meeting. The meeting minutes shall include the year, month, date, venue, name of the chairperson, decision-making method, guidelines to be followed throughout the meeting, and the results. Distribution of meeting minutes shall be based on the requirements in Article 183 of the Company Act.

#### **Chapter IV. Directors**

Article 12: The Company consists of five to seven directors to serve a term of three years. They are to be selected among people with legal capacity during a shareholders' meeting and may serve consecutive terms when re-elected. In the event that the term in office is due yet no re-election is taking place, the directors may continue to exercise their duties up to inauguration of the re-elected directors. The Company may have the directors covered by liability insurance for damages that may arise from the tasks they perform during their term in office.

The number of independent directors available at the Company may not be less than 3 and may not be less than one-fifth of the number of directors available. The professional qualification, shareholding and part-time job restrictions, determination of independence, nomination, election methods, and other matters that shall be followed of independent directors shall be subject to applicable requirements of the competent securities authority. The Company shall set up its Audit Committee that consists of all independent directors. The composition and other matters to be followed of the Committee shall be based on applicable requirements of the competent authority.

Once the Company is listed at the TWSE/TPEX, the candidate nomination system shall be adopted for the election of directors.

Board of Directors may set up respective functional committees. The regulations for exercising their functions shall be prepared for respective functional committees and are to be enforced upon approval by the Board of Directors.

Article 13: The Board of Directors shall consist of directors and the Chairman is to be elected among attending directors that account for at least two-thirds of all directors and with affirmative votes from a majority of the attending directors. The Chairman represents the Company externally and shall perform all duties in the Company according to laws and regulations, the Articles of Incorporation, or the decisions made by the Board of Directors or through the shareholders' meeting. In addition, to meet the operational developmental demand of the Company, one of the directors is to be elected as the Vice Chairman. If the Chairman is on leave or cannot exercise his/her power for some reason, the Vice Chairman shall act on his/her behalf. If the Vice Chairman also cannot exercise his/her power for some reason, his/her designee may do so on his/her behalf as required by Article 208 of the Company Act.

Article 14: Unless specified otherwise in laws and regulations, the Board of Directors' meetings shall be called for by the Chairman of the Board. The very first meeting of each intake of the Board of Directors shall be called for by the director representing the most voting rights by the number of votes received.

When the Board of Directors meets, directors shall attend the meeting in person. If it is held in the form of video conferencing, those attending the meeting through video conferencing are considered as attending the meeting in person.

Directors who are unable to attend the meeting, except as required by applicable laws and regulations, may authorize another director as the proxy to attend it on their behalf. The power-of-attorney shall be presented each time and the scope of authorization with regards to causes for which the meeting is called for shall be specified. One director may be authorized by one other director only.

Article 15: Remuneration Payment Guidelines for all directors are to be defined through a shareholders' meeting. It is payable reflective of the common practice in the industry regardless of operating deficits or earnings.

The Board of Directors is authorized, with regards to the remuneration to all directors, to make a decision taking into consideration the involvement of respective directors in and their contributions to the Company's operation referring to the advice from the Compensation and Remuneration Committee and the common practice in the industry, regardless of operating deficits or earning.

#### **Chapter V. Managers**

Article 16: The Company may have managers. The appointment, removal and remuneration of the managers shall be subject to Article 29 of the Company Act.

The Company has one president that takes care of all operations throughout the Company as decided by the Board of Directors and may perform duties externally on behalf of the Company as authorized by the Board of Directors. The Company may set up several vice presidents and assistant vice presidents to help the president address corporate operations.

#### **Chapter VI. Accounting**

Article 17: The Board of Directors shall prepare the (1) Business Report, (2) Financial Statements, and (3) Proposal on Distribution of Earnings or Appropriation for Offsetting Deficits, among other statements and reports at the end of each fiscal year which is from January 1 through December 31 of each year and bring them forth during the General Shareholders' Meeting as required by law for ratifications.

Article 18: The Company shall set aside the remuneration in case of any remainder following retention of the pre-tax profit of the year prior to subtraction of the remuneration to employees and that to directors for making up accumulated losses, which may not be less than 1% to employees and higher than 2% to directors. The ratio of remuneration to employees and that to directors and the remuneration to employees is to be done in stock or cash, which shall be supported by a majority of directors attending the Board of Directors' meeting that account for two-thirds or more of all directors and shall be presented during the shareholders' meeting.

Article 19: In cases of earnings following annual settlement, the Company pays taxes as required by law and offsets cumulative deficits. Then, 10% is set aside to be the compulsory surplus reserve. When the compulsory surplus reserve has reached the paid-in capital size of the Company, however, it will not be appropriated further. For the remainder, the special surplus reserve is appropriated or reversed as required by law. In case of any further balance, together with the accumulated undistributed earnings at start of term, the Board

of Directors is to prepare the earnings distribution proposal and shareholders' dividends/bonus will be assigned as decided in the shareholders' meeting.

Article 19-1: To address business expansion demand and industrial growths, the Company's dividend policy shall prioritize fulfillment of future operational needs and normalization of the financial structure first in principle. The Board of Directors is to define it and distribution occurs as decided through the shareholders' meeting. The business run by the Company is currently at the operational growth stage and hence distribution of earnings is as follows in principle:

It may be adequately adjusted taking into consideration the cash flows, earnings, and demand for future expansion of the operational scale of the Company. Each year, no less than 20% of disposable earnings is set aside to be the shareholder dividend/bonus and among the dividends distributed for the year, suitable cash dividends are set aside. The cash dividends distributed, however, may not be less than 10%. The remainder will be stock dividends. In case of a major investment plan and the impossibility to acquire other funds, nevertheless, the Board of Directors may propose no distribution of cash dividends, which is to be finalized through the shareholders' meeting.

#### **Chapter VII. Supplementary Provisions**

Article 20: Anything not covered herein shall be handled in accordance with the Company Act and applicable regulatory requirements.

Article 21: These Articles of Incorporation were prepared on July 31, 2012.

The first amendment occurred on October 14, 2013.

The second amendment occurred on October 17, 2014.

The third amendment occurred on April 26, 2015.

The fourth amendment occurred on June 28, 2016.

The fifth amendment occurred on August 03, 2016.

The sixth amendment occurred on October 05, 2016.

The seventh amendment occurred on December 09, 2016.

The eighth amendment occurred on May 23, 2017.

The ninth amendment occurred on December 11, 2017.

The tenth amendment occurred on May 22, 2018.

The eleventh amendment occurred on November 13, 2018.

The twelfth amendment occurred on May 06, 2019.

The thirteenth amendment occurred on May 05, 2020.

The fourteenth amendment occurred on May 27, 2022.

## Appendix 5

# Energenesis Biomedical Co., Ltd. Procedure for Electing Directors

### Article 1 Purpose

In order to elect directors fairly, justly, and openly, this Procedure is established pursuant to Article 21 and Article 41 of the “Corporate Governance Best Practice Principles for TWSE/TPEX-Listed Companies”.

Article 2 The election of the Company’s directors, unless specified otherwise in laws and regulations or the Articles of Incorporation, shall be based on this Procedure.

Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

- I. Basic requirements and values: Gender, age, nationality, and culture.
- II. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing) technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

- I. The ability to make judgments about operations.
- II. Accounting and financial analysis ability.
- III. Business management ability.
- IV. Crisis management ability.
- V. Knowledge of the industry.
- VI. An international market perspective.
- VII. Leadership ability.
- VIII. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

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

### Article 4 Qualifications of Independent Director

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 5 Election of directors of the Company, if the candidate nomination system is adopted, shall be based on the candidate nomination system/procedure specified in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

In the event that the number of independent directors falls short of that specified in the proviso under Article 14-2 Paragraph 1 of the Securities and Exchange Act, the shortfall shall be filled through the most recent shareholders’ meeting. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6 The cumulative voting system shall be adopted for the election of directors of the Company. Each

share has the same voting rights as the number of directors to be elected, and the shareholder may elect one person with all his voting rights, or the shareholder may elect several persons by distributing his voting rights among the candidates.

Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 When a candidate is a shareholder, the candidate must indicate in the "candidate" column of the ballot his/her name on the account and account number. If the candidate is not a shareholder, he/she shall indicate his/her name and National ID number. If the candidate is the government or an institution, the name of the government or institution shall be provided in the candidate's column on the ballot; the name of the government or institution along with that of its representative may also be provided. In cases of several representatives, names of all the additional representatives shall be provided.

Article 11 Ballots found with any of the following conditions are invalid:

- I. The ballot was not in the form provided by the board of directors.
- II. A blank ballot is placed in the ballot box.
- III. The writing is unclear and indecipherable or has been altered.
- IV. Name on the account and account number provided on the ballot disagree with those shown in the shareholders' roster if the candidate is a shareholder; the name and ID number provided on the ballot are verified to be invalid if the candidate is not a shareholder.
- V. There is additional information than the name on the account (name) or account number (ID number) of the candidate and the assigned voting rights.
- VI. The candidate's name written in the ballot coincides with other shareholders, but no information such as shareholder ID or ID card number has been provided for identification.

Article 12 The ballots are counted on the spot after the election is over. Response The chairperson announces the results on the spot, including the list of directors elected and the voting weights they have secured.

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

Article 13 The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 14 This Procedure shall be enforced upon approval through the shareholders' meeting; the same applies upon revision.

Article 15 This Procedure was prepared on May 23, 2017.  
The first amendment occurred on May 06, 2019.  
The second amendment occurred on November 01, 2019.  
The third amendment occurred on August 20, 2021.

## Appendix 6

### Energenesis Biomedical Co., Ltd. Shareholding status of all directors

Book closure date: March 28, 2023

Title	Name	Number of shares held as documented in the roster of shareholders on the book closure date (Unit: share)
Chairman	Ren-Yi Chiu	4,419,786
Vice Chairman	Han-Min Chen	6,306,295
Directors	Chung-Jung Tsai	0
Independent Director	Ke-Hua Ding	0
Independent Director	Shou-Shan Wu	0
Independent Director	Yu-Ren Wu	0
<b>Total</b>		<b>10,726,081</b>

Remarks:

The total number of shares issued by the Company as of March 28, 2023 is 66,845,000 (common stock shares).

The number of shares that shall be held by all directors of the Company according to law: 5,347,600 shares

The actual number of shares held as of March 28, 2023: 10,726,081 shares

The Company has an Audit Committee in place and hence the statutory number of shares to be held by supervisors does not apply.

◎ The shares held by independent directors are not included in the shares held by directors.