

Stock Code: 4109



加捷生醫股份有限公司
JIA JIE Biomedical Co., LTD.

2025 General Shareholders' Meeting Meeting Handbook

Date of Shareholders' Meeting: May 23, 2025

Venue: 2F, No. 351, Tai'an Rd., Meinong Dist., Kaohsiung City (2F., R&D Center of the Company)

Table of Contents

One. Meeting procedure	1
Two. Meeting agenda	2
Three. Reports	3
Four. Ratifications	4
Five. Discussions	4
Six. Extraordinary motions	6
Seven. Adjournment.....	6

Attachment

2024 Business Report	7
Audit Committee Review Report.....	12
2024 Independent Auditor's Report and Financial Statements	13
Earnings Distribution Table	38
Comparison Table of the Articles of Incorporation, before and after Amendments	39
Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets	41
Removal of non-competition for directors' new positions	42
Remuneration to Ordinary Directors and Independent Directors.....	45

Appendix

Rules and Procedures of Shareholders' Meeting.....	47
Articles of Incorporation (Before Amendment)	58
Shareholdings of Directors	65
Other Items for Explanation	66

Jia Jie Biomedical Co., Ltd.

2025 General Shareholders' Meeting

One. Meeting procedure

I. Call meeting to order

II. Chairman remarks

III. Reports

IV. Ratifications

V. Discussions

VI. Extraordinary motions

VII. Adjournment

Jia Jie Biomedical Co., Ltd.

2025 General Shareholders' Meeting

Two. Meeting agenda

Convening method: Physical meeting

Date &time: 10:00 a.m., May 23, 2025 (Friday)

Venue: 2F, No. 351, Tai'an Rd., Meinong Dist., Kaohsiung City (2F., R&D Center of the Company)

I. Call meeting to order

II. Chairman remarks

III. Reports

1. The Company's 2024 Business Report.
2. The Company's 2024 Audit Committee Review Report on the financial statements.
3. Report on the Company's 2024 distribution of remuneration to employees and directors.
4. Report on the Company's 2024 director remuneration payment.
5. Report on the Company's 2024 earnings distribution.

IV. Ratifications

1. The Company's 2024 financial statements.
2. The Company's 2024 earnings distribution.

V. Discussions

1. Partial amendment to the "Articles of Incorporation."
2. Proposal for partial amendment to the "Procedures for Acquisition or Disposal of Assets" of the Company.
3. Proposal for removal of non-compete restriction on directors.

VI. Extraordinary motions

VII. Adjournment

Three. Reports

Proposal 1:

Cause of motion: The Company's 2024 business report, submitted for approval.

Description: For the Company's 2024 business report, please refer to pp. 6-9 of the Handbook (Attachment 1).

Proposal 2:

Cause of motion: The Company's 2024 Audit Committee Review Report on the financial statements, submitted for approval.

Description: The Audit Committee has reviewed the 2024 financial statements and issued a review report. Please refer to p.10 of the Handbook (Attachment 2).

Proposal 3:

Cause of motion: Report on the distribution of remuneration to employees and directors for 2024, submitted for approval.

Description: The Board of Directors of the Company, on February 25, 2025, approved the distribution of employees' remuneration and directors' remuneration in accordance with the Articles of Incorporation as follows:

- (I) Employee remuneration to be distributed: NT\$5,615,105.
- (II) Directors' remuneration to be distributed: NT\$2,695,250.
- (III) The amounts above are all paid in cash.

Proposal 4:

Cause of motion: Report on director remuneration payment for 2024, submitted for approval.

Description: 1. According to Article 10-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, it is advisable that TWSE/TPEX listed companies report to shareholders' meetings the remuneration received by directors, including the remuneration policy, individual remuneration contents, amount, and performance evaluation results.

- 2. The remuneration policy of the Company is stipulated in Article 21 of the Company's Articles of Incorporation. If the Company makes a profit in a year, 1% to 10% of the profit shall be allocated as remuneration to employees and no more than 5% of the profit shall be allocated as remuneration to directors and supervisors. The distribution of remuneration to employees and directors shall be reported to the

shareholders' meeting.

3. For the details and amount of remuneration paid to directors in 2024, please refer to p. 39 (Attachment 8) of the Handbook.

Proposal 5:

Cause of motion: Report on the Company's 2024 earnings distribution, submitted for approval.

Description: 1. The Company distributes the cash dividend of NT\$59,368,341 for 2024, at NT\$ 0.5 per share, which was resolved by the Board of Directors in accordance with the Articles of Incorporation.
2. Cash dividends are distributed proportionally to the nearest NT\$ (rounded down to the nearest NT\$ 1). The sum of the fractions less than NT\$1 is accounted under the shareholders' equity.

Four. Ratifications

Proposal 1 (proposed by the Board of Directors)

Cause of motion: Proposal for the Company's 2024 financial statements.

Description: 1. The Company has completed the preparation of the parent company only financial statements and the consolidated financial statements for 2024. Unqualified opinions and an audit report on other matters by Liao A-Shen and Wang Kuo-Hua of PwC Taiwan have been issued and the business report prepared.
2. For the respective documents and lists of the motion, please refer to pp. 11-33 (Attachment 3) and pp. 6-9 of the Handbook (Attachment 1).
3. Please ratify.

Resolution:

Proposal 2 (proposed by the Board of Directors)

Cause of motion: Proposal for the Company's 2024 earnings distribution.

Description: 1. For the 2024 earnings distribution table, please refer to p.34 of the Meeting Handbook (Attachment 4).
2. In accordance with the Company Act and the Company's Articles of Incorporation, it is intended to distribute shareholders' cash dividends of NT\$59,368,341, or NT\$0.5 per share.
3. Please ratify.

Resolution:

Five. Discussions

Proposal 1 (proposed by the Board of Directors)

Cause of motion: Proposal for partial amendment to the “Articles of Incorporation”.

Description: 1. Pursuant to Article 14, Paragraph 6 of the Securities and Exchange Act, it is proposed to amend certain provisions of the Company's Articles of Incorporation.

2. The term "junior employees" as specified in the Articles of Incorporation refers to personnel who are not managerial officers and whose base salary is below the salary threshold for junior employees as defined in the ‘Regulations for Tax Preferences Provided to Small and Medium Enterprise on Wage Payment Raising.’”
2. For the comparison table of the provisions before and after amendment, please refer to p.35 of the Handbook (Attachment 5).
3. Presented for discussion.

Resolution:

Proposal 2 (proposed by the Board of Directors)

Cause of motion: Proposal for partial amendment to the Company's “Procedures for Acquisition or Disposal of Assets”.

Description: 1. According to the amendment of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the Company intends to amend some relevant provisions of the "Procedures for the Acquisition and Disposal of Assets".

2. Please refer to p.36 of this handbook (Attachment 6) for the comparison table of the provisions before and after amendment.
3. Presented for discussion.

Resolution:

Proposal 3 (proposed by the Board of Directors)

Cause of motion: Motion for removal of non-competition restriction for directors.

Description: 1. Pursuant 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 to the meeting of shareholders the essential contents of such an act and secure its approval.”

2. In view of the possibility that a director of the Company may engage in the same or similar scope of business as the Company at the same time, without affecting the normal business of the Company and without prejudice to the interest of the Company, it is proposed to request the shareholders' meeting to approve to release the directors and their

representatives from the non-compete restrictions. For the name list of these released and details, please refer to pp.37-38 (Attachment 7).

3. Presented for discussion.

Resolution:

Six. Extraordinary motions

Seven. Adjournment

Jia Jie Biomedical Co., Ltd.

2024 Business Report

2024 was a year of both challenges and opportunities. The global economy continued to be affected by the international political and economic situation. Inflation, supply chain adjustment and changes in the consumer market brought about a certain degree of uncertainty. However, by adhering to the philosophy of innovative development and stable operation, the Company proactively responded to market changes and continuously improved product competitiveness and service quality, in order to meet the growing demand of consumers for health products.

In terms of product development, we have optimized existing products and developed new products in line with market trends, especially in-depth research in the fields of immunity enhancement, intestinal health and nutritional supplements for the elderly. We worked closely with academic institutions and medical units to ensure the scientific evidence and safety of our products and further enhance brand credibility.

In terms of market deployment, the Company actively deepened channel collaboration, improved digital marketing strategies, and strengthened the development of e-commerce platforms. We aimed to expand market penetration, improve brand visibility, and develop new markets through strategic alliances and partners to gain a competitive advantage.

In terms of ESG, we continued to promote environmental protection, social responsibility and corporate governance. We are committed to fulfilling our corporate sustainability commitments through green production, carbon reduction, and resource recycling. In addition, we also paid attention to the well-being of our employees, provided a quality working environment and career development opportunities, and gave back to society through charity activities to fulfill our corporate social responsibility.

Looking ahead to 2025, we will continue to work hard in the health industry, strengthen product development and market deployment, and create a core driving force of innovation to steadily improve our business performance, and create greater value for shareholders, customers and society.

I. 2024 Business results

(I) Implementation achievements of the business plan In Thousands of New Taiwan Dollars: %

Item	Group		Increase (decrease) change	
	2024	2023	Amount	Proportion
Operating revenue	537,070	332,758	204,312	61
Operating cost	(363,722)	(215,123)	148,599	69
Gross profit	173,348	117,635	55,713	47
Operating expenses	(140,178)	(183,835)	(43,657)	(24)

Operating profit	33,170	(66,200)	99,370	150
Non-operating income and expenses	192,315	212,749	(20,434)	(10)
Net income before tax	225,485	146,549	78,936	54
Net profit after tax	216,150	147,024	69,126	47

(II) Budget execution: Not applicable as the Company did not prepare financial forecasts for 2024.

(III) Analysis of financial income and expenses and profitability

1. Analysis of financial income and expenses: Unit: In Thousands of New Taiwan Dollars

Item		2024	2023
Financial income and expenses	Operating revenue	537,070	332,758
	Gross profit	173,348	117,635
	Net profit after tax	216,150	147,024

2. Analysis of profitability:

Unit: In New Taiwan Dollars; %

Item		2024	2023
Profitability	Return on assets	14.97	12.19
	Return on equity	17.79	14.75
	Pre-tax net profit as a percentage of paid-in capital	22.84	16.48
	Net profit margin	40.25	44.18
	Earnings per share (NTD)	2.16	1.62

(IV) Research and development

1. R&D expenditure and results in the past two years In Thousands of New Taiwan Dollars

Item	Year	2024	2023
	R&D expenses	6,548	9,324

2. Future research and development plans:

- (1) Continue to develop basic and applied research on softshell turtles, and plan to apply for patent and health food certification for the research results.
- (2) Develop new production processes for softshell turtle-related materials.
- (3) Develop local ingredients local ingredients in Taiwan to become a new material for innovative health care.
- (4) Work with the new e-commerce marketing platform to develop diversified and daily health food.

II. Summary of the 2025 business plan:

(I) Business policy

- Continue to improve the efficiency of internal administration and organization
- Strengthen the brand and professional certification of main products, and expand product diversity to enhance competitiveness.
- Improve brand image management and strengthen brand belief
- Concentrate on our own business and improve operational performance

(II) Important production and sales policies

1. Sales strategy

- a. Use multimedia electronic marketing tools to improve the promotion efficiency of organizational marketing.
- b. Introduce new products that meet the actual needs of consumers to attract new consumer groups.
- c. Strengthen marketing, establish product brand image and complete product and business introduction system, and improve marketing efficiency through marketing channels such as promotional materials, videos, multimedia, and social media.
- d. Utilize the multimedia electronic marketing platform to explore new marketing channels.

2. Production policy

- a. Continue to optimize the production organization structure, refine the process technology, and upgrade the production technology to reduce the production cost.
- b. Strengthen the communication link between production and sales and regularly review the inventory status to prevent the occurrence of inventory overdue.
- c. Continue to strengthen the capacity of the R&D team, improve R&D capabilities, and introduce products that meet market demand through self-developed R&D, strategic alliances, and technology transfer.

(III) Future development strategies of the Company

At Jia Jie, we will continue to actively invest money and manpower in the R&D of new products. In addition to pioneering multiple applied researches on softshell turtles, we also develop and improve active ingredients of natural ingredients from Taiwan, and strengthens cooperation with academic and medical institutions. After scientific

evaluation, the results can be made into excellent health food products to improve the health of the public and reduce the threat of diseases.

In terms of production, we have also invested in the research of the feasibility of adding different dosage form processes, and will consider the market demand and future development. In addition to strengthening the existing production line, we will also evaluate adding new processes to meet the diverse needs of more customers, in order to continue to drive the Company's operational growth.

The Company also continues to deepen organizational promotion, organizes career seminars and health seminars on a regular basis, and enhances the quality of operators and market competitiveness. Through intensive education and training, the Company aims to create business opportunities in the health industry and quality lifestyles.

In addition, we will invest in advertising and marketing budgets in various media, and actively participate and strive for external awards, to increase the exposure of our brand and products and to build a sustainable health industry. We hope to move towards the goal of integrating health, leisure and sports, with the aim of becoming a comprehensive health business group that helps people be healthy, building a century-old business.

(IV) Impacts of the external competitive environment, the regulatory environment, and the overall business environment

According to the economic forecast published by the Directorate-General of Budget, Accounting and Statistics, Executive Yuan, the economic growth rate for 2024 was revised down to 3.9%, and the economic growth rate for 2025 is expected to be 3.26%. There are four uncertainties in the subsequent economic situation. First, the development of AI and other information technologies, the mass production and application process. Second, the impact of the U.S. election and the interest rate policy of the Fed and the Central Bank of Japan on the international financial market and the physical economy. Third, the impact of changes in the international geopolitical situation on the supply chain and international raw material prices. Fourth, the subsequent development and impact of trade protection measures in major economies must be carefully monitored. Based on Fair Trade Commission's statistics on multi-level marketing business:

By the end of 2023, a total of 331 businesses had implemented multi-level marketing (MLM), a decrease of 42 from the end of 2022. In terms of the number of MLM distributors, there were 3.713 million people at the end of 2023, an increase of 227,000 compared to 3.486 million people at the end of 2022.

The total scale of the MLM business in 2023 was NT\$108.368 billion, an increase of NT\$2.901 billion or approximately 2.75% from the total scale of NT\$105.467 billion in 2022.

The online sales of products has been adopted by MLM companies In 2023, 214 MLM companies used online platforms to sell products, accounting for 64.65% of the total

number of companies, a slight increase of 0.84 percentage points in 2022 (63.81%); 211 companies (63.75% of the total number of companies) used the Internet (online) ordering mechanism, and 176 companies (53.17% of the total number of companies) set up online stores for distributors to purchase products, and 173 companies (52.27% of the total) used both. These figures show that online marketing is still the main method of online sales of products. Among the online stores, 166 companies (50.15% of the total) were established on their own, 7 companies (2.11% of the total) were established in collaboration with others, and 6 companies (1.81% of the total) were established under both circumstances. Further analysis of the 176 online companies selling products through the online stores found that 29 of them (accounting for 16.48% of the total number of online stores) had sales amounting to less than NT\$100,000; 30 of whom (accounting for 17.05% of the total number of online stores) had sales amounting to NT\$100,000 but less than NT\$1 million; 36 of stores (accounting for 20.45% of the total number of online stores) had sales amounting to over NT\$1 million but less than NT\$10 million; 26 of whom (accounting for 14.77% of the total number of online stores) had sales amounting to over NT\$10 million but less than NT\$50 million; 11 of whom (accounting for 6.25% of the total number of online stores) had sales amounting to over NT\$50 million but less than NT\$100 million, and 37 of whom (accounting for 21.02% of the total number of online stores) had sales amounting to over NT\$100 million.

Looking ahead to 2025, although most research organizations predict many uncertainties of future economic trends, the Directorate-General of Budget, Accounting and Statistics, Executive Yuan stated that Taiwan's economy is expanding steadily and will continue Taiwan's economic growth trend. The Company will continue to work hard, enhance our professionalism and comply with laws and regulations to continue to grow and progress.

Chairman:

Weng Chung-Chun



Managerial Officer:

Tseng Ming-Chuan



Accounting supervisor:

Lin Ching-Hung



Jia Jie Biomedical Co., Ltd.
Audit Committee Review Report

The 2024 business report, financial statements (including the consolidated financial statements), and statement of earnings distribution of the Company are hereby approved by the Board of Directors. The financial statements (including the consolidated financial statements) have been audited by PwC Taiwan, with an audit report issued.

The business report, the financial statements (including the consolidated financial statements) and the statement of earnings distribution as stated above have been audited by the Audit Committee with no discrepancy found. We have presented you the reports based on the provisions stipulated in Article 14-4 in the Securities and Exchange Act and Article 219 in the Company Act.

Sincerely,

To: The Company's 2025 General Shareholders' Meeting

Audit Committee of Jia Jie Bio-medical Co., Ltd.

Convener of the Audit Committee:



February 25, 2025

2024 Independent Auditor's Report and Financial Statements

Independent Auditors' Report

(114) Cai-Shen-Bao-Zi No.24004163

To Jia Jie Biomedical Co., Ltd.:

Audit opinion

We have audited the parent company only balance sheet as of December 31, 2024 and 2023, and the parent company only statement of comprehensive income, parent company only statement of changes in equity, parent company only statement of cash flows, and notes to the parent company only financial statements (including the summary of significant accounting policies) of Jia Jie Biomedical Co., Ltd. for the periods from January 1 to December 31, 2024 and 2023.

In our opinion, according to our audit result and the report of other auditors (please refer to "Other matters" sections), the aforesaid parent company only financial statements have been prepared, in all material aspects, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and presented fairly the parent company only financial position of Jia Jie Biomedical Co., Ltd. as of December 31, 2024 and 2023, and its parent company only financial performance and parent company only cash flow for the periods from January 1 to December 31, 2024 and 2023.

Basis for audit opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountant and the auditing standards of the Republic of China. Our responsibilities under these standards will be further explained in the "Auditor's responsibilities for the audit of the parent company only financial statements" section. We are independent of Jia Jie Biomedical Co., Ltd. in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other responsibilities under the Norm. Based on our audit result and the audit report of other auditors, we believe that we have acquired sufficient and appropriate audit evidence to use it as the basis for our audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of Jia Jie Biomedical Co., Ltd.'s parent company only financial

statements for 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not express a separate opinion on these matters.

The key audit matters in Jia Jie Biomedical Co., Ltd.'s parent company only financial statements for 2024 are as follows:

Correctness of commission calculations

Description of matter

Jia Jie Biomedical Co., Ltd. sells health food using interpersonal marketing through many distributors and encourages the distributors to continue operations through performance promotion and incentive bonus policies. Due to the complexity of the formula for calculating commission expenses and the huge amount of data for incentive bonuses, we included the correctness of commission expense calculations as one of the key audit matters.

Audit procedures in response

The main procedures we implemented in response to the key audit matter mentioned above are as follows:

1. Understanding the incentive bonus policy of the Company.
2. Confirming that the formula for calculating commissions is consistent with the policy mentioned above.
3. Testing the system logic and verifying the correctness of commission calculations.

Investments under the equity method - business combination

Description of matter

For the accounting policy of investments accounted for under the equity method, please refer to Note 4(13); for the accounting items of investments accounted for under the equity method, please refer to Note 6(7).

Jia Jie Biomedical Co., Ltd., under the equity method, acquired the common shares in Mixiang Foods Co., Ltd. and Baiqianhui Foods Co., Ltd. for NT\$45,750 thousand and NT\$2,600 thousand on January 2, 2024, respectively. As the purchase price apportionment involves significant estimates by management and the amount of the M&A transaction is

significant in the current year, we have included the subsidiary's business combination as one of the key items to be audited in the current year.

Audit procedures in response

The main procedures we implemented in response to the key audit matter mentioned above are as follows:

1. Understand and evaluate the internal control procedures of the investment transaction of Jia Jie Biomedical Co., Ltd. and review the relevant documents of the Board of Directors to confirm that this investment has been executed in accordance with the relevant procedures.
2. Review the M&A transaction contract and check the payment certificate to confirm the acquisition consideration.
3. The price allocation report of the acquisition is obtained, and the independence of the experts appointed by management is assessed, the data used in the report is examined, and the auditor assesses the valuation methods and key assumptions used in the report to evaluate the reasonableness of the acquisition price allocation.

Other matters - Reference to the audit of other auditors

As stated in Note 6(7) to the 2024 and 2023 parent company only financial statements, the financial statements of some of Jia Jie Biomedical Co., Ltd.'s investments valued under the equity method were not audited by us, but by other auditors.

Therefore, our opinions expressed on the aforementioned parent company only financial statements with respect to the amounts in the parent company only financial statements of such companies are based on the report of such auditors. The investment in the aforementioned companies under the equity method as of December 31, 2024 and 2023 were NT\$63,115 thousand and NT\$89,798 thousand, respectively, accounting for 4.47% and 6.59% of the total assets, respectively. The comprehensive income recognized under the equity method for the years ended December 31, 2024 and 2023 were NT\$5,273 thousand and NT\$2,932 thousand, respectively, accounting for 2.60% and 2.00% of the total comprehensive income, respectively.

Responsibilities of the management and governing body for the parent

company only financial statements

The management was responsible for preparing the parent company only financial statements with fair presentation in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and maintaining necessary internal control related to the preparation of the parent company only financial statements to ensure that the parent company only financial statements were free of material misstatements due to fraud or error.

In preparing the parent company only financial statements, the management was also responsible for assessing Jia Jie Biomedical Co., Ltd.'s going concern ability, the disclosure of relevant matters, and the use of the going concern basis of accounting, unless the management intended to liquidate or cease the operation of Jia Jie Biomedical Co., Ltd. or there were no actual feasible solutions other than liquidation or cessation of operation.

The governing body of Jia Jie Biomedical Co., Ltd. (including the Audit Committee) was responsible for supervising the financial reporting process.

Auditor's responsibilities for the audit of the parent company only financial statements

The purpose of our audit of the parent company only financial statements was to obtain reasonable assurance on whether the parent company only financial statements as a whole were free of material misstatements arising from fraud or error and to issue an audit report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards of the Republic of China will detect a material misstatement in the parent company only financial statements. Misstatement may result from fraud or error. A misstatement is deemed material if the individual or aggregate amount misstated could be reasonably expected to affect the economic decisions made by users of the parent company only financial statements.

We exercised professional judgment and skepticism in conducting the audit in accordance with the auditing standards of the Republic of China. We also performed the following tasks:

1. Identifying and assessing the risk of material misstatement of the parent company only

financial statements due to fraud or error; designing and implementing appropriate measures responsive to the risks assessed; and obtaining sufficient and appropriate audit evidence to use it as the basis for our audit opinion. As fraud may involve collusion, forgery, intentional omission, fraudulent statement or violation of internal control, the risk of not detecting a material misstatement resulting from fraud is higher than that resulting from error.

2. Obtaining a necessary understanding of internal control relevant to the audit in order to design audit procedures appropriate for the current circumstances, provided that the purpose of the foregoing was not to express an opinion on the effectiveness of Jia Jie Biomedical Co., Ltd.'s internal control.
3. Assessing the appropriateness of the accounting policies adopted by the management and the reasonableness of the accounting estimates and disclosures made by the management.
4. Drawing a conclusion, based on the audit evidence obtained, about the appropriateness of the going concern basis of accounting adopted by the management and whether a material uncertainty exists in respect of events or conditions that may cast significant doubt on Jia Jie Biomedical Co., Ltd.'s ability to continue as a going concern. If we conclude that such a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the parent company only financial statements or, if such disclosures are inappropriate, to modify our audit opinion. Our conclusion is based on the audit evidence acquired as of the date of the audit report. However, future events or conditions may cause Jia Jie Biomedical Co., Ltd. to cease to continue as a going concern.
5. Evaluating the overall presentation, structure, and content of the parent company only financial statements (including relevant notes), and whether the parent company only financial statements adequately present the relevant transactions and events.
6. Obtaining sufficient and appropriate audit evidence concerning the financial information of entities within Jia Jie Biomedical Co., Ltd. to express an opinion on the parent company only financial statements. We are responsible for directing, supervising and performing the audit of the parent company only financial statements and forming an audit opinion on the parent company only financial statements.

The matters communicated between us and the governing body include the planned

scop
defic

資 誠 聯 合 會 計 師 事 務 所

gnificant

with
Certi
relati
relate

會計師

廖阿甚

廖阿甚
子國華



前行政院金融監督管理委員會
核准簽證文號：金管證審字第 1010015969 號
前財政部證券暨期貨管理委員會
核准簽證文號：(87)台財證(六)第 68790 號

中華民國 114 年 2 月 25 日

ve have complied
1 Ethics for
with it all
nce (including

ined the key audit
financial statements
ublic disclosure of
xceptional
audit report due to
ch communication

PwC Taiwan

Liao A-Shen

Auditor

Wang
Guo-Hua

廖阿甚
子國華



Former Financial Supervisory Commission, Executive Yuan
Audit Approval No.: Jin-Guan-Zheng-Shen-Zi No. 1010015969
Former Securities and Futures Commission, Ministry of Finance
Audit Approval No.: (1998) Tai-Cai-Zheng (VI) No. 68790

February 25, 2025



Jia Jie Biomedical Co., Ltd.
Parent Company Only Balance Sheet
December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

December 31, 2024

December 31, 2023

	Assets	Note	Amount	%	Amount	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 63,318	5	\$ 238,000	18
1110	Financial assets at fair value through profit or loss - current	6(3)	42,400	3	-	-
1136	Financial assets measured at amortized cost - current	6(2)	41,000	3	3,400	-
1170	Net accounts receivable	6(5) and 7	13,644	1	4,577	-
1200	Other receivables		-	-	37	-
130X	Inventories	5 and 6(6)	24,263	2	24,682	2
1410	Prepayments		6,363	-	3,540	-
11XX	Total current assets		190,988	14	274,236	20
Non-current assets						
1510	Non-current financial assets at fair value through profit or loss	6(3)	441,800	31	254,100	19
1517	Financial assets measured at fair value through other comprehensive income - non-current	6(4)	51,326	4	115,183	8
1550	Investments under the equity method	6(7)	207,970	15	188,763	14
1600	Property, plant, and equipment	6(8) and 8	427,651	30	436,687	32
1755	Right-of-use assets	6(9)	3,600	-	-	-
1760	Net investment property	6(10) and 8	40,109	3	40,290	3
1840	Deferred income tax assets	6(25)	46,180	3	49,340	4
1920	Refundable deposits		461	-	1,222	-
1990	Other non-current assets - others		2,478	-	2,775	-
15XX	Total non-current assets		1,221,575	86	1,088,360	80
1XXX	Total assets		\$ 1,412,563	100	\$ 1,362,596	100

The attached notes to the parent company only financial statements form part of the parent company only financial report, please refer to them, too.

Chairman: Weng Chung-Chun



Managerial Officer: Tseng Ming-Chuan

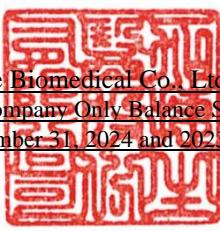


Accounting supervisor: Ching-Hung



Jia Jie Biomedical Co., Ltd.
Parent Company Only Balance Sheet
December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars



Liabilities and equity	Note	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Current liabilities					
2100 Short-term borrowings	6(11) and 8	\$ -	-	\$ 75,000	5
2130 Contract liabilities - current	6(18)	36	-	205	-
2170 Accounts payable		3,593	1	11,089	1
2200 Other payables	6(12)	68,270	5	63,790	5
2220 Other payables - related parties	7	-	-	162,449	12
2230 Current income tax liabilities		1,639	-	-	-
2280 Lease liabilities - current		1,800	-	-	-
2365 Refund liabilities - current	6(18)	2,180	-	936	-
2399 Other current liabilities - others		1,980	-	2,046	-
21XX Total current liabilities		79,498	6	315,515	23
Non-current liabilities					
2580 Lease liabilities - non-current		1,838	-	-	-
2645 Deposits received		211	-	211	-
25XX Total non-current liabilities		2,049	-	211	-
2XXX Total liabilities		81,547	6	315,726	23
Equity					
Share capital	6(14)				
3110 Common stock capital		987,367	70	889,367	65
Capital surplus	6(15)				
3200 Capital surplus		91,051	6	58,303	4
Retained earnings	6(16)				
3310 Legal reserves		14,537	1	123	-
3320 Special reserves		63,814	5	24,157	2
3350 Undistributed earnings		271,481	19	138,735	10
Other equity	6(17)				
3400 Other equity		(97,234)	(7)	(63,815)	(4)
3XXX Total equity		1,331,016	94	1,046,870	77
Significant subsequent events	11				
3X2X Total liabilities and equity		\$ 1,412,563	100	\$ 1,362,596	100

The attached notes to the parent company only financial statements form part of the parent company only financial report, please refer to them, too.

Chairman: Weng Chung-Chun

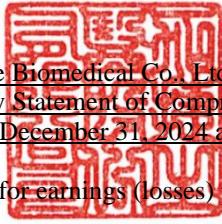


Managerial Officer: Tseng Ming-Chuan



Accounting supervisor: Lin Ching-Hung





Jia Jie Biomedical Co., Ltd.
Parent Company Only Statement of Comprehensive Income
January 1 to December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars
(Except for earnings (losses) per share, which are in New Taiwan dollars)

Item	Note	2024		2023	
		Amount	%	Amount	%
4000 Operating revenue	6(18)	\$ 309,628	100	\$ 263,486	100
5000 Operating cost	6(6)(24)	(191,084)	(62)	(179,979)	(68)
5900 Gross profit	(24) and 7	<u>118,544</u>	<u>38</u>	<u>83,507</u>	<u>32</u>
Operating expenses	6(24)				
6100 Sales and marketing expenses	(24) and 12(2)	(43,057)	(14)	(44,261)	(17)
6200 Administrative expense		(48,372)	(15)	(47,881)	(18)
6300 R&D expense		(6,548)	(2)	(9,324)	(4)
6450 Expected credit impairment loss		(51)	-	(8)	-
6000 Total operating expenses		(98,028)	(31)	(101,474)	(39)
6900 Operating profit (loss)		<u>20,516</u>	<u>7</u>	<u>(17,967)</u>	<u>(7)</u>
Non-operating income and expense					
7100 Interest revenue	6(19)	1,331	-	1,012	1
7010 Other revenue	6(20)	4,277	1	8,798	3
7020 Other gains and losses	6(21)	184,184	60	200,144	76
7050 Financial cost	6(22)	(621)	-	(302)	-
7070 Share in the profit or loss of subsidiaries, associates, and joint ventures recognized under equity method	6(7)				
		6,607	2	(50,182)	(19)
7000 Total non-operating revenue and expenses		<u>195,778</u>	<u>63</u>	<u>159,470</u>	<u>61</u>
7900 Net income before tax		<u>216,294</u>	<u>70</u>	<u>141,503</u>	<u>54</u>
7950 Income tax expenses (gains)	6(25)	(4,922)	(2)	2,643	1
8200 Current net loss		<u>\$ 211,372</u>	<u>68</u>	<u>\$ 144,146</u>	<u>55</u>
Other comprehensive income (net amount after tax)					
Items not reclassified to profit or loss					
8316 Unrealized valuation gain (loss) on investments in equity instruments measured at fair value through other comprehensive income	6(4) and 12(3)	(\$ 9,156)	(3)	\$ 3,978	1
Total items that may be subsequently reclassified to profit or loss					
8361 Exchange difference on translation of the financial statements of foreign operations	6(7)				
		550	-	(522)	-
8300 Other comprehensive income (net amount)		<u>(\$ 8,606)</u>	<u>(3)</u>	<u>\$ 3,456</u>	<u>1</u>
8500 Total current comprehensive income		<u>\$ 202,766</u>	<u>65</u>	<u>\$ 147,602</u>	<u>56</u>
Earnings per share	6(26)				
9750 Basic		\$ 2.16		\$ 1.62	
9850 Diluted		<u>\$ 2.15</u>	<u>65</u>	<u>\$ 1.62</u>	<u>56</u>

The attached notes to the parent company only financial statements form part of the parent company only financial report, please refer to them, too.

Chairman: Weng Chung-Chun



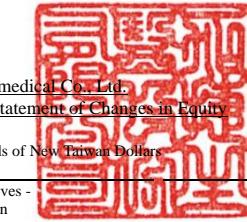
Managerial Officer: Tseng Ming-Chuan



Accounting supervisor: Lin Ching-Hung



Jia Jie Biomedical Co., Ltd.
Parent Company Only Statement of Changes in Equity



Unit: In Thousands of New Taiwan Dollars

January 1 to December 31, 2024 and 2023 Unit: In Thousands of New Taiwan Dollars

Note	Common stock capital	Issue premium	Difference between the price and the book value of the subsidiary's equity acquired or disposed of	Capital reserves - changes in ownership interests in subsidiaries recognized	Others	Legal reserves	Special reserves	Retained earnings		Other equity		Unrealized gain or loss on financial assets measured at fair value through other comprehensive income	Total
								(Losses to be made up for)	Undistributed earnings	Exchange difference on translation of the financial statements of foreign operations			
2023													
Balance as of January 1, 2023	\$ 889,367	\$ 56,090	\$ 920	\$ -	\$ -	\$ 123	\$ 24,157	\$ 5,411	\$ 21,544	\$ 45,727	\$ 897,975		
Current net loss	-	-	-	-	-	-	-	144,146	-	-	144,146		
Current other comprehensive income	6(4)(16)	-	-	-	-	-	-	-	-	522	3,978	3,456	
Total current comprehensive income		-	-	-	-	-	-	144,146	-	522	3,978	147,602	
Changes in ownership interests in subsidiaries recognized	6(15)	-	-	1,293	-	-	-	-	-	-	-	1,293	
Balance as of December 31, 2023	<u>\$ 889,367</u>	<u>\$ 56,090</u>	<u>\$ 920</u>	<u>\$ 1,293</u>	<u>\$ -</u>	<u>\$ 123</u>	<u>\$ 24,157</u>	<u>\$ 138,735</u>	<u>\$ 22,066</u>	<u>\$ 41,749</u>	<u>\$ 1,046,870</u>		
2024													
Balance as of January 1, 2024	\$ 889,367	\$ 56,090	\$ 920	\$ 1,293	\$ -	\$ 123	\$ 24,157	\$ 138,735	\$ 22,066	\$ 41,749	\$ 1,046,870		
Net income (loss) for the period	-	-	-	-	-	-	-	211,372	-	-	211,372		
Current other comprehensive income		-	-	-	-	-	-	-	-	550	9,156	8,606	
Total current comprehensive income		-	-	-	-	-	-	211,372	-	550	9,156	202,766	
Allocation and distribution of 2023 earnings													
Legal reserves	-	-	-	-	-	-	14,414	-	14,414	-	-	-	
Special reserves	-	-	-	-	-	-	-	39,657	39,657	-	-	-	
Cash dividends	-	-	-	-	-	-	-	49,368	-	-	49,368		
Capital increase by cash	98,000	32,732	-	-	-	-	-	-	-	-	-	130,732	
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	-	-	24,813	-	-	24,813		
The fractional cash dividends are transferred to the capital reserve.	-	-	-	16	-	-	-	-	-	-	-	16	
Balance as of December 31, 2024	<u>\$ 987,367</u>	<u>\$ 88,822</u>	<u>\$ 920</u>	<u>\$ 1,293</u>	<u>\$ 16</u>	<u>\$ 14,537</u>	<u>\$ 63,814</u>	<u>\$ 271,481</u>	<u>\$ 21,516</u>	<u>\$ 75,718</u>	<u>\$ 1,331,016</u>		

The attached notes to the parent company only financial statements form part of the parent company only financial report, please refer to them, too.



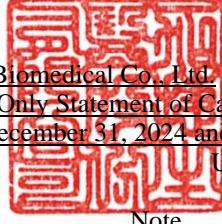
Chairman:
Weng Chung-Chun



Managerial Officer:
Tseng Ming-Chuan
~22~



Accounting supervisor:
Lin Ching-Hung

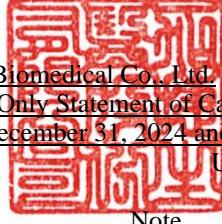


Jia Jie Biomedical Co., Ltd.
Parent Company Only Statement of Cash Flows
January 1 to December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

Note	2024	2023
Cash flow from operating activities		
Net income before tax of the period	\$ 216,294	\$ 141,503
Adjustment items		
Income and expenses		
Net gain on financial assets at fair value through profit or loss	6(3)(21) (184,600)	(200,247)
Depreciation expense	6(8)(9)(10) (23) 11,532	11,433
Amortization expense	6(23) 1,241	1,888
Expected credit impairment loss	12(2) 51	8
Interest expense	6(22) 621	302
Interest revenue	6(19) (1,331)	(1,012)
Dividend revenue	6(20) 1,000	4,893
Share in the profit or loss of subsidiaries, associates, and joint ventures recognized under equity method	6(7) (6,607)	50,182
Loss on disposal and scrapping of property, plant and equipment	6(21) 519	116
Changes in assets/liabilities related to operating activities		
Net changes in assets related to operating activities		
Accounts receivable	(9,118)	(112)
Other receivables	5 (5)	(5)
Inventories	369	2,056
Prepayments	(2,824)	8,429
Net changes in liabilities related to operating activities		
Contract liabilities - current	(169)	187
Accounts payable	(7,496)	1,120
Other payables	4,662	19,402
Refund liabilities - current	1,244 (224)	(224)
Other current liabilities - others	(66) 1,382	1,382
Cash inflow from operations	25,327	41,301
Interest received	1,331	1,012
Interest paid	(621) (302)	(302)
Income tax paid	(91) (19)	(19)
Dividends received	(1,000) (4,893)	(4,893)
Net cash inflow from operating activities	24,946	37,099

(continued on next page)



Jia Jie Biomedical Co., Ltd.
Parent Company Only Statement of Cash Flows
January 1 to December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

Note	2024	2023
Cash flow from investing activities		
Acquisition of financial assets measured at amortized cost - current	(\$ 50,000)	(\$ 3,400)
Acquisition of financial assets at fair value through profit or loss	(45,500)	(132,000)
Disposal of financial assets at fair value through profit or loss - non-current	- -	78,147
Acquisition of investments under the equity method	6(7) (12,000)	(147,000)
Return of investments under the equity method	6(7) -	12,706
Acquisition of property, plant, and equipment	6(27) (1,300)	(8,395)
Disposal of financial assets measured at amortized cost - current	12,400	92,470
Proceeds from sale of financial assets measured at fair value through other comprehensive income - non-current	54,701	- -
Proceeds from disposal of property, plant, and equipment	84	45
Decrease (increase) in refundable deposits	761 (761)	(625)
(Increase) Decrease in other non-current assets - other	(943)	995
Net cash outflow from investing activities	(41,797)	(107,057)
Cash flow from financing activities		
Increase in short-term borrowings	6(28) -	80,000
Decrease in short-term borrowings	6(28) (75,000)	(5,000)
(Decrease) Increase in other payables-related parties	6(28) (162,449)	162,449
Repayment of lease principal	6(28) (1,762)	(1,785)
Payment of cash dividends	6(17) (49,368)	- -
The fractional cash dividends are transferred to the capital reserve.	16	- -
Private placement of cash capital increase	130,732	- -
Net cash inflow (outflow) from financing activities	(157,831)	235,664
(Decrease) Increase in cash and cash equivalents	(174,682)	165,706
Opening balance of cash and cash equivalents	238,000	72,294
Closing balance of cash and cash equivalents	<u>\$ 63,318</u>	<u>\$ 238,000</u>

The attached notes to the parent company only financial statements form part of the parent company only financial report, please refer to them, too.

Chairman: Weng C



Managerial Officer: Tseng Ming-Chuan Accounting supervisor: Lin Ching-Hung



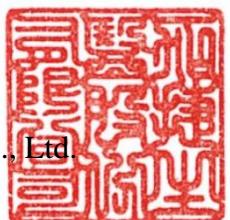
Jia Jie Biomedical Co., Ltd.

Declaration for the Consolidated Financial Statements of Affiliates

The Company hereby declares that the companies that should be included in the consolidated financial statements of affiliates for 2024 (from January 1 to December 31, 2024) in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” are the same as those that should be included in the consolidated financial report of the parent company and subsidiaries in accordance with IFRS 10 and that the relevant information that should be disclosed in the consolidated financial statements of affiliates has been disclosed in the aforesaid consolidated financial report of the parent company and subsidiaries. Therefore, the consolidated financial statements of affiliates shall not be prepared separately.

We hereby declare

Company name: Jia Jie Biomedical Co., Ltd.



Person in charge: Weng Chung-Chun



February 25, 2025

Independent Auditors' Report

(2025) Cai-Shen-Bao-Zi No. 24004164

To Jia Jie Biomedical Co., Ltd.:

Audit opinion

We have audited the consolidated balance sheet as of December 31, 2024 and 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows, and notes to the consolidated financial statements (including the summary of significant accounting policies) of Jia Jie Biomedical Co., Ltd. and its subsidiaries (hereinafter referred to as "Jia Jie Group") for the periods from January 1 to December 31, 2024 and 2023.

In our opinion, according to our audit result and the report of other auditors (please refer to "Other matters" sections), the aforesaid consolidated financial statements have been prepared, in all material aspects, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission and presented fairly the consolidated financial position of Jia Jie Group as of December 31, 2024 and 2023, and its consolidated financial performance and consolidated cash flow for the periods from January 1 to December 31, 2024 and 2023.

Basis for audit opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountant and the auditing standards of the Republic of China. Our responsibilities under these standards will be further explained in the "Auditor's responsibilities for the audit of the consolidated financial statements" section. We are independent of Jia Jie Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other responsibilities under the Norm. Based on our audit result and the audit report of other auditors, we believe that we have acquired sufficient and appropriate audit evidence to use it as the basis for our audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of Jia Jie Group's consolidated financial statements for 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not express a separate opinion on these matters.

The key audit matters in Jia Jie Group's consolidated financial statements for 2024 are as follows:

Correctness of commission calculations

Description of matter

Jia Jie Group sells health food using interpersonal marketing through many distributors and encourages the distributors to continue operations through performance promotion and incentive bonus policies. Due to the complexity of the formula for calculating commission expenses and the huge amount of data for incentive bonuses, we included the correctness of commission expense calculations as one of the key audit matters.

Audit procedures in response

The main procedures we implemented in response to the key audit matter mentioned above are as follows:

1. Understanding the incentive bonus policy of the Company.
2. Confirming that the formula for calculating commissions is consistent with the policy mentioned above.
3. Testing the system logic and verifying the correctness of commission calculations.

Corporate M&A transaction

Description of matter

Jia Jie Group, under the equity method, acquired the common shares in Mixiang Foods Co., Ltd. and Baiqianhui Foods Co., Ltd. for NT\$45,750 thousand and NT\$2,600 thousand on January 2, 2024, respectively. The business combination of the Group is handled under the acquisition method. Please refer to note 4(31) of the consolidated financial statements for details. The purchase price allocation was based on the price allocation report prepared by an external expert commissioned by the management. The purchase price was measured and allocated to the acquired company's identifiable assets. Please refer to note 6(29) of the consolidated financial statements for details of the business combination.

As the purchase price apportionment involves significant estimates by management and the amount of the M&A transaction is significant in the current year, we have included the subsidiary's business combination as one of the key items to be audited in the current year.

Audit procedures in response

The main procedures we implemented in response to the key audit matter mentioned above are as follows:

1. Understand and evaluate the internal control procedures of the investment transaction of Jia Jie Group and review the relevant documents of the Board of Directors to confirm that this investment has been executed in accordance with the relevant procedures.
2. Review the M&A transaction contract and check the payment certificate to confirm the acquisition consideration.
3. The price allocation report of the acquisition is obtained, and the independence of the experts appointed by management is assessed, the data used in the report is examined, and the auditor assesses the valuation methods and key assumptions used in the report to evaluate the reasonableness of the acquisition price allocation.

Other matters - Reference to the audit of other auditors

For some subsidiaries included in Jia Jie Group's consolidated financial statements for 2024 and 2023, and investee under the equity method, their financial statements were not audited by us, but by other auditors. Therefore, our opinions expressed on the aforementioned consolidated financial statements with respect to the amounts in the financial statements of such companies are based on the report of such auditors. The total assets of the aforementioned companies as of December 31, 2024 and 2023 (including investment under equity method) were NT\$89,692 thousand and NT\$115,331 thousand, respectively, accounting for 6.05% and 8.16% of the consolidated total assets, respectively. The operating revenue for the years ended December 31, 2024 and 2023 were NT\$59,643 thousand and NT\$62,875 thousand, respectively, accounting for 11.11% and 18.90% of the consolidated net operating revenue, respectively. For the years ended December 31, 2024 and 2023, the gain recognized for the aforementioned investment under the equity method was NT\$0 and NT\$306 thousand, respectively, accounting for 0% and 0.20% of the total consolidated comprehensive income, respectively.

Other matters - Parent Company Only Financial Report

Jia Jie Biomedical Co., Ltd. prepared the parent company only financial statements for 2024 and 2023, to which we have issued an auditor's report with an unqualified opinion along with "Other matters" sections for reference.

Responsibilities of the management and governing body for the consolidated financial statements

The management was responsible for preparing the consolidated financial statements with fair presentation in accordance with the Regulations Governing the Preparation of

Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission and maintaining necessary internal control related to the preparation of the consolidated financial statements to ensure that the consolidated financial statements were free of material misstatements due to fraud or error.

In preparing the consolidated financial statements, the management was also responsible for assessing Jia Jie Group's going concern ability, the disclosure of relevant matters, and the use of the going concern basis of accounting, unless the management intended to liquidate or cease the operation of Jia Jie Group or there were no actual feasible solutions other than liquidation or cessation of operation.

The governing body of Jia Jie Group (including the Audit Committee) was responsible for supervising the financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

The purpose of our audit of the consolidated financial statements was to obtain reasonable assurance on whether the consolidated financial statements as a whole were free of material misstatements arising from fraud or error and to issue an audit report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards of the Republic of China will detect a material misstatement in the consolidated financial statements. Misstatement may result from fraud or error. A misstatement is deemed material if the individual or aggregate amount misstated could be reasonably expected to affect the economic decisions made by users of the consolidated financial statements.

We exercised professional judgment and skepticism in conducting the audit in accordance with the auditing standards of the Republic of China. We also performed the following tasks:

1. Identifying and assessing the risk of material misstatement of the consolidated financial statements due to fraud or error; designing and implementing appropriate measures responsive to the risks assessed; and obtaining sufficient and appropriate audit evidence to use it as the basis for our audit opinion. As fraud may involve collusion, forgery, intentional omission, fraudulent statement or violation of internal control, the risk of not detecting a material misstatement resulting from fraud is higher than that resulting from error.
2. Obtaining a necessary understanding of internal control relevant to the audit in order to design audit procedures appropriate for the current circumstances, provided that the

purpose of the foregoing was not to express an opinion on the effectiveness of Jia Jie Group's internal control.

3. Assessing the appropriateness of the accounting policies adopted by the management and the reasonableness of the accounting estimates and disclosures made by the management.
4. Drawing a conclusion, based on the audit evidence obtained, about the appropriateness of the going concern basis of accounting adopted by the management and whether a material uncertainty exists in respect of events or conditions that may cast significant doubt on Jia Jie Group's ability to continue as a going concern. If we conclude that such a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the consolidated financial statements or, if such disclosure are inappropriate, to modify our audit opinion. Our conclusion is based on the audit evidence acquired as of the date of the audit report. However, future events or conditions may cause Jia Jie Group to cease to continue as a going concern.
5. Evaluating the overall presentation, structure, and content of the consolidated financial statements (including relevant notes), and whether the consolidated financial statements adequately present the relevant transactions and events.
6. Obtaining sufficient and appropriate audit evidence concerning the financial information of entities within the Group to express an opinion on the consolidated financial statements. We are responsible for directing, supervising and performing the audit and forming an audit opinion on the Group.

The matters communicated between us and the governing body include the planned scope and time of the audit and significant audit findings (including any significant deficiencies in internal control identified during the audit).

We also provided the governing body with a declaration stating that we have complied with the requirements regarding independence in the Norm of Professional Ethics for Certified Public Accountant of the Republic of China and communicated with it all relationships and relevant matters that may compromise auditor independence (including related prevention measures).

From the matters communicated with the governing body, we determined the key audit matters in the audit of Jia Jie Group's consolidated financial statements for 2024. We shall specify such matters in the audit report, except where public disclosure of certain matters is prohibited by laws or regulations or where, under very exceptional circumstances, we have decided not to communicate certain matters in the audit report due to the reasonable expectation that any negative consequences arising from such communication would be

greater than the public interest enhanced.

PwC Taiwan

Liao
A-Shen

Auditor

Wang
Guo-Hua

廖阿甚
王國華



Former Financial Supervisory Commission, Executive Yuan

Audit Approval No.: Jin-Guan-Zheng-Shen-Zi No. 1010015969

Former Securities and Futures Commission, Ministry of Finance

Audit Approval No.: (1998) Tai-Cai-Zheng (VI) No. 68790

February 25, 2025



Jia Jie Biomedical Co., Ltd. and subsidiaries
Consolidated Balance Sheet
December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

Assets	Note	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Current assets					
1100 Cash and cash equivalents	6(1)	\$ 112,942	8	\$ 354,424	25
1110 Financial assets at fair value through profit or loss - current	6(3)	88,047	6	-	-
1136 Financial assets measured at amortized cost - current	6(2)	62,060	4	29,742	2
1140 Contract assets - current	6(19)	5,177	-	5,333	1
1150 Net notes receivable	6(5)	2,043	-	355	-
1170 Net accounts receivable	6(5) and 7	40,835	3	12,081	1
1200 Other receivables		1,621	-	2,798	-
1220 Current income tax assets		230	-	18	-
130X Inventories	5 and 6(6)	24,494	2	24,681	2
1410 Prepayments		7,981	-	4,986	-
1479 Other current assets - others		2,906	-	2,887	-
11XX Total current assets		348,336	23	437,305	31
Non-current assets					
1510 Non-current financial assets at fair value through profit or loss	6(3)	441,800	30	254,100	18
1517 Financial assets measured at fair value through other comprehensive income - non-current	6(4)	51,326	4	116,804	8
1560 Contract assets - non-current	6(19)	5,397	1	6,721	1
1550 Investments under the equity method	6(7)	-	-	31,956	2
1600 Property, plant, and equipment	6(8) and 8	446,358	30	447,079	32
1755 Right-of-use assets	6(9)	4,395	-	1,728	-
1760 Net investment property	6(10) and 8	40,109	3	40,290	3
1780 Intangible assets	6(10)	75,546	5	20,180	1
1840 Deferred income tax assets	6(26)	46,946	3	49,935	4
1920 Refundable deposits		3,042	-	3,739	-
1990 Other non-current assets - others		19,029	1	3,076	-
15XX Total non-current assets		1,133,948	77	975,608	69
1XXX Total assets		\$ 1,482,284	100	\$ 1,412,913	100

(continued on next page)



Jia Jie Biomedical Co., Ltd. and subsidiaries
Consolidated Balance Sheet
December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

Liabilities and equity	Note	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Current liabilities					
2100 Short-term borrowings	6(12) and 8	\$ -	-	\$ 75,000	5
2130 Contract liabilities - current	6(19)	375	-	532	-
2150 Notes payable		300	-	-	-
2170 Accounts payable		12,155	1	11,268	1
2200 Other payables	6(13)	90,970	6	81,285	6
2220 Other payables - related parties	7	-	-	162,449	12
2230 Current income tax liabilities		5,283	1	1,567	-
2280 Lease liabilities - current		2,456	-	811	-
2365 Refund liabilities - current	6(19)	2,180	-	936	-
2399 Other current liabilities - others		3,130	-	2,991	-
21XX Total current liabilities		116,849	8	336,839	24
Non-current liabilities					
2580 Lease liabilities - non-current		1,993	-	938	-
2610 Long-term notes and accounts payables		4,029	-	4,704	-
2645 Deposits received		211	-	211	-
25XX Total non-current liabilities		6,233	-	5,853	-
2XXX Total liabilities		123,082	8	342,692	24
Equity					
Equity attributable to owners of the parent company					
Share capital	6(15)				
3110 Common stock capital		987,367	67	889,367	63
Capital surplus	6(16)				
3200 Capital surplus		91,051	6	58,303	4
Retained earnings	6(17)				
3310 Legal reserves		14,537	1	123	-
3320 Special reserves		63,814	4	24,157	2
3350 Undistributed earnings (losses to be made up for)		271,481	18	138,735	10
Other equity	6(18)				
3400 Other equity		(97,234)	(6)	(63,815)	(5)
31XX Total equity attributable to owners of the parent company		1,331,016	90	1,046,870	74
36XX Non-controlling interests		28,186	2	23,351	2
3XXX Total equity		1,359,202	92	1,070,221	76
Significant subsequent events	11				
3X2X Total liabilities and equity		\$ 1,482,284	100	\$ 1,412,913	100

The attached notes to the consolidated financial statements form part of the consolidated financial report. Please also refer to them.

Chairman:
Weng Chung-Chun



Managerial Officer:
Tseng Ming-Chuan



Accounting supervisor:
Lin Ching-Hung



Jia Jie Biomedical Co., Ltd. and subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31, 2024 and 2023



Unit: In Thousands of New Taiwan Dollars
(Except for earnings (losses) per share, which are in New Taiwan dollars)

Item	Note	2024		2023	
		Amount	%	Amount	%
4000 Operating revenue	6(19)	\$ 537,070	100	\$ 332,758	100
5000 Operating cost	6(6)(24)	(363,722)	(68)	(215,123)	(65)
5900 Gross profit	(25) and 7	173,348	32	117,635	35
Operating expenses	6(24) (25) and 12 (2)				
6100 Sales and marketing expenses		(83,550)	(16)	(113,599)	(34)
6200 Administrative expense		(50,029)	(9)	(61,195)	(18)
6300 R&D expense		(6,548)	(1)	(9,324)	(3)
6450 Expected credit impairment (loss) gains	12(2)	(51)	-	283	-
6000 Total operating expenses		(140,178)	(26)	(183,835)	(55)
6900 Operating profit (loss)		33,170	6	66,200	(20)
Non-operating income and expense					
7100 Interest revenue	6(20)	2,170	-	1,822	1
7010 Other revenue	6(21)	7,668	2	10,628	3
7020 Other gains and losses	6(22)	183,118	34	200,341	60
7050 Financial cost	6(23)	(641)	-	(348)	-
7060 Share of profit (loss) of associates and joint ventures accounted for using equity method	6(7)				
7000 Total non-operating revenue and expenses				306	-
7900 Net income before tax		192,315	36	212,749	64
7950 Income tax expenses (gains)	6(26)	(225,485)	(42)	(146,549)	(44)
8200 Current net loss		(9,335)	(2)	475	-
8316 Other comprehensive income		\$ 216,150	40	\$ 147,024	44
Items not reclassified to profit or loss					
8316 Unrealized valuation gain (loss) on investments in equity instruments measured at fair value through other comprehensive income	6(4) and 12 (3)	(\$ 9,238)	(1)	\$ 4,338	1
Items that may be subsequently reclassified to profit or loss					
8361 Exchange difference on translation of the financial statements of foreign operations		689	-	(522)	-
8300 Other comprehensive income (net amount)		(\$ 8,549)	(1)	\$ 3,816	1
8500 Total current comprehensive income		\$ 207,601	39	\$ 150,840	45
8610 Current net profit (loss) attributable to: Owner of the parent company		\$ 211,372	39	\$ 144,146	43
8620 Non-controlling interests		4,778	1	2,878	1
		\$ 216,150	40	\$ 147,024	44
Total current comprehensive income attributable to:					
8710 Owner of the parent company		\$ 202,766	38	\$ 147,602	44
8720 Non-controlling interests		4,835	1	3,238	1
		\$ 207,601	39	\$ 150,840	45
9750 Earnings per share	6(27)				
Basic		\$ 2.16		\$ 1.62	
Diluted		\$ 2.15		\$ 1.62	

The attached notes to the consolidated financial statements form part of the consolidated financial report. Please also refer to them.

Chairman:
Weng Chung-Chun

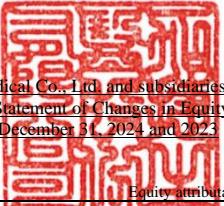


Managerial Officer:
Tseng Ming-Chuan

~34~

Accounting supervisor:
Lin Ching-Hung





Jia Jie Biomedical Co., Ltd. and subsidiaries
Consolidated Statement of Changes in Equity
January 1 to December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

Note	Equity attributable to owners of the parent company										Other equity		
	Capital surplus			Retained earnings				Other equity					
	Common stock capital	Issue premium	Difference between the price and the book value of the subsidiary's equity acquired or disposed of	Capital reserves - changes in ownership interests in subsidiaries recognized	Capital surplus - other	Legal reserves	Special reserves	(Losses to be made up for) Undistributed earnings	Exchange difference on translation of the financial statements of foreign operations	Unrealized gain or loss on financial assets measured at fair value through other comprehensive income	Total	Non-controlling interests	Total equity
<u>From January 1, 2023 to December 31, 2023</u>													
Balance as of January 1, 2023	\$ 889,367	\$ 56,090	\$ 920	\$ -	\$ -	\$ 123	\$ 24,157	(\$ 5,411)	(\$ 21,544)	(\$ 45,727)	\$ 897,975	\$ 25,987	\$ 923,962
Current net loss	-	-	-	-	-	-	-	144,146	-	-	144,146	2,878	147,024
Current other comprehensive income	6(4)(18)	-	-	-	-	-	-	-	(522)	3,978	3,456	360	3,816
Total current comprehensive income	-	-	-	-	-	-	-	144,146	(522)	3,978	147,602	3,238	150,840
Changes in ownership interests in subsidiaries recognized	-	-	-	1,293	-	-	-	-	-	-	1,293	(1,487)	(194)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(4,387)	(4,387)
Balance as of December 31, 2023	\$ 889,367	\$ 56,090	\$ 920	\$ 1,293	\$ -	\$ 123	\$ 24,157	\$ 138,735	(\$ 22,066)	(\$ 41,749)	\$ 1,046,870	\$ 23,351	\$ 1,070,221
<u>From January 1, 2023 to September 30, 2024</u>													
Balance as of January 1, 2024	\$ 889,367	\$ 56,090	\$ 920	\$ 1,293	\$ -	\$ 123	\$ 24,157	\$ 138,735	(\$ 22,066)	(\$ 41,749)	\$ 1,046,870	\$ 23,351	\$ 1,070,221
Current net loss	-	-	-	-	-	-	-	211,372	-	-	211,372	4,778	216,150
Current other comprehensive income	6(4)(18)	-	-	-	-	-	-	-	550	(9,156)	(8,606)	57	(8,549)
Total current comprehensive income	-	-	-	-	-	-	-	211,372	550	(9,156)	202,766	4,835	207,601
Allocation and distribution of 2023 earnings	-	-	-	-	-	-	-	14,414	-	(14,414)	-	-	-
Legal reserves	-	-	-	-	-	-	-	-	39,657	(39,657)	-	-	-
Special reserves	-	-	-	-	-	-	-	-	(49,368)	-	-	-	-
Cash dividends	-	-	-	-	-	-	-	-	-	(49,368)	-	(49,368)	-
Capital increase by cash	6(17)	98,000	32,732	-	-	-	-	-	-	-	130,732	-	130,732
Disposal of equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	-	-	-	-	24,813	-	(24,813)	-	-
The fractional cash dividends are transferred to the capital reserve.	-	-	-	-	16	-	-	-	-	-	16	-	16
Balance as of December 31, 2024	\$ 987,367	\$ 88,822	\$ 920	\$ 1,293	\$ 16	\$ 14,537	\$ 63,814	\$ 271,481	(\$ 21,516)	(\$ 75,718)	\$ 1,331,016	\$ 28,186	\$ 1,359,202

The attached notes to the consolidated financial statements form part of the consolidated financial report. Please also refer to them.

Chairman: Weng Chung-Chun



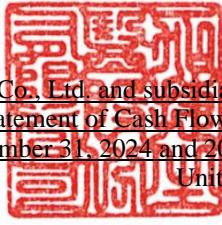
Managerial Officer: Tseng Ming-Chuan

~35~



Accounting supervisor: Lin Ching-Hung



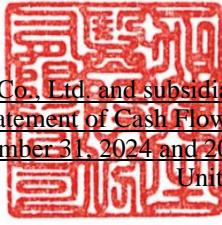


Jia Jie Biomedical Co., Ltd. and subsidiaries
Consolidated Statement of Cash Flows
January 1 to December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

	Note	2024	2023
Cash flow from operating activities			
Net income before tax of the period		\$ 225,485	\$ 146,549
Adjustment items			
Income and expenses			
Net gain on financial assets at fair value through profit or loss	6(22)	(183,746)	(200,247)
Depreciation expense	6(8)(9)(10)	14,260	12,648
(24)		1,542	2,239
Amortization expense	6(24)	51	(283)
Expected credit impairment gain	12(2)	641	348
Interest expense	6(23)		
Interest revenue	6(20)	(2,170)	(1,822)
Dividend revenue		(1,317)	(4,935)
Share of profit of associates and joint ventures accounted for using equity method		- (306)	
Loss on disposal and scrapping of property, plant and equipment	6(22)	576	116
Gain on lease modification	6(9)(22)	- (7)	
Changes in assets/liabilities related to operating activities			
Net changes in assets related to operating activities			
Contract assets		1,480	891
Notes receivable		(1,688)	(22)
Accounts receivable		(8,199)	(2,462)
Other receivables		1,177	(19)
Inventories		408	1,958
Prepayments		(2,835)	11,622
Other current assets - others		(19)	(2,277)
Net changes in liabilities related to operating activities			
Contract liabilities - current		(157)	175
Notes payable		300	(118)
Accounts payable		(4,869)	1,088
Other payables		3,279	24,209
Refund liabilities - current		1,244	(224)
Other current liabilities - others		139	1,298
Long-term notes and accounts payables		(675)	(477)
Cash (inflow) outflow from operations		44,907	(10,058)
Interest received		2,170	1,822
Interest paid		(641)	(348)
Income tax paid		(3,407)	(838)
Dividends received		1,317	4,935
Net cash inflows (outflows) from operating activities		44,346	(4,487)

(continued on next page)



Jia Jie Biomedical Co., Ltd. and subsidiaries
Consolidated Statement of Cash Flows
January 1 to December 31, 2024 and 2023

Unit: In Thousands of New Taiwan Dollars

	Note	2024	2023
Cash flow from investing activities			
Acquisition of financial assets measured at amortized cost - current	(\$)	119,060	(\$) 15,398
Disposal of financial assets measured at amortized cost - current	86,742	113,870	
Acquisition of financial assets at fair value through profit or loss	(92,001)	(132,000)	
Disposal of financial assets at fair value through profit or loss - non-current	-	78,147	
Acquisition of subsidiaries (less the cash received) 6(29)	(41,299)	-	
Disposal of financial assets at fair value through other comprehensive income or loss - non-current	56,248	-	
Cash paid for the acquisition of property, plant and equipment (including prepayment for equipment) 6(30)	(19,626)	(8,612)	
Proceeds from disposal of property, plant, and equipment	85	45	
Decrease (increase) in refundable deposits	2,205	(739)	
Increase in other non-current assets - others	(1,439)	(1,116)	
Acquisition of investments under the equity method	-	(31,650)	
Net cash (outflow) inflow from investing activities	(128,145)	2,547	
Cash flow from financing activities			
Increase in short-term borrowings	-	80,000	
Decrease in short-term borrowings 6(31)	(75,000)	(5,000)	
Other payables - related parties 6(31)	(162,449)	162,449	
Repayment of lease principal 6(31)	(2,700)	(2,880)	
Payment of cash dividends 6(20)	(49,368)	-	
Private placement of cash capital increase 6(15)	130,732	-	
The fractional cash dividends are transferred to the capital reserve.	16	-	
Net cash inflow (outflow) from financing activities	(158,769)	234,569	
Effect of exchange rate changes	1,086	(3,739)	
(Decrease) Increase in cash and cash equivalents	(241,482)	228,890	
Opening balance of cash and cash equivalents	354,424	125,534	
Closing balance of cash and cash equivalents	<u>\$ 112,942</u>	<u>\$ 354,424</u>	

The attached notes to the consolidated financial statements form part of the consolidated financial report. Please also refer to them.

Chairman: Weng Chung-Chun



Managerial Officer: Tseng Ming-Chuan



Accounting supervisor: Lin Ching-Hung



Jia Jie Biomedical Co., Ltd.

2024

Earnings Distribution Table



Unit: in New Taiwan Dollars

Item	Amount
Undistributed earnings at opening	\$ 35,235,754
Add: Net profit after tax	\$ 211,371,831
Less: Provision of 10% legal reserve	\$ (21,137,183)
Less: Provision of special reserves	\$ (33,417,416)
Earnings available for distribution	\$ 192,052,986
Distribution item:	
Shareholders' bonus - cash - (A)	\$ (59,368,341)
-shares-(B)	\$ 0
Undistributed earnings at closing	<u>\$ 132,684,645</u>

Chairman:

Weng Chung-Chun



Managerial Officer:

Tseng Ming-Chuan



Accounting supervisor:

Lin Ching-Hung



Jia Jie Biomedical Co., Ltd.
**Comparison Table of the Articles of Incorporation, before and after
 Amendments**

Provision	Provision after amendment	Provision before amendment	Description
Article 21	<p>The Company shall distribute 1%-10% of the profit in the current year as the employees' remuneration and no more than 5% as the directors' remuneration, based on the profit performance in the current year. However, the Company shall make up losses if any.</p> <p><u>No less than 0.5% of the remuneration to employees in the preceding paragraph shall be allocated for distribution to entry-level employees.</u></p> <p>The remuneration of employees described in the preceding paragraph may be paid in shares or cash, and the remuneration shall include employees of subsidiaries of the Company and subsidiaries thereof.</p> <p>The profit of the current year as referred to in Paragraph 1 refers to the income before tax and before deducting the remuneration to employees and directors/supervisors.</p> <p>The allocation of remuneration to employees and directors/supervisors shall be resolved and approved by a majority of the directors present at a directors' meeting attended by more than two-thirds of the whole directors, and reported to a shareholders' meeting.</p>	<p>The Company shall distribute 1%~10% of the remuneration to employees and no more than 5% of the remuneration to <u>directors</u> depending on the current year's profit. However, the Company shall make up losses if any.</p> <p>The remuneration of employees described in the <u>preceding paragraph</u> may be paid in shares or cash, and the remuneration shall include employees of subsidiaries of the Company and subsidiaries thereof.</p> <p>The profit of the current year as referred to in Paragraph 1 refers to the income before tax and before deducting the remuneration to employees and <u>directors</u>.</p> <p>The allocation of remuneration to employees and <u>directors</u> shall be resolved and approved by a majority of the directors present at a directors' meeting attended by more than two-thirds of the whole directors, and reported to a shareholders' meeting.</p>	<p>According to Paragraph 6, Article 14 of the Securities and Exchange Act, "The Company shall specify in its Articles of Incorporation that a certain percentage of its annual earnings shall be allocated for the salary adjustment or remuneration to entry-level employees.</p>

Article 23	<p>The Articles of Incorporation were established on May 3, 1995. The 1st amendment was made on August 8, 1995... (omitted) The 27th amendment was made on June 7, 2022. The 28th amendment was made on June 19, 2024. <u>The 29th amendment was made on May 23, 2024.</u></p>	<p>The Articles of Incorporation were established on May 3, 1995. The 1st amendment was made on August 8, 1995... (omitted) The 27th amendment was made on June 7, 2022. The 28th amendment was made on June 19, 2024.</p>	Date of amendment added in accordance with the law
------------	--	--	--

Jia Jie Biomedical Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Provision	Provision after amendment	Provision before amendment	Description
Article 7	<p>The Company may purchase real estate and its right-to-use assets or marketable securities not intended for business use. The total amount of investment shall not exceed <u>100%</u> of the total assets. The investment in marketable securities shall not exceed <u>100%</u> of the total assets, and the investment in individual marketable securities not exceeding <u>50%</u> of the total assets.</p>	<p>The Company may purchase real estate and its right-of-use assets or marketable securities not intended for business use. The total amount of investment shall not exceed <u>50%</u> of the total assets. The investment in marketable securities shall not exceed <u>50%</u> of the total assets. The investment in individual marketable securities shall not exceed <u>50%</u> of the total assets.</p>	Amended in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.
Article 26	<p>If the subsidiary of the Company is not a domestic public company and the information of the acquisition or disposal of assets is required to be announced and reported, the Company shall do so on behalf of the subsidiary.</p> <p>The subsidiary in the preceding paragraph shall be subject to the requirements of Paragraph 1 of Article 8 of the Company's Articles of Incorporation with respect to the amount of paid-in capital or the total assets of the Company.</p> <p>The procedures for the subsidiary's acquisition or disposal of assets shall be handled in accordance with the parent company's "Procedures for Acquisition or Disposal of Assets".</p>	<p>If the subsidiary of the Company is not a domestic public company and the information of the acquisition or disposal of assets is required to be announced and reported, the Company shall do so on behalf of the subsidiary.</p> <p>The subsidiary in the preceding paragraph shall be subject to the requirements of Paragraph 1 of Article 8 of the Company's Articles of Incorporation with respect to the amount of paid-in capital or the total assets of the Company.</p>	In accordance with the amendment to Article 7 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

Jia Jie Biomedical Co., Ltd.

Removal of non-competition for directors' new positions

Name of Director	Name of other companies and the position held concurrently	Description of related business
Chairman Weng Chung-Chun	<p>1. Representative Corporate Director of Jia Jie Biotechnology Co., Ltd.</p> <p>2. Representative Chairman of Jia Jie Investment Co., Ltd.</p>	<p>1. Wholesale of Foods and Groceries, Wholesale of Daily Commodities, Wholesale of Cleaning Supplies, Wholesale of Cosmetics, Wholesale of Nonalcoholic Beverages, Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories, Wholesale of Other Agricultural, Livestock and Aquatic Products, Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies, Other Wholesale Trade, Retail Sale of Agricultural Products, Retail Sale of Other Agricultural, Livestock and Aquaculture Products, Retail Sale of Food, Grocery and Beverage, Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories, Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies, Retail Sale of Cosmetics, Retail Sale of daily commodities, Retail Sale of Other Products, International Trade, Wholesale of Medical Devices, Retail Sale of Medical Apparatus, and all business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p> <p>2. Wholesale of Other Machinery and Tools, Retail Sale of Other Machinery and Tools, Retail Sale of Electrical Appliances, Wholesale of Electrical Appliances, Wholesale of Telecommunication Apparatus, Retail Sale of Telecommunication Apparatus, International Trade, Wholesale of Ores, Retail Sale of Ores, Wholesale of Building Materials, Wholesale of Hardware, Retail Sale of Hardware, Other Machinery Manufacturing, Electrical Appliances and Audiovisual Electronic Products Manufacturing, Investment, and all business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p>

Name of Director	Name of other companies and the position held concurrently	Description of related business
	<p>3. Representative Chairman of Chun Zu Machinery Industry Co., Ltd.</p> <p>4. Representative Vice Chairman of Chun Yu Works & Co., Ltd.</p> <p>5. Director of Jade Rich Grain Co., Ltd.</p> <p>6. Legal representative supervisor of Chun Bang Precision Co., Ltd.</p> <p>7. Legal representative supervisor of Chun Yu Bio-Tech Corp.</p>	<p>3. Manufacture and trading of work machines; manufacture and trading of chemical machinery; manufacture and trading of compressors; manufacture and trading of textile machines; manufacture and trading of heavy machinery for construction; manufacture and trading of machine tools; manufacture and trading of hand tools; manufacture and trading of steel molds; manufacture and trading of switchboards and various types of switches.; manufacture, assembly and trading of various screws, nuts, machines and parts, manufacture, processing, and trading of screws and nuts; contracting and maintenance of mechanical engineering; manufacture, assembly, and trading of screws, nuts, and fasteners for the aerospace industry.</p> <p>4. Basic metal manufacturing, metal product manufacturing, iron and steel, and metal processing.</p> <p>5. Retail sale and wholesale of rice, flour, wheat and miscellaneous, import and export of the products in the preceding paragraph.</p> <p>6. Steel secondary processing, mold manufacturing, mold wholesale, mold retail, international trade, and all business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p> <p>7. Heat treatment; surface treatment; powder metallurgy; automobile and parts manufacturing; motorcycle and parts manufacturing; bicycle and parts manufacturing; mold and die manufacturing; medical equipment wholesale; electric appliances and audiovisual electronic products manufacturing; wholesale of plumbing materials; steel rolling and extrusion; steel casting, steel secondary processing; steel wire and cable manufacturing; other non-metallic industrial screws, bolts, fasteners, and lead nails manufacturing; valve manufacturing; lock manufacturing, metal wire products manufacturing; other metal products manufacturing; computer and peripheral equipment manufacturing; toy manufacturing; hand tool manufacturing; wholesale of culture, education, musical instruments and educational entertainment supplies; wholesale of other machinery and tools; and all business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p>

Name of Director	Name of other companies and the position held concurrently	Description of related business
	<p>8. Legal representative supervisor of Chun Yu Investment Corp.</p> <p>9. Chairman of Shanghai Tongsheng Trading Co. Ltd.</p> <p>10. Chairman of Shanghai Youju Hdwr. Prod. Co., Ltd.</p> <p>11. Chairman of Shanghai Chun Zu Machinery Industry Co., Ltd.</p> <p>12. Chairman of Chunyu (Dongguan) Hardware Products Limited Company</p> <p>13. Chairman of Chun Yu Works, Inc. (USA)</p> <p>14. Chairman of Scholar Holdings Ltd.</p> <p>15. Chairman of Sunny City International Ltd.</p> <p>16. Director of Indonesia Xiongshi Industry Co., Ltd.</p>	<p>8. Investment.</p> <p>9. Trading of screws and nuts.</p> <p>10. Trading of screws and nuts.</p> <p>11. Manufacture and trading of machinery.</p> <p>12. Manufacture and trading of screws and nuts.</p> <p>13. Import and export of metal products.</p> <p>14. Re-investment and import and export business.</p> <p>15. Re-investment and import and export business.</p> <p>16. Manufacture and trading of screws and nuts.</p>

Jia Jie Biomedical Co., Ltd.
Remuneration to Ordinary Directors and Independent Directors

Unit: In Thousands of New Taiwan Dollars; Thousand Shares; %

Title	Name	Directors' remuneration				Sum of A+B+C+D and ratio to net income	Remuneration received by directors for concurrent service as an employee (Note 2)				Sum of A+B+C+D+E+F+G and ratio to net income				Compensation from the parent company or business investments other than subsidiaries							
		Compensation (A)	Retirement pay and pensions (B)	Remuneration of Directors (C)	Expenses for business execution (D) (Note 1)		Salary, bonus, and special allowance (E)	Retirement pay and pensions (F)	Remuneration of employees (G)				The Company	All companies included in the financial statements	The Company	All companies included in the financial statements						
									The Company	All companies included in the financial statements	The Company	All companies included in the financial statements										
Corporate Director	Taiwan Health and Fitness Investment	-	-	-	-	634	634	-	634/0.30	634/0.29	-	-	-	-	-	-	634/0.30	634/0.29	-			
Chairman	Chen, He-Shun	1366	1366	-	-	-	27	30	70	1396/0.66	1463/0.68	-	-	-	-	-	-	1396/0.66	1463/0.68	-		
Chairman	Weng Chung Chun	1280	1280	-	-	-	-	50	70	1330/0.63	1350/0.62	-	-	-	-	-	-	1330/0.63	1350/0.62	-		
Corporate Director	Taiwan Health and Fitness Investment	-	-	-	-	422	422	-	422/0.20	422/0.20	-	-	-	-	-	-	-	422/0.20	422/0.20	-		
Director	Hsieh Wen-Fang	-	-	-	-	-	27	80	140	80/0.04	167/0.08	2316	2576	-	-	250	-	250	-	2646/1.25	2993/1.38	-
Corporate Director	Taiwan Health and Fitness Investment	-	-	-	-	211	211	-	211/0.10	211/0.10	-	-	-	-	-	-	-	211/0.10	211/0.10	-		
Director	Chang, Po-Sheng	-	-	-	-	-	-	80	80	80/0.04	80/0.04	-	-	-	-	-	-	-	80/0.04	80/0.04	-	
Corporate Director	Bei Jia Yuan Investment Co., Ltd.	-	-	-	-	211	211	-	211/0.10	211/0.10	-	-	-	-	-	-	-	211/0.10	211/0.10	-		
Director	Hsieh I-Ching	-	-	-	-	-	-	60	60	60/0.03	60/0.03	-	-	-	-	-	-	-	60/0.03	60/0.03	-	
Corporate Director	Green Summit Co., Ltd.	-	-	-	-	211	211	-	211/0.10	211/0.10	-	-	-	-	-	-	-	211/0.10	211/0.10	-		
Director	Huang Chun-I	-	-	-	-	-	-	80	80	80/0.04	80/0.04	-	-	-	-	-	-	-	80/0.04	80/0.04	-	
Director	Hsieh Chin-Kun	-	-	-	-	422	422	80	80	502/0.24	502/0.23	-	-	-	-	-	-	-	502/0.24	502/0.23	-	
Independent Director	Hsu Yin-Chu	360	360	-	-	62	62	180	180	602/0.28	602/0.28	-	-	-	-	-	-	-	602/0.28	602/0.28	-	
	Tsai Hui-Ming	360	360	-	-	31	31	180	180	571/0.27	571/0.27	-	-	-	-	-	-	-	571/0.27	571/0.27	-	
	Kao Chia-Liang	360	360	-	-	12	12	180	180	552/0.26	552/0.26	-	-	-	-	-	-	-	552/0.26	552/0.26	-	

1. Please state the policy, system, standard and structure of the remuneration to independent directors, and the correlation to the amount of remuneration based on their responsibilities, risks, time invested and other factors: According to Article 17 of the Company's Articles of Incorporation, the Board of Directors is authorized to determine the remuneration to directors regardless of the profit or loss of the Company. In 2020, the 2nd meeting of the Company's 5th Remuneration Committee and the 5th meeting of the Company's 10th Board approved the monthly remuneration of NT\$30,000 to independent directors as well as the attendance fee.

2. Except for those disclosed in the above table, the remuneration of the Company's directors by providing services (e.g., serving as the non-employee consultant) to all companies included in the financial report in the most recent year. (Note 2)

Note 1: Expenses for business execution (D): Transport allowance.

Rules and Procedures of Shareholders' Meeting

- I. The Rules Governing the General Meeting of Shareholders shall be conducted in accordance with these Rules, unless otherwise specified by the laws and regulations.
- II. The Company shall specify in the meeting notice the time and place where the registration of shareholders, parties requesting registrations, and proxies (hereinafter referred to as "shareholders") shall be accepted, and other matters for attention.

Shareholder registrations shall be processed 30 minutes prior to the commencement of the meeting, where the check-in location is clearly indicated, and where there are sufficient qualified personnel assigned to handle the registrations. Shareholders attending the meeting in person shall be deemed to have attended the meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall prepare attendance book for shareholders to sign-in, or shareholders shall submit sign-in cards in lieu of signing-in.

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

If the government or institutional shareholder is the shareholder, there may be more than one representative attending the meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

If a shareholders' meeting is convened by way of video conference, shareholders who wish to attend by way of video conference shall register with the Company two days before the scheduled date of the meeting.

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

- II-1. Shareholders may appoint a proxy to attend the shareholders' meeting through a letter of appointment printed by the Company, stating the scope of authorization to the proxy.

One shareholder may appoint one proxy and present one authorization of agent only and such document shall be delivered to the company no later than five days prior to the scheduled date of the General Meeting. However, this restriction does not apply to the revocation of the previous authorization.

After the delivery of the authorization of agent to the Company and that the

shareholder desire to attend the meeting in person or exercise the voting rights by correspondence or electronic means, a written notice of revocation of the authorization of agent shall be sent to the company two days prior to the scheduled date of revocation. The voting rights of each person attending the meeting shall be counted.

After the delivery of the authorization of agent to the Company, if the shareholder desires to attend the meeting by teleconference, a written notice should be sent to the Company informing the Company of revoking the authorization no later than the two days prior to the scheduled date of the meeting.

II-2 On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, this 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.

When the Company calls a shareholders' meeting by video conference, the total number of shares in attendance of the shareholders shall be disclosed on the video conference platform when announcing the meeting. The same applies to the total number of shares and voting rights of the shareholders attending the meeting.

Where the motions for resolutions may involve materiality defined by the laws or regulations or by Taipei Exchange, the Company shall upload the content of such resolution to the Market Observation Post System within the prescribed time.

II-3 The Company shall specify the following information in the shareholders' meeting notice when holding a shareholders' meeting via video conference:

- I. Methods for shareholders to participate in the video conference and exercise their rights.
- II. The handling of obstacles to the video conferencing platform or participants through video conferencing that occurs due to natural disasters, accidents, or other force majeure events, including at least the following:
 - (I) The time when the preceding obstacles cannot be eliminated and the meeting shall be postponed or resumed, and if so, the meeting date shall be postponed or resumed.
 - (II) Shareholders who participate in the original shareholders' meeting by video conference shall not participate in the postponed or continued meeting.
 - (III) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the

virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

(IV) Procedures for handling all cases where the results have been announced but no extempore motion has been made.

III. Convening the shareholders' meeting via video conference, and specifying the appropriate alternatives for shareholders who are in difficulty in participating in the shareholders' meeting by video conference.

III. A shareholders' meeting shall be held at the premises of the Company, or at a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting shall be held no earlier than 9:00 am or later than 3:00 pm. The opinion of the independent directors shall be considered sufficiently for the venue and time of the convening.

The location of the Company's meeting via video connection is not limited as described in the preceding paragraph.

IV. Shareholders' meetings of the Company shall be convened by the Board of Directors, unless otherwise specified by law or regulations.

The method of convening the Company's shareholders' meeting shall be resolved by the board of directors and no later than the dispatch of the shareholders' meeting notice.

If a shareholders' meeting is convened by the Board of Directors, the chairman shall preside over the meeting. In the event that the chairman is on leave or for any reason unable to exercise the powers of the chairman, he/she shall appoint a director to preside over the meeting. If the chairman does not appoint a representative, the Directors shall select a representative from among themselves to preside over the meeting. to no.

If a director acts as the chair, as referred to in the preceding paragraph, the 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. If the chair is the representative of a corporate director, the qualification requirements apply.

A shareholders' meeting convened by the Board of Directors shall be chaired by the Chairman of the Board in person. It is advisable that the shareholders' meetings also be attended by a majority of the directors and at least one member of various functional committees. The attendance record of the shareholders' meeting shall be recorded in the shareholders' meeting minutes.

For a shareholders' meeting convened by any other person having the convening right, he or she shall act as the chair of that meeting. If there are two or more persons having the convening right, the chair of the meeting shall be elected from among them.

V. Attendance at shareholders meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated in accordance with the sign-in book or the paid-in sign-in cards and the number of shares registered on the video conferencing platform, plus the number of shares issued for exercise of voting rights by paper-based or electronic means.

The chair shall declare the board meeting in session, and announce information including the number of non-voting shares and attending shares.

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. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

In the event of the preceding two postponements and the presence of shareholders representing more than one-third of the total number of issued shares, a tentative resolution may be resolved pursuant to Article 175, Paragraph 1 of the Company Act, and each shareholder shall be notified of the tentative resolution. Shareholders may convene another shareholders' meeting within one month. If the shareholders' meeting is convened by way of video conference, the shareholders who desire to attend by way of video conference shall re-register to the Company in accordance with Article 6.

If, prior to the conclusion of the meeting, the attending shareholders represent more than half 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.

VI. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors, and relevant motions (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 provision referred to above is applicable even when the shareholders' meeting is convened by an authorized party other than the Board of Directors.

Before the proceedings of the meeting (including extraordinary motions) are concluded as stated in the preceding two paragraphs, the chair may not adjourn the meeting unless a resolution is reached. Shareholders with more than half of the voting rights elect to preside over the meeting and resume the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore motions put forward by the shareholders.

VI-1. 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 or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting handbook and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in

the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting handbook 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 and at the venue of the shareholders' meeting.

The handbook and supplementary materials referred to above shall be made available to the shareholders for reference in the following ways on the day of the shareholders' meeting:

- I. When a physical shareholders' meeting is convened, the shares shall be distributed on-site at the venue of the shareholders' meeting.
- II. When a shareholder meeting is convened via video communication, it shall be distributed at the venue of the meeting and transmitted electronically to the video conferencing platform.
- III. When convening a shareholders meeting by video connection, the file should be transmitted electronically to the video conferencing platform.

The notice and announcement shall specify the cause of the convening meeting; the notice may be made in electronic form at the consent of the respondent.

Election or discharge of directors, alteration of Articles of Incorporation, capital reduction, application for suspension of public offering, directors' business permission, capital increase by retained earnings, capital increase by recapitalization of surplus reserves, company dissolution, merger, spin-off and the conditions described in Article 185, Paragraph 1 of the Company Act and matters referred to in Article 26-1 and Article 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing Offering and Issuance of Securities by Securities Issuers. Existing motions may not be proposed as extempore motions with explanations of the main contents. The main contents of the motion may be posted on the website designated by the competent authority or the company. The website address shall also be disclosed in the notice.

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, no extempore motion or inauguration date may be changed in the same meeting.

VI-2. A shareholder holding 1% or more of the total outstanding shares of the Company may propose motions in a regular session of the Company. However, only one proposal is allowed; more than one proposal will not be included into the agenda of the meeting.

The Board of Directors may not have the proposals presented by shareholders that fall in the scope of Article 172-1 Section 4 of the Company Act included for discussion. A shareholder may make a proposal for urging the Company to promote public interests or fulfill its social responsibilities. The number of items so proposed, however, is limited to one item pursuant to Article 172-1 of the Company Act. Any proposal containing more than one item will not be included in the agenda.

Each motion is limited to 300 words. Any motion exceeding 300 words will not be included as a motion. The shareholder shall attend the general meeting in person or

by proxy, and participate in the discussion of that motion.

The Company shall notify the shareholder making the proposal about the processing result before the shareholders' meeting notice day, and include the qualified proposal as a motion in the meeting notice. For motions proposed by shareholders that are not included into the agenda, the Board of Directors shall explain the reasons for noting including such motions into the agenda.

VII. Before a shareholder speaks in the meeting, he or she must fill out the speech slip and specify the subject of the speech, the shareholder account number (or attendance card number), and account name. The chair shall determine the order in which each shareholder speaks.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. In the event of any discrepancy between the content of the speech and the statement slip, the content of the speech shall prevail.

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

VIII. 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.

IX. 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 chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

If the question referred to above does not violate the regulations or does not exceed the scope of the motion, it is advisable to disclose the question on the shareholders' meeting video conference platform so that it will be recognized by the public.

X. 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.

Before the completion of agendas (including extraordinary motions) of the shareholders' meeting, if the meeting venue is not available for continued use, the shareholders' meeting may decide to seek a new venue to resume the meeting.

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

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

The shares of non-voting shareholders shall not be counted into the total number of issued shares upon resolution of the shareholders' meeting.

Shareholders are not allowed to vote or vote on behalf of other shareholders for any

matter in which they are in conflict with the interest of the Company detrimental to the Company.

The number of shares bearing no voting right is excluded from the number of shares represented by shareholders present at the meeting.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Unless otherwise provided in the Company Act and the Company's Articles of Incorporation, the resolution shall be adopted by a simple majority of the voting rights of the shareholders present. 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.

For the same proposal with an amendment or alternative put to vote, the chair shall determine the order of voting on the same proposal. If any of the motions is passed, the other motions will be deemed rejected and no further voting shall be required.

XII. When a juristic person is appointed to attend the shareholders' meeting as a proxy, the juristic person may appoint only one representative to attend the shareholders' meeting. When a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, only one representative may be represented on the same proposal.

XIII. Deleted.

XIV. The Company may appoint its attorneys, certified public accountants, or related personnel to attend the General Meeting of Shareholders as a non-voting observer. Those attending the shareholders' meeting shall wear identification badges or armbands.

XV. Each shareholder shall have one vote per share except for the restricted shares or non-voting shares specified in Article 179, paragraph 2 of the Company Act.

When the Company calls a shareholders' meeting, the shareholders shall exercise voting rights by electronic means and may exercise voting rights by correspondence. Where the Company may exercise voting rights by correspondence or electronic means, the exercise method shall be specified in the notice of shareholders' meeting. Shareholders who exercise voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. However, the shareholder will be deemed waived the vote on any extempore motion and amendment to the original motion. Therefore, the Company shall avoid proposing any extempore motion and amendment to the original motion.

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

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or by videoconferencing, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. 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.

The chair is to appoint the controllers of ballot and tally clerks who are shareholders for the proposals to be put to vote, if any.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting, and immediately after the vote counting is completed, the voting results shall be announced on-site immediately after the ballots are counted, and the minutes shall be recorded, including the voting weights.

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

If the shareholders' meeting is convened by video conference, the voting shall be counted at once and the voting and election results shall be announced after the chair has announced the close of voting.

If a shareholder who desires to attend the physical meeting in person has already been registered to attend the meeting in person as required by Article 6, such shareholder shall cancel the registration in the same manner as used in the registration two days prior to the scheduled date of the meeting. If the revocation is made after the due date, the shareholder may attend the meeting by video conference only.

A shareholder who has voted in writing or electronically without revoking the intent of expressing his or her intentions and participates in the meeting by video conferencing, shall not vote on the original motion or amendment of the original motion for the exercise of voting right on the original motion except for extempore motion.

All resolutions of the General Meeting of Shareholders shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chair and shall be distributed to all shareholders within twenty days after the meeting. The preparation and distribution of the minutes of meeting may be made electronically.

The Company may distribute the meeting minutes by entering into the Market Observation Post System for public announcement as described in the preceding paragraph.

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 or supervisors. The minutes shall be retained for the duration of the existence of the Company. They shall be kept indefinitely throughout the life of the Company.

In the event that a shareholders' meeting is convened by way of video conference, the minutes of meeting shall record the matters required by the preceding paragraph, and also record 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.

The Company shall comply with the requirements stated in the preceding paragraph when convening a shareholders' meeting via videoconference, and shall specify in the minutes of the meeting the meeting minutes the alternatives for shareholders in difficulty in participating in the shareholders' meeting via videoconference.

XVI. The chair may direct the inspectors or security personnel to assist in the maintenance of order at the venue of the meeting. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor".

Where the meeting place is equipped with sound amplifier equipment, the chair may stop any speech made by shareholders not using the equipment provided by the Company.

If a shareholder violates the rules of procedure by not obeying the correction made by the chair, and thereby obstructs the progress of the meeting.

XVII. The Company shall keep uninterrupted audio and video recording of the shareholder check-in, the meeting proceeding, and the voting counting process from the time shareholder check-in is accepted. The audio-visual materials referred to above shall be retained for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the record shall be retained until the conclusion of the litigation.

If the shareholders' meeting is convened by video conference, the Company shall keep records of shareholders' registration, check-in, questions, voting, and the company's vote counting results, etc., and make uninterrupted audio and video recordings of the entire video conference.

The information referred to in the preceding paragraph shall be retained by the Company for the duration of its existence as well as the audio and video recording, and the audio and video recording shall be provided for the storage of the consigned handling of video conferencing affairs.

In the event the shareholders' meeting is convened by way of video conference, the Company shall record and record the operation interface of the video conference platform.

The director election at a shareholders' meeting shall be held in accordance with the applicable election and appointment procedures adopted by the Company, and the

voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the list of persons not elected as directors and supervisors with the numbers of votes cast for them.

The ballots for the aforementioned election shall be kept in proper custody, sealed and signed by the scrutineers, and kept for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the record shall be retained until the conclusion of the litigation.

- XVIII. Matters not specified in these Rules shall be handled in accordance with the Company Act and the Articles of Incorporation.
- XIX. If the shareholders' meeting is convened by video conference, the Company shall disclose the voting results of various proposals and the election results on the shareholders' meeting video conference platform as required immediately after the close of voting, and shall continue to disclose the results of the shareholders' meeting through the video conference platform after the announcement of the chairperson. at least fifteen minutes.
- XX. When the Company convenes a shareholders' meeting via video conference, the chair and the person taking the minutes shall be in the same place in Taiwan. The chair shall announce the address of that location at the time of the meeting.
- XXI. If the shareholders' meeting is convened by video conference, the Company may provide shareholders with a simple connection test before the meeting, and provide related services before and during the meeting to help resolve the technical problems of communication.

If the shareholders' meeting is convened by video conference, the chair shall, when announcing the meeting in session, shall separately announce that the meeting shall not be postponed or resumed unless it is specified in Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies. If natural disasters, accidents, or other force majeure events cause interruption to the video conference platform or participation in the video conference for more than 30 minutes before the meeting is adjourned, the meeting shall be held within 5 days or the meeting shall be resumed. No. 1 section of the Company Act in accordance with Article 182.

In the event of the occurrence of the preceding paragraphs, the meeting shall be postponed or adjourned in order.

For a meeting to be postponed or resumed under Paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

In the case of a shareholders' meeting held in accordance with the provisions of Paragraph 2 that is postponed or resumed, there is no need to revisit and resolve the motions for which the voting and vote counting has been completed, and the voting results announced, or the motions for which the elected directors/supervisors are elected.

If it is impossible to continue the video conference for a shareholders' meeting convened by way of video conference, if the number of shares attending the shareholders' meeting by way of videoconferencing has been deducted and the total number of shares for the shareholders' meeting is still reached, the shareholders' meeting shall continue without the postponement or continuation of the assembly as specified in Paragraph 2.

In the event that an event that shall proceed with the meeting described in the preceding Paragraph occurs, for shareholders who participate in the shareholders' meeting by video conference, the number of attending shareholders shall be counted as part of the total number of shares of the shareholders attending the meeting, but it shall be deemed as abstention on all proposals of the shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

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

- XXII. When convening a shareholders' meeting via video conference, the Company shall provide suitable alternatives for shareholders who have difficulty attending the shareholders' meeting by video conference.
- XXIII. These Rules shall be implemented after being approved by a shareholders' meeting, and any amendments thereto shall be affected in the same manner.

Jia Jie Biomedical Co., Ltd.

Appendix 2

Articles of Incorporation (Before Amendment)

Chapter 1 General Provisions

Article 1 The Company is organized in accordance with the Company Act and named Jia Jie Biomedical Co., Ltd.

Article 2 The Company's business is as follows:

1. C102010 Manufacture of Dairy Products.
2. C103050 Manufacturing of Canning, Freezing, Dehydration, Pickled of Food.
3. C104010 Manufacturing of Sugar Confectionery.
4. C104020 Manufacture of Bakery and Steam Products.
5. C105010 Edible Oil and Fat Manufacturing.
6. C110010 Beverage Manufacturing.
7. C199030 Instant Meal Box Food Manufacturing.
8. C199990 Manufacture of Other Food Products Not Elsewhere Classified.
9. C801990 Other Chemical Materials Manufacturing.
10. CE01010 General Instrument Manufacturing.
11. CE01030 Optical Instruments Manufacturing.
12. CE01990 Other Optics and Precision Instrument Manufacturing.
13. F101990 Wholesale of Other Agricultural, Livestock and Aquatic Products.
14. F102020 Wholesale of Edible Fat and Oil.
15. F102030 Wholesale of Tobacco and Alcohol.
16. F102040 Wholesale of Nonalcoholic Beverages.
17. F102170 Wholesale of Foods and Groceries.
18. F107030 Wholesale of Cleaning Supplies.
19. F107990 Wholesale of Other Chemical Products.
20. F108031 Wholesale of Medical Devices.
21. F108040 Wholesale of Cosmetics.
22. F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
23. F113030 Wholesale of Precision Instruments
24. F113060 Wholesale of Measuring Instruments
25. J303010 Magazine (Periodical) Publishing.
26. F401010 International Trade
27. F113020 Wholesale of Electrical Appliances.
28. F113990 Wholesale of Other Machinery and Tools..
29. F213010 Retail Sale of Electrical Appliances.
30. F213990 Retail Sale of Other Machinery and Tools.

31. JE01010 Rental and Leasing.

32. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company may provide external guarantees.

Article 4 The Company shall have its head office in Kaohsiung City. Where necessary, upon the resolution of the Board of Directors, branch offices may be established domestically or overseas.

Article 5 Deleted.

Chapter 2 Shares

Article 6 The total capital of the Company is NT\$1,600,000,000, divided into 160,000,000 shares, at par value of NT\$10 per share, which the Board of Directors is authorized to issue in installments. Among them, 24,000,000 shares are reserved for warrants, preferred shares with warrants, or subscription options for corporate bonds with warrants to be exercised. With the consent of more than two-thirds of the shareholders in a shareholders' meeting attended by representing more than half of the total number of outstanding shares, the Company may transfer shares to employees at a price lower than the average price of the shares actually repurchased or issue employee stock options at a subscription price lower than the closing price of the common stock on the date of issuance.

Article 7 The total amount of the Company's reinvestment is not limited by Article 13 of the Company Act, which sets forth that the reinvestment shall not exceed 40% of the paid-in capital.

Article 8 The shares issued by the Company are exempted from printing, any such certificates. However, such new shares are kept in custody by or registered with a securities depository body.

Article 9 The name of stock shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Article 9-1 The shares repurchased by the Company in accordance with the Company Act may be transferred to employees of the parent company or subsidiaries that meet certain criteria. According to the Company Act, the employee stock warrants may be issued to employees of the parent or subsidiaries of the Company who meet certain criteria. The employees who purchase new shares from the Company in accordance with the Company Act may include employees of the parent or subsidiaries of the Company who meet certain criteria. The Company's restricted employee shares may be issued to employees of the

	parent or subsidiaries of the Company who meet certain criteria.
Chapter 3	Shareholders' Meeting
Article 10	<p>The General Meeting of Shareholders is of two types, the ordinary shareholders' meeting and the extraordinary shareholders' meeting. The ordinary shareholders' meeting shall be convened at least once per year, and shall be convened within six months after the end of the fiscal year. Public announcement shall be conducted by shareholders holding fewer than 1,000 shares. The notice and announcement shall specify the cause of the convening meeting; the notice may be made in electronic form at the consent of the respondent. The Company may adopt the method of exercising voting rights by correspondence or electronic means in a shareholders' meeting, which shall be handled in accordance with the relevant laws and regulations.</p> <p>The chairman shall chair the shareholders' meeting. In the event of absence of the chairman for any reason, the chairman shall designate a director to act on his/her behalf. If the chairman does not make such a designation, the chair shall be elected among themselves. For a shareholders' meeting convened by any person other than directors, they shall act as the chair of that meeting provided that if there are two or more persons having the convening right, the chair of the meeting shall be elected from among themselves.</p>
Article 10-1	The shareholders' meeting of the Company may be convened via video conference or in other methods as announced by the Ministry of Economic Affairs.
Article 11	If a shareholder for any reason cannot attend the shareholders' meeting in person, he or she may appoint a proxy to attend the shareholders' meeting on his/her behalf by executing a power of attorney printed by the Company stating the scope of power authorized to the proxy. In addition to complying with Article 177 of the Company Act, the proxy attendance by shareholders shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.
Article 12	Each shareholder of the Company shall have one voting right for each share, except for the restricted shares or the non-voting shares for the shares thereof.
Article 13	Unless otherwise specified in the Company Act, resolutions in the shareholders' meeting must be made by a majority vote of the shareholders represented by a majority of the shareholders in the meeting. If there are no objections raised by the attending shareholders upon the chair's inquiry, a motion shall be deemed as having been passed, and its effect shall be the same as that adopted for a poll.
Chapter 4	Directors
Article 14	The Company shall have 9 to 11 directors with a term of office of 3 years. The

directors shall be elected by the shareholders' meeting from among the persons with disposing capacity, and may be eligible for re-election. The total shareholding ratio of the directors shall be as specified by the competent authority.

The candidate nomination system is adopted for the election of directors, and the shareholders' meeting elects the director candidates from the roster.

In compliance with the Securities and Exchange Act, the Company shall appoint at least three independent directors for the directorship referred to above. The candidate nomination system is adopted, and the independent directors shall be elected by the shareholders' meeting. The requirements for professional qualifications, shareholdings, part-time constraints, the nomination and election, and other binding matters for independent directors are handled in accordance with the governing regulations of the securities competent authority.

The Company established an Audit Committee in accordance with the Securities and Exchange Act. The Audit Committee is comprised of all the independent directors. The exercise of powers and related matters of the Audit Committee and its members are handled in accordance with the Securities and Exchange Act.

After establishing the Audit Committee, the Company is responsible for carrying out the functions and powers of supervisors as specified in the Company Act, Securities and Exchange Act and other laws and regulations.

Article 15

The directors shall elect a chairman among themselves with the attendance of more than two-thirds of the directors attending the Board Meeting and a vice chairman may be elected in the same manner. The chairman shall represent the Company externally.

Reasons for convening the Board of Directors' meeting shall be notified to all directors no later than 7 days in advance. However, in case of emergency, a meeting may be convened at any time.

The convention referred to above may be held in writing, by E-mail, or by fax.

Article 16

If the chairman is on leave or unable to exercise his or her duties for any reason, his or her proxy shall act in accordance with the provisions of Article 208 of the Company Act. The directors shall attend the Board Meeting in person. If a director is unable to attend the Board meeting for any reason, he or she may appoint another director to act as his/her proxy. The proxy in the preceding paragraph is limited to one proxy. The Board of Directors may be held by video conference. Directors who participate in the meeting by video conference shall be deemed to attend the meeting in person.

Article 17

The transportation allowance of the Company's directors is determined by the Board of Directors.

The Company is authorized to pay the Chairman and directors a remuneration

regardless of whether the Company is operating at a profit or loss when performing their duties. The Board of Directors is authorized to determine the remuneration based on their level of participation in the Company's operations and the value of their contribution as well as the common standard of the same industry.

The Company may take out liability insurance for the directors within the scope of their duties.

Chapter 5 Managerial officers

Article 18 The Company may have managers, and the appointment, discharge and the remuneration of the managerial officers shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 19 The fiscal year of the Company starts from January 1 to December 31 of each year. At the end of each fiscal year, the Board of Directors shall prepare the following statements and submit them to the general shareholders' meeting in accordance with the legal procedure:

- I. Business report
- II. Financial statements.
- III. Proposal for earnings distribution or loss recovery.

Article 20 Deleted

Article 21 The Company shall distribute 1%-10% of the profit in the current year as the employees' remuneration and no more than 5% as the directors'/supervisors' remuneration, based on the profit performance in the current year. However, the Company shall make up losses if any.

The remuneration of employees described in the preceding paragraph may be paid in shares or cash, and the remuneration shall include employees of subsidiaries of the Company and subsidiaries thereof.

The profit of the current year as referred to in Paragraph 1 refers to the income before tax and before deducting the remuneration to employees and directors/supervisors.

The allocation of remuneration to employees and directors/supervisors shall be resolved and approved by a majority of the directors present at a directors' meeting attended by more than two-thirds of the whole directors, and reported to a shareholders' meeting.

Article 21-1

The industry environment of the Company is changeable, and the enterprise life cycle is entering the stable growth stage. Considering the Company's future capital demand, long-term financial planning, and satisfaction of shareholders' needs for cash inflow, the Company's dividend policy is to adopt a residual dividend policy. If there is earnings after finalizing accounts each

year, after paying the income tax for profit-seeking enterprises and making up losses from previous years, an amount of 10% of the legal reserve shall be set aside first, except when the legal reserve has reached the total capital. In addition, after the special reserve is set aside or reversed as required by law, the undistributed earnings at the beginning of the period shall be combined into the shareholders' accumulated distributable earnings, and the Board of Directors shall propose a motion for the distribution thereof and submit to the shareholders' meeting for resolution and distribution.

Each year, no more than 90% of the distributable earnings may be provided for dividends to shareholders. The dividends and bonuses may be distributed in cash or share dividends. The cash dividends shall not be less than 10% of the total dividends. If the dividends paid for the year are less than NT\$1, such dividends may be all paid in share dividends.

With the attendance of more than two-thirds of the directors and a majority of the directors present at the Board meeting, the dividends and bonuses, capital surplus, legal reserve, or any part thereof shall be paid in cash. When the report is reported to the shareholders' meeting, the provisions of Paragraph 1 that shall be resolved by the shareholders' meeting do not apply.

Chapter 7 Supplementary Provisions

Article 22 Any matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act.

Article 23 The Articles of Incorporation were established on May 3, 1995. The first amendment was made on August 8, 1995. The second amendment was made on May 26, 1997. The third amendment was made on December 22, 1997. The fourth amendment was made on November 10, 1998. The fifth amendment was made on September 10, 1999. The sixth amendment was made on September 10, 1999. The seventh amendment was made on December 2, 1999. The eighth amendment was made on May 4, 2000. The ninth amendment was made on July 27, 2000. The tenth amendment was made on May 10, 2001. The eleventh amendment was made on November 8, 2001. The twelfth amendment was made on June 13, 2002. The thirteenth amendment was made on November 7, 2002. The fourteenth amendment was made on November 7, 2002. The fifteenth amendment was made on May 27, 2004. The sixteenth amendment was made on June 22, 2006. The seventeenth amendment was made on June 15, 2007. The eighteenth amendment was made on June 27, 2008. The nineteenth amendment was made on June 25, 2010. The twentieth amendment was made on June 28, 2012. The twenty first amendment was made on June 28, 2013. The twenty second amendment was made on November 18, 2013. The twenty third amendment was made on June 27, 2014. The twenty fourth amendment was made on June 24, 2016. The twenty fifth amendment was made on June 21,

2018. The twenty sixth amendment was made on June 27, 2019. The twenty seventh amendment was made on June 7, 2022. The twenty eighth amendment was made on June 19, 2024.

Shareholdings of Directors

Breakdown of Shareholdings of Directors

(As of March 25, 2025, the book closure date for the current shareholders' meeting)

Unit: Common stock/share

Title	Name		Shareholding
Chairman	Taiwan Health and Fitness Investment Co., Ltd.	Representative: Weng Chung-Chun	5,000
Director	Taiwan Health and Fitness Investment Co., Ltd.	Representative: Hsieh Wen-Fang	
Director	Taiwan Health and Fitness Investment Co., Ltd.	Representative: Chang, Po-Sheng	
Director	Hsieh Chin-Kun		1,437,000
Director	Bai-Jia-Yuan Investment Co., Ltd.:	Representative: Hsieh I-Ching	20,000,000
Director	Green Summit Co., Ltd.	Representative: Huang Chun-I	60,426
Independent Director	Hsu Yin-Chu		0
Independent Director	Tsai Hui-Ming		0
Independent Director	Kao Chia-Liang		0
Total			21,502,426

Note: The outstanding shares were 118,736,681 shares. The Company's Board of Directors includes 3 independent directors. The minimum number of shares to be held is 80% of the shares set forth in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies". The minimum shareholding of all directors of the Company is 8,000,000 shares.

Other Items for Explanation

The General Shareholders' Meeting

Processing of shareholder proposals:

Description: 1. According to Article 172-1 of the Company Act, a shareholder holding more than 1% of the total outstanding shares of the Company may propose in writing to the Company, but is limited to 1 proposal in the regular session, limited to 300 words.

2. The period for receiving shareholder proposals for this year's general shareholders' meeting was March 17 to March 27, 2025. This has been announced Market Observation Post System in accordance with the law.

3. As of the deadline for receiving proposals, the Company did not receive any proposal from shareholders holding more than 1% of the shares.