

Stock Code: 4109



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

2023 Extraordinary Shareholders' Meeting Meeting Handbook

Date of Shareholders' Meeting: November 29, 2023 (Wednesday)

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

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Jia Jie Biomedical Co., Ltd.

2023 Extraordinary Shareholders' Meeting

One. Meeting procedure

I. Call meeting to order

II. Chairman remarks

III. Election matters

IV. Matters for discussion

V. Extraordinary motions

VI. Adjournment

Jia Jie Biomedical Co., Ltd.

2023 Extraordinary Shareholders' Meeting

Two. Meeting agenda

Convening method: Physical meeting

Time: 10:00 a.m., November 29, 2023 (Wednesday)

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. Election matters

By-election of the Company's independent directors.

IV. Matters for discussion

1. Proposal for the Company's intention to issue new shares for cash capital increase through private placement.
2. Proposal for lifting the non-compete restriction on the newly elected independent directors.

V. Extraordinary motions

VI. Adjournment

Three. Election matters

Cause of motion: Please kindly elect the Company's Independent Directors by-election.
(proposed by the Board of Directors)

Description: 1. Mr. Hung, Jen-Chieh, an independent director of the Company, resigned on August 30, 2023 due to personal reasons. The Company intends to by-elect an independent director.

2. It is proposed to by-elect one independent director at the extraordinary shareholders' meeting. The new independent director elected will take office immediately after the extraordinary shareholders' meeting, and the term of office will be from November 29, 2023 to June 12, 2026.

3. The candidate nomination system is adopted for the election of independent directors, whom will be elected from the list of independent director candidates by the shareholders.

4. The list of independent director candidates of the Company has been reviewed and approved by the Board of Directors on November 2, 2023.

The list of independent director candidates is as follows:

Name of nominee	Education	Experience	Shareholding
Kao Chia-Liang	School of Dentistry, Taipei Medical University	Shan Jian Qing Dental Clinic Dentist in charge Zhong Hua Dental Clinic Licensed Dentist	0 share

5. The election is held.

Election results:

Four. Matters for Discussion

Proposal 1 (proposed by the Board of Directors)

Cause of motion: Proposal for the Company's intention to issue new shares for cash capital increase through private placement.

Description: 1. In order to expand the sales of products in the future, and taking into account factors such as the timeliness and convenience of fund-raising costs, the cost of issuance, and the stability of equity, the Company intends to conduct a private placement of common shares in accordance with Article 43-6 of the Securities and Exchange Act, for a total of not more than 15,000,000 shares, with a par value of NTD 10 per share.

2. The basis and reasonableness of the private placement price:

The issue price of the private placement of common shares shall not be

less than 80% of the higher of the following two benchmarks on the pricing date. The actual price date and actual private placement price are authorized to the Board of Directors for determination based on the consultation with certain offerees and prevailing market conditions as well as the following pricing principles in the future.

- (1) The simple average closing price of the common shares of the Company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
- (2) The simple average closing price of the common shares of the Company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

The basis for the aforesaid private placement price to be set is in compliance with the provisions of the "Directions for Public Companies Conducting Private Placements of Securities", so the price should be reasonable.

- (3) If the private placement price is likely to be lower than the face value of the shares, the reason for the private placement price lower than the face value, the rationality of the pricing method, and the impact on shareholders' equity:

A. Reasons and reasonableness of the private placement price lower than the par value: According to the current laws and regulations and the aforementioned pricing method, the private placement price may be lower than the par value. In addition to the private placement, there is a restriction on free transfer within three years as set forth in Article 43-8 of the Securities and Exchange Act. Therefore, it is reasonable for the private placement price to be lower than the face value.

B. Method of setting the issue price

Due to the impact of the general environment, the Company's stock price may also fall below the par value. In order to successfully obtain funds to improve the financial structure and increase investors' willingness to subscribe, it is necessary for

the Company to issue new shares at a discounted price. The price of common shares per share of the capital increase by private placement shall not be lower than 80% of the reference price. In addition to complying with Article 4 of the "Directions for Public Companies Conducting Private Placements of Securities", the impact of the issuance of new shares at a discounted price on the original shareholders' equity has also been considered, and the pricing is deemed reasonable.

C. Impact on shareholders' equity if the private placement price is lower than the par value: The difference between the actual private placement price and the par value will result in cumulative losses, which will be eliminated depending on the Company's future operating conditions.

3. Method of selecting specific persons:

(1) The subjects of this private placement of common shares are limited to specified persons in compliance with Article 43-6 of the Securities and Exchange Act and Letter Tai-Cai-Zheng-Yi-Zi No. 0910003455 dated June 13, 2002 (91) issued by the Financial Supervisory Commission, Executive Yuan.

(2) The insiders or related parties applied for the fundraising are as follows:

a. Information of insiders or related parties

Offeree	Selection method and purpose	Relationship with the Company
Taiwan Health and Fitness Investment	Direct or indirect benefit to the Company's future operations is the primary consideration	Corporate director of the Company
Bei Jia Yuan Investment Co., Ltd.	Direct or indirect benefit to the Company's future operations is the primary consideration	Corporate director of the Company
Green Summit Co., Ltd.	Direct or indirect benefit to the Company's future operations is the primary consideration	Corporate director of the Company

Chen, He-Shun	Direct or indirect benefit to the Company's future operations is the primary consideration	Representative the Company's corporate director
Hsieh, Wen-Fang	Direct or indirect benefit to the Company's future operations is the primary consideration	Representative the Company's corporate director
Chang, Po-Sheng	Direct or indirect benefit to the Company's future operations is the primary consideration	Representative the Company's corporate director
Hsieh, Chin-Kun	Direct or indirect benefit to the Company's future operations is the primary consideration	Director of the Company
Huang, Chun-I	Direct or indirect benefit to the Company's future operations is the primary consideration	Representative the Company's corporate director
Hsieh, I-Ching	Direct or indirect benefit to the Company's future operations is the primary consideration	Representative the Company's corporate director
TMP Steel Corporation	Direct or indirect benefit to the Company's future operations is the primary consideration	Corporate director of the Company - a related party of Taiwan Health and Fitness Investment
Jinzhifu Asset Management Co., Ltd.	Direct or indirect benefit to the Company's future operations is the primary consideration	Related party of the representative the Company's corporate director Huang, Chun-I
Tai-Ben Investment Co., Ltd.	Direct or indirect benefit to the Company's future operations is the primary consideration	Related party of the representative the Company's corporate director Huang, Chun-I
Global Materials Technology Corp.	Direct or indirect benefit to the Company's future	Corporate director of the Company - a related party of

	operations is the primary consideration	Taiwan Health and Fitness Investment
S-Tech Corp	Direct or indirect benefit to the Company's future operations is the primary consideration	Corporate director of the Company - a related party of Taiwan Health and Fitness Investment

b) Information of the top ten shareholders in which the offeree is a corporate entity

Offeree who is a corporate entity	Names of the top 10 shareholders and their shareholding percentage	Relationship with the Company
Taiwan Health and Fitness Investment (Corporate director of the Company)	1. TMP Steel Corporation (100%)	None
Bai-Jia-Yuan Investment Co., Ltd.: (Corporate director of the Company)	1.PROMINENT SINO HOLDINGS LIMITED(100%)	None
Green Summit Co., Ltd. (Corporate director of the Company)	1. Hung, Hsiu-Hui (82.14%) 2. Hung, Yu-Sheng (17.86%)	None None
TMP Steel Corporation	1. Jing Gang Investment Co., Ltd. (10.91%) 2. Tian-Quan Investment Co., Ltd. (9.79%) 3. E-Top Metal Co., Ltd. (9.56%) 4. Tai-Yu Investment Co., Ltd. (4.04%) 5. Taiwan Steel Group United Co., Ltd. (3.71%) 6. NewSoft Technology Corporation (3.22%) 7. Golden Win Steel Industrial Corp. (2.88%) 8. Jia Jie Biomedical Co., Ltd. (2.49%) 9. Pan, Hsin-Kuei (2.45%) 10. Tsai, Chung-Fan (1.2%)	None None None None None The Company None None
Jinzhifu Asset	1. Wang, Chiung-Fen (36%)	None

Management Co., Ltd.	2. Huang, Chun-I (45%) 3. E-Top Metal Co., Ltd. (19%)	Representative the Company's corporate director None
Tai Ben Investment Co., Ltd.	1. Yi Tong Yuan Investment Co., Ltd. (36.23%) 2. Huang, Chun-Jen (10.51%) 3. Huang, Chun-I (9.78%) 4. Huang, Shih-Chen (9.46%) 5. Hsu, Hsin-Hsuan (4.71%) 6. Hsu, Hsin-Yu (4.71%) 7. Yen, Ming-Ling (4.71%) 8. Chen, Chun-Wen (4.71%) 9. Huang, Chun-Yen (4.71%) 10. Lin, Fang-Ching (3.62%) 11. Chen Chao-Jung (3.62%)	None None Representative the Company's corporate director None None None None None None None None None
Global Materials Technology Corp.	1. Jinzhifu Asset Management Co., Ltd. (6.47%) 2. Taiwan Steel Corporation (3.96%) 3. Chase as custodian of Investment Account of JP Morgan Securities Co., Ltd. (3.59%) 4. HSBC as custodian Morgan Stanley International Limited account (3.44%) 5. Allianz Global Investors Taiwan Intelligence Trends Fund Account (2.32%) 6. He Yang Investment Co., Ltd. (1.92%) 7. HSBC (Taiwan) Commercial Bank Co., Ltd. as custodian of POINT72 ALLIANCE LIMITED Investment Account (1.70%) 8. Citibank as custodian of Norges Bank (1.51%) 9. UPAMC Optima Fund Account (1.23%) 10. JPMorgan Chase as custodian of	None None None None None None None None None None None

	Vanguard Emerging Market Equity Index Fund (1.08%)	
S-Tech Corp	1. Taiwan Steel Corporation (19.68%) 2. Gloria Material Technology Corp. (14.02%) 3. Chiu, Jung-Lang (3.54%) 4. Citibank as custodian of Berkeley Capital SBL/PB investment account (1.85%) 5. Chang, Hsiao-Kuang (1.61%) 6. Chang, Min-Yin (1.56%) 7. IBF Securities Co., Ltd. (1.45%) 8. Golden Win Steel Industrial Corp. (1.31%) 9. HSBC (Taiwan) Commercial Bank Co., Ltd. entrusted as custodian of Goldman Sachs International - FIA Investments (1.22%) 10. Chase as custodian of Investment Account of JP Morgan Securities Co., Ltd. (1.01%)	None None None None None None None None None None

4. Necessary reasons for conducting the private placement:

- (1) Reasons for not adopting public offering: The Company evaluated the market conditions, timeliness and feasibility of raising capital, issuance costs, and the mobility and flexibility of raising capital through private placement as compared to public offering. The private placement will help the Company's future operation and development. Therefore, instead of public offering, the Company has conducted a private placement in accordance with the Securities and Exchange Act and other relevant regulations.
- (2) Private placement quota: It is expected that no more than 15,000,000 shares of the common shares will be privately placed at a par value of NTD 10 per share. Depending on the actual fundraising situation, the Board of Directors has been authorized issue new shares in one or two tranches within one year from the date of the shareholders' meeting.

- (3) Use of funds: Each instalment is to enrich the Company's future working capital and repayment of bank loans.
- (4) Expected benefits: All tranches aim to strengthen the financial structure, improve operational efficiency, strengthen industry position, and enhance long-term competitiveness, which will be of positive benefit to shareholders' equity.
- 5. If the rights and obligations of the private placement of common shares or any matters not covered in the private placement need to be changed due to the approval of the competent authorities or the amendment of laws and regulations, it is intended to authorize the Board of Directors to fully handle such matters.
- 6. The rights and obligations of the private placement of common shares, or any matters not addressed in the private placement, including the actual number of shares privately placed, actual private placement price, selection of offerees, capital increase base date, issuance conditions, planned projects, capital, it is intended to authorize the Board of Directors to adjust, formulate and handle such matters based on market conditions. In the future, if any amendment is made due to changes in laws and regulations or required by the competent authorities, or based on operational evaluation, or if there are changes required by the objective environment, the Board of Directors are authorized to fully handle such changes.
- 7. If there is a significant change in management rights within the 1 year period immediately preceding the day on which the board of directors resolves on the private placement, the assessment opinion issued by the securities underwriter on the necessity and reasonableness for conducting the private placement must be provided. Please refer to Attachment 1 (P.10 - 17).
- 8. Please kindly discuss.

Resolution:

Proposal 2 (proposed by the Board of Directors)

Cause of motion: Proposal for lifting the non-compete restriction on the newly elected independent directors.

Description: 1. For business needs, it is proposed to lift the non-compete restriction for a newly elected independent director concurrently serving as a director or manager of another company with a similar business scope to the Company as specified in Article 209 of the Company Act. The aforementioned non-compete restriction is hereby lifted.

2. For the newly elected independent directors who intend to request the extraordinary shareholders' meeting to approve the lifting of non-compete restriction, supplementary explanations on the scope and content shall be provided on the spot before the discussion of the proposal in the extraordinary shareholders' meeting.

3. Presented for discussion.

Resolution:

Five. Extraordinary motions

Six. Adjournment

Jia Jie Biomedical Co., Ltd.

Assessment opinion on assessing the necessity and reasonableness of the private placement



Appointer:	Jia Jie Biomedical Co., Ltd.
Recipients of Opinion:	Jia Jie Biomedical Co., Ltd.
Designated purpose of the opinion:	For use only by Jia Jie Biomedical Co., Ltd. for the private placement of securities in 2023
Report Type:	The securities underwriter's assessment opinion on the necessity and reasonableness of the private placement
Assessment institution:	Concord Securities Co., Ltd.

November 1, 2023

Jia Jie Biomedical Co., Ltd.
Securities Underwriter's Assessment Opinion on the Necessity and Reasonableness of the Private Placement of Securities in 2023

I. Preface

In order to supplement the Company's future working capital and repayment of bank loans, and to meet the fund demand for the future development of other companies, a proposal was discussed in the Board of Directors' meeting on September 28, 2023 approving the private placement of common shares with quota not exceeding 15,000 thousand shares. This is to be proposed at the 1st extraordinary shareholders' meeting on November 29, 2023 to authorize the Board of Directors to raise funds in one to two tranches in a period of one year.

Jia Jie Biomedical has re-elected directors on June 13, 2023 at the general shareholders' meeting, with a change of more than one-third of the directors, which reached the standard for major change in the management rights. In addition, the Company has resolved to conduct a private placement of common shares, which is subject to a quota not exceeding 15,000 thousand shares. Full issuance of the shares will account for 14.43% of the share capital, resulting in a possibility of change in the management rights. In summary of the above, Article 4, paragraph 3 of the Directions for Public Companies Conducting Private Placements of Securities ("the Directions"): If there is a significant change in management rights within the 1 year period immediately preceding the day on which the board of directors resolves on the private placement, the assessment opinion issued by the securities underwriter on the necessity and reasonableness for conducting the private placement must be provided, has been met. The Company has consulted the underwriter for an opinion (assessment opinion) on the necessity and reasonableness of the private placement.

The content of this assessment opinion is only used as a reference for the resolution of the private placement of securities in the 1st extraordinary shareholders' meeting of Jia Jie Biomedical on November 29, 2023, and shall not be used for other purposes. In addition, this assessment opinion is based on the information provided by Jia Jie Biomedical and the publicly available information on Market Observation Post System. The securities

underwriters will not update or assume any legal responsibility for the impact of subsequent changes to the Company's private placement plan or other events that may result in changes to the contents of this letter the Company will not update it and assume no legal responsibility for this.

II. Company Profile

Jia Jie Biomedical was founded on May 6, 1995 and listed on the Taipei Exchange on August 8, 2002. At present, the main business item is the manufacturing and sales of health foods. In 2022, the Company acquired Titan Issuance Broker Co., Ltd. (hereinafter referred to as Titan Issuance) and has 35.13% of the shares and more than half of the shareholders, to expand the territory of the health business. The current paid-in capital is NTD 889,366,810. The Company's financial information for the past three years and the latest period is as follows:

(I) Condensed balance sheets

Unit: In Thousands of New Taiwan Dollars

	2020	2021	2022	June 30, 2023
Current assets	379,731	340,282	317,213	282,248
Non-current assets	609,684	681,117	686,746	701,031
Total assets	989,415	1,021,399	1,003,959	983,279
Current liabilities	79,313	81,927	73,518	70,021
Non-current liabilities	2,131	4,540	6,479	6,163
Total liabilities	81,444	86,467	79,997	76,184
Share capital	889,367	889,367	889,367	889,367
Equity - virtual currency with securities nature	-	-	-	-
Capital surplus	88,935	57,010	57,010	58,303
Retained earnings	-8,871	24,280	18,869	-16,745
Other equity	-60,148	-62,778	-67,271	-49,930
Treasury shares	-	-	-	-
Total equity attributable to owners of the parent company	909,283	907,879	897,975	880,995
Equity attributable to former owner of business combination under common control	-	-	-	-
Non-controlling interests	-1,312	27,053	25,987	26,100
Total equity	907,971	934,932	923,962	907,095
Shares to be cancelled (unit: shares)	-	-	-	-
Equivalent shares issued from advance receipts (unit: shares)	-	-	-	-
Treasury shares of the parent company held by the parent company and subsidiaries (unit: shares)	-	-	-	-
Net worth per share (NTD)	10.22	10.21	10.1	9.91

Source: Market Observation Post System

(II) Condensed Statements of Comprehensive Income

Unit: In Thousands of New Taiwan Dollars

	2020	2021	2022	2023Q2
Operating revenue	270,290	242,481	317,716	165,320
Operating cost	228,576	158,711	201,208	102,485
Gains (losses) on biological assets and agricultural products initially recognized	-	-	-	-
Gains (losses) on changes in the fair value of biological assets less selling costs	-	-	-	-
Gross profit (loss)	41,714	83,770	116,508	62,835
Unrealized gain (loss) from sales	-	-	-	-
Realized profit (loss) from sales	-	-	-	-
Gross profit (loss), net	41,714	83,770	116,508	62,835
Operating expenses	90,045	84,700	130,190	102,275
Other gains and losses, net	-	-	-	-
Operating profit (loss)	-48,331	-930	-13,682	-39,440
Non-operating revenue and expenses	6,679	6,220	9,002	6,370
Net profit (loss) before tax	-41,652	5,290	-4,680	-33,070
Income tax expenses (gains)	-8,955	191	1,763	1,304
Net income (loss) from continuing operations	-32,697	5,099	-6,443	-34,374
Profit or loss from discontinued operations	-	-	-	-
Net income (loss) for the period	-32,697	5,099	-6,443	-34,374
Other comprehensive income (net amount)	-26,215	-6,744	-4,515	17,701
Total current comprehensive income	-58,912	-1,645	-10,958	-16,673
Net income (loss) attributable to the owners of the parent company	-31,925	5,340	-5,470	-35,614
Net profit (loss) attributable to former owner of business combination under common	-	-	-	-

control				
Net income (loss) attributable to non-controlling interests	-772	-241	-973	1,240
Total comprehensive income attributable to owners of parent	-58,128	-1,404	-9,892	-18,273
Total comprehensive income attributable to former owner of business combination under common control	-	-	-	-
Comprehensive income attributable to non-controlling interests	-784	-241	-1,066	1,600
Basic earnings per share (NTD)	-0.46	0.06	-0.06	-0.4

Source: Market Observation Post System

III. Underwriter's assessment opinion

(I) Assessment of suitability

The after-tax loss attributable to the shareholders' equity of the parent company in the consolidated financial statements for the most recent year (2022), audited and attested by the CPA, was NTD 5,470 thousand, and the amount of retained earnings was NTD 18,869 thousand, with no accumulated loss and is not subject to the "Directions", in Article 3, paragraph 1 regarding that a public company that has net income after tax and no accumulated loss in the most recent year should issue marketable securities by public offering.

It has been approved that the issue price of the private placement of common shares by Jia Jie Biomedical should be no less than 80% of the reference price; Limited to those who meet the requirements of Article 43-6 of the Securities and Exchange Act and Letter Tai-Cai-Zheng-Yi-Zhi No. 0910003455 dated June 13, 2002 (91) issued by the Financial Supervisory Commission, Executive Yuan. After reviewing the minutes of board meetings of the Company, a list of insiders or related parties who have been offered to subscribe to the Company's shares has been proposed, and explained the selection method, purpose and expected benefits.

In terms of the issuance procedure, the Board of Directors of Jia Jie Biomedical has passed the private placement of common shares on September 28, 2023. The Company has planned to convene the Board of Directors on November 2 to report the assessment opinion as a reference basis for the resolution of the private placement of securities made at the 1st Extraordinary Shareholders' Meeting on April 29, 2023.

Based on the above assessment, the Company's handling of the private placement is in compliance with the "Directions" and the requirements of legality.

(II) Assessment of necessity and reasonableness

Since its establishment, Jia Jie Biomedical, Ltd. has been focusing on pioneering the diversified applied research on soft-shelled turtles. We have introduced Japanese professional technology to manufacture soft-shelled turtle extract products and continue to research and develop based on this, and research and develop effective

ingredients and improvement of natural raw materials in Taiwan, as well as to strengthen the cooperation with academic and medical institutions, and to conduct scientific evaluations and produce excellent health food products. In 2020, Taiwan Steel Group injected new energy into Jia Jie's product development by combining health and exercise elements with natural health ingredients from Taiwan, making Jia Jie the first choice of health food brand in Taiwan! In addition, the Company acquired the right to operate Titan Issuance in 2022 to expand its health business territory.

In terms of operational performance, the Company's revenue in the past three years and the most recent period were NTD 270,290 thousand, NTD 242,481 thousand , NTD 317,716 thousand, and NTD 165,320 thousand, respectively, with significant growth since 2022; The net income (loss) attributable to the parent company was NTD -31,925 thousand, NTD 5,340 thousand, NTD -5,470 thousand, and NTD -35,614 thousand, respectively. Although there is a downward trend in the loss, the amount of loss in the first two quarters of this year is still large and needs to be adjusted continuously as well as its business development plans. Therefore , it is reasonable and necessary that the Company choose to raise funds through private placement of common shares with faster timeliness to support future operation and development.

(III) Selection of the offeree and evaluation of the feasibility and necessity

1. Selection of offeree

The Company's private placement is based on direct or indirect benefit to the Company's future operations as the primary consideration, and limited to specified persons in compliance with Article 43-6 of the Securities and Exchange Act and Letter Tai-Cai-Zheng-Yi-Zi No. 0910003455 dated June 13, 2002 (91) issued by the Financial Supervisory Commission, Executive Yuan.

2. The feasibility and necessity of the offeree

Private placement securities are non-transferable within three years to ensure a long-term relationship between the Company and the offeree. The private placement is of high equity stability, and direct or indirect benefits to the Company's future operations are the primary consideration in the selection of

offeree, which will be of positive benefit to shareholders' equity. Therefore, this private placement should have its feasibility and necessity.

(IV) Impacts of the private placement on the business, finance and shareholders' equity of the Company

If all of the 15,000 thousand shares of common stock offered through the private placement are issued, the proportion of the offerees to the total number of shares issued is 14.43%. The following is a description of the possible impact of the Private Placement on the Company's business, finance and shareholders' equity:

1. Impact on the Company's business:

The funds obtained from the private placement of common shares by Jia Jie Biomedical will be used to enrich the Company's future working capital and respond to the capital needs of other companies in the development in the future development. It is hoped that the offerees will directly or indirectly contribute to the future operations of the Company and have a positive impact on its business development.

2. Financial impact on the Company:

The funds obtained from the private placement of common shares this time will help with fund deployment and long-term and short-term capital utilization, as well as improving financial structure. If they are used to repay loans, they can also save interest expenses, and should not have a material adverse effect on the Company's financial condition.

3. Impact on the Company's shareholders' equity:

(1) Evaluation of whether there is any change in the management rights: The private placement of common shares proposed for this time is limited to 15,000 thousand shares. Full issuance of the shares will account for 14.43% of the share capital. If all of the shares are subscribed by the insiders or related parties of the Company, If all the shares are subscribed by specific investors, there is no risk of changes in management rights; if all shares are subscribed by specific investors, there is a possibility of significant changes in management rights. According to the Company's explanation, the chance of such occurrence is not high. If there is a change in the situation, the information will be disclosed in accordance with the relevant regulations to protect the rights and interests of shareholders.

(2) The Company also explained that the difference between the actual private placement price and the face value will result in a cumulative loss in the book, which will be eliminated depending on the Company's future operating conditions.

Based on the above assessment, the private placement of common shares will not cause significant adverse impact on the Company's business, finance and shareholders' equity.

(V) Summary of assessment opinion

Based on the above, we have assessed that the private placement of common stock by Jia Jie Biomedical is necessary and reasonable in terms of the legality, use of funds, issuance efficiency and purpose, selection of offerees, and the impact of the private placement on the Company's business, finance and shareholders' equity.

Declaration of Independence

We were entrusted to issue an evaluation opinion on the necessity and reasonableness of the private placement of securities in 2023 by Jia Jie Biomedical Co., Ltd. (hereinafter referred to as Jia Jie Biomedical).

In order to carry out the abovementioned business, the Company hereby declares that it does not have the following:

1. We are not an equity-method investee of Jia Jie Biomedical.
2. We are not an equity-method investor in Jia Jie Biomedical.
3. Our chairman or general manager and the chairman or general manager of Jia Jie Biomedical are not the same person, or are not spouses or within two relatives.
4. We are not a director or a supervisor of Jia Jie Biomedical.
5. Jia Jie Biomedical is not our director or supervisor.
6. Other than the above matters, the Company and Jia Jie Biomedical are not related parties as defined in Article 18 of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

For the assessment of the necessity and reasonableness of the private placement of common shares for Jia Jie Biomedical, the assessment opinion put forward by us maintains the spirit of detachment and independence.

Assessor: Concord Securities Co., Ltd.



November 1, 2023

(only for use by the underwriter's assessment opinion on the private placement of common shares in 2023 by Jia Jie Biomedical Co., Ltd.)

Jia Jie Biomedical Co., Ltd.

Rules and Procedures of Shareholders' Meeting

1. The Rules Governing the General Meeting of Shareholders shall be conducted in accordance with these Rules, unless otherwise specified by the laws and regulations.
2. 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.

- 2-1. 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 power of attorney has been delivered to the Company, shareholders who wish to attend the shareholders' meeting by teleconferencing shall,

at least two (2) days prior to the date of such shareholders' meeting, with a separate written notice revoke his/her appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

- 2-2 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.

2-3. The Company shall specify the following information in the shareholders' meeting notice when holding a shareholders' meeting via video conference:

1. Methods for shareholders to participate in the video conference and exercise their rights.

2. 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:

(1) 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.

(2) Shareholders who participate in the original shareholders' meeting by video conference shall not participate in the postponed or continued meeting.

(3) 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.

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

3. 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.

3. 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 of the day. 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.

4. 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.

5. Attendance at shareholders meetings shall be calculated based on numbers 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 175-1 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.

6. 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.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting.

If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and

discussion of proposals and of amendments or extempore motions put forward by the shareholders.

- 6-1. 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:

1. When a physical shareholders' meeting is convened, the shares shall be distributed on-site at the venue of the shareholders' meeting.
2. 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.
3. 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.

- 6-2. 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.

When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the list of proposals. 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.

7. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.
13. Deleted.
14. 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.

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

When the Company convenes a virtual shareholders meeting, after the 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 alternatives for shareholders in difficulty in participating in the shareholders' meeting via videoconference.

16. 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.

17. The Company shall record and video tape the entire process of shareholders' report, process of the meeting and vote counting continuously and uninterruptedly from the time of receiving shareholders' report.

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.

18. Matters not specified in these Rules shall be handled in accordance with the Company Act and the Articles of Incorporation.
19. 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.
20. 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.
21. 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 the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

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.

22. 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.
23. 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 Bio-medical Co., Ltd.
Articles of Incorporation

Appendix 2

- 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	<p>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.</p> <p>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.</p> <p>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.</p> <p>The Company's restricted employee shares may be issued to employees of the parent or subsidiaries of the Company who meet certain criteria.</p>
Chapter 3	Shareholders' Meeting
Article 10	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.

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.

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 Director

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	<p>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.</p> <p>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.</p>
Article 16	<p>The convention referred to above may be held in writing, by E-mail, or by fax.</p> <p>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.</p>
Article 17	<p>The transportation allowance of the Company's directors is determined by the Board of Directors.</p> <p>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.</p> <p>The Company may take out liability insurance for the directors within the scope of their duties.</p>
Chapter 5	Managers
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	<p>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:</p> <ol style="list-style-type: none"> 1. Business report 2. Financial statements. 3. Proposal for earnings distribution or loss recovery.
Article 20	delete

- Article 21 The Company shall distribute 1%~10% of the remuneration to employees and no more than 5% of the remuneration to directors/supervisors depending on the current year's profit. 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 and environment in which the Company operates are changeable, and the corporate life cycle is in the stage of stable growth. Considering the Company's future capital requirements, long-term financial planning, and satisfaction of shareholders' needs for cash inflow, the Company adopts a residual dividend policy. If there is a profit after the settlement of accounts in each year, in addition to paying profit-seeking enterprise income tax and making up for previous years' losses, a 10% legal reserve shall be allocated first, except when the legal reserve has reached the total capital. In addition, after setting aside or reversing special reserves according to laws and regulations, The undistributed earnings at the beginning of the same period is the accumulated earnings available for distribution to shareholders. The Board of Directors shall draft a distribution proposal and submit it to the shareholders' meeting for resolution. The total amount of shareholders' dividends and bonuses shall be at least 50% of the accumulated distributable earnings, and the cash dividend shall not be less than 10% of the shareholders' dividends and bonuses distributed. 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.

Jia Jie Biomedical Co., Ltd.

Regulations Governing the Election of Directors

- Article 1 The Regulations are hereby established in accordance with the Company Act and the Company's Articles of Incorporation. The election of the directors of the Company shall be handled in accordance with these Regulations.
- Article 2 The Company's directors are elected at the shareholders' meeting.
- Article 3 For the election of directors (including independent directors) of the Company, the name of the elector may be represented by the attendance card number printed on the election ballot. For the election of directors (including independent directors) of the Company, one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates.
- Article 4 The number of directors (including independent directors) will be as specified in the Company's Articles of Incorporation. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- When there are some among the directors who do not meet the conditions, the election of the director receiving the lowest number of votes among those not meeting the conditions shall be deemed invalid.
- The qualification and election of independent directors shall be handled in accordance with the relevant laws and regulations of the competent authority.
- The cumulative balloting method is used for the election of the Company's directors (including independent directors). The candidate nomination system shall be adopted for the election of directors (including independent directors). The candidates shall be selected in accordance with the candidate nomination system procedures as provided in Article 192-1 of the Company Act.
- Independent directors and non-independent directors shall be elected at the same time, and their voting rights shall be counted separately.
- Article 5 At the commencement of the election, the chairman shall appoint a number of persons to perform the duties of the ballot monitoring and tally clerks who shall have the status of shareholders.
- Article 6 The Company shall have the ballots prepared and issued; also, be numbered in accordance with the numbers in attendance and with the number of votes detailed.
- Article 7 Voters shall fill in the information as per the ballots.
- If the candidate is a shareholder, the voter shall indicate the candidate's name or account name and shareholder account number or identification document

number in the field of “Candidate” of the ballots; name and identity document number of the individual. For a candidate who is a non-shareholder, the name and identification number shall be filled in.

When a government or institutional shareholder is a candidate, the name and uniform serial number of the government or institutional shareholder shall be filled in the candidate account name on the ballot. When the candidate is a government or juridical person representative, the name of the government or juridical person shall be filled in as well as the name of his/her representative.

- Article 8 Ballots that are in any of the following circumstances are invalid:
1. The ballots specified in the regulations are not used.
 2. Blank ballots are cast into the voting cabinet.
 3. The handwriting is illegible or altered.
 4. Ballots other than the candidate’s name or account name and shareholder account number or identity document number.
 5. Any of the candidate’s name or account name, shareholder account number, and unified serial number entered is missing or altered.
 6. The number of candidates entered exceeds the number of seats required for voting.
 7. The total number of voting rights allocated exceeds the number of voting rights allocated to the voters.
 8. The name of the candidate entered is unrecognizable.
- Article 9 The counting personnel shall verify the validity of the sum of the valid ballots and the invalid ballots during the calculation of the ballots, and then mark the valid ballots as invalid for the election with their signatures and seals affixed.
- Article 10 The total amount of registered shares held by all elected directors is subject to the regulations of the competent authority of securities.
- Article 11 The chair or the emcee of ceremonies will announce the results on site immediately after the poll is completed, including the names of directors elected and the numbers of votes with which they are elected. The Board of Directors of the Company will issue a notice of election to the directors.
- Article 12 The matters that are not specified in these Regulations shall be handled in accordance with the Company Act and relevant laws and regulations.
- Article 13 These Regulations shall be implemented after approval by the general shareholders’ meeting, and any amendments thereto shall be affected in the same manner.

Shareholdings of Directors

Breakdown of Shareholdings of Directors

(As of October 31, 2023, the book closure date for the current shareholders' meeting)

Unit: Common stock/share

Title	Name		Shareholding
Chairman	Taiwan Health and Fitness Investment	Representative: Chen, He-Shun	5,000
Director	Taiwan Health and Fitness Investment	Representative: Hsieh, Wen-Fang	
Director	Taiwan Health and Fitness Investment	Representative: Chang, Po-Sheng	
Director	Bai-Jia-Yuan Investment Co., Ltd.:	Representative: Hsieh, I-Ching	20,000,000
Director	Hsieh, Chin-Kun		1,437,000
Director	Green Summit Co., Ltd.	Representative: Huang, Chun-I	52,000
Independent Director	Hsu, Yin-Chu		0
Independent Director	Tsai Hui-Ming		0
Total			21,494,000

Note: The outstanding shares were 88,936,681 shares. The Company's Board of Directors includes two independent directors. The minimum number of shares to be held is 80% of the shares set forth in Article 2 of 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 7,114,934 shares.