

**Jia Jie Biomedical Company Limited**  
**Rules of Procedure for Board of Directors Meetings**

**Revised on November 8, 2022**

**Article 1**

These Rules are established in accordance with relevant laws and regulations to establish a sound corporate governance system for the Board of Directors of Jia Jie Biomedical Co., Ltd. (the “Company”), strengthen its supervisory functions, and enhance management effectiveness, and shall be complied with accordingly.

**Article 2**

The principal agenda items, operating procedures, matters to be recorded in the minutes, public announcement requirements, and other matters to be observed in connection with meetings of the Board of Directors shall be handled in accordance with these Rules.

**Article 3**

The Board of Directors of the Company shall convene meetings at least once every quarter.

Notice of a Board meeting shall specify the meeting agenda and be delivered to each director at least seven (7) days in advance. In the event of an emergency, a meeting may be convened at any time.

Notice of a Board meeting may be given in writing, by electronic mail (e-mail), or by facsimile.

Matters set forth in the subparagraphs of Paragraph 1 of Article 12 hereof shall be listed in the meeting agenda and shall not be raised as extraordinary motions.

**Article 4**

The department designated by the Board of Directors to handle meeting affairs shall be the Finance Department.

The meeting affairs unit shall prepare the meeting agenda and provide sufficient meeting materials, which shall be sent together with the meeting notice. If any director deems the meeting materials insufficient, he or she may request supplementation from the meeting affairs unit. If a director considers the proposal materials inadequate, the Board of Directors may resolve to defer deliberation.

**Article 5**

When a Board meeting is convened, a sign-in register shall be provided for attending directors to sign for attendance and for record purposes.

Directors shall attend Board meetings in person. If a director is unable to attend in person, he or she may appoint another director as proxy in accordance with the Articles of Incorporation. A director participating by video conference shall be deemed to have attended in person, provided that a signed attendance card is faxed in lieu of signing in.

Where a director appoints another director as proxy to attend a Board meeting, a proxy form shall be issued for each meeting and shall specify the scope of authorization with respect to the meeting agenda.

Each proxy may accept the appointment of only one director.

#### **Article 6**

The time and place of Board meetings shall be held at the Company's location and during business hours, or at a time and place convenient for directors' attendance and suitable for convening a Board meeting.

#### **Article 7**

Where a Board meeting is convened by the Chairman, the Chairman shall act as the chairperson. However, for the first Board meeting of each term, the director receiving the highest number of votes at the shareholders' meeting shall convene the meeting and act as chairperson. If there are two or more convening directors, one shall be elected among them to act as chairperson.

Where a Board meeting is convened by more than one-half of the directors pursuant to Paragraph 4 of Article 203 or Paragraph 3 of Article 203-1 of the Company Act, one director shall be elected among them to act as chairperson.

If the Chairman is on leave or unable to exercise his or her duties, the Vice Chairman shall act on his or her behalf. If there is no Vice Chairman, or if the Vice Chairman is also on leave or unable to exercise his or her duties, the Chairman shall designate one executive director to act on his or her behalf. If there is no executive director, one director shall be designated. If the Chairman does not designate an acting chairperson, one shall be elected among the executive directors or directors.

#### **Article 8**

When a Board meeting is convened, the Finance Department shall prepare relevant materials for reference by attending directors at any time. Depending on the agenda, personnel from relevant departments or subsidiaries may be invited to attend the meeting.

Where necessary, certified public accountants, lawyers, or other professionals may also be invited to attend and provide explanations; however, they shall withdraw during discussions and voting.

When the scheduled meeting time has arrived and more than one-half of the directors are present, the chairperson shall announce the commencement of the meeting.

If, at the scheduled meeting time, fewer than one-half of all directors are present, the chairperson may announce an adjournment. The number of adjournments shall be limited to two. If after two adjournments the quorum is still not met, the chairperson may reconvene the meeting in accordance with the procedure set forth in Paragraph 2 of Article 3.

The term "all directors" as used in the preceding paragraph refers to the directors actually in office.

#### **Article 9**

The entire proceedings of a Board meeting shall be audio- or video-recorded and retained for at least five (5) years. Such records may be preserved in electronic form. If litigation arises in connection with any Board resolution before the expiration of the retention period, the relevant recordings shall be preserved until the conclusion of the litigation.

Where a Board meeting is convened by video conference, the audiovisual records shall constitute part of the meeting minutes and shall be properly preserved for the duration of the Company's existence.

#### **Article 10**

The agenda of regular Board meetings shall include at least the following matters:

1. **Reports:**
  - (1) Minutes of the previous meeting and status of implementation.
  - (2) Major financial and business reports.
  - (3) Internal audit reports.
  - (4) Other important reports.
2. **Discussion Items:**
  - (1) Matters reserved for discussion from the previous meeting.
  - (2) Matters scheduled for discussion at the current meeting.
3. **Extraordinary Motions.**

#### **Article 11**

Board meetings shall be conducted in accordance with the agenda set forth in the meeting notice. However, changes may be made with the consent of more than one-half of the directors present.

Without the consent of more than one-half of the directors present, the chairperson shall not adjourn the meeting unilaterally.

If, during the meeting, the number of directors present falls below more than one-half of the directors originally present, the chairperson shall, upon proposal by the directors present, announce a suspension of the meeting, and the provisions of Paragraph 5 of Article 8 shall apply mutatis mutandis.

#### **Article 12**

The following matters shall be submitted to the Board of Directors for discussion:

1. The Company's business plans.
2. Annual and semi-annual financial reports; provided that semi-annual financial reports that are not required by law to be audited or reviewed by a certified public accountant are excluded.
3. The establishment or amendment of internal control systems pursuant to Article 14-1 of the Securities and Exchange Act, and the assessment of the effectiveness of internal control systems.
4. The establishment or amendment of procedures for the acquisition or disposal of assets, engagement in derivative transactions, loaning of funds to others, and endorsements or guarantees for others pursuant to Article 36-1 of the Securities and Exchange Act.
5. The offering, issuance, or private placement of equity-type securities.

6. Where no executive directors are appointed, the election or dismissal of the Chairman.
7. The appointment or dismissal of financial, accounting, or internal audit officers.
8. Donations to related parties or major donations to non-related parties; provided that charitable donations made for emergency relief due to major natural disasters may be submitted for ratification at the next Board meeting.
9. Matters required by Article 14-3 of the Securities and Exchange Act, other laws or regulations, the Articles of Incorporation, or competent authorities to be resolved by the shareholders' meeting or the Board of Directors.

For purposes of Subparagraph 8 of the preceding paragraph, "related parties" refers to related parties as defined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. "Major donations to non-related parties" means any single donation, or cumulative donations to the same recipient within one year, reaching New Taiwan Dollars One Hundred Million (NTD 100,000,000), or reaching one percent (1%) of net operating revenue or five percent (5%) of paid-in capital as stated in the most recent audited financial statements.

The term "within one year" as used in the preceding paragraph refers to the period calculated retrospectively from the date of the Board meeting, and matters previously approved by the Board shall not be included.

Where a foreign company has no par value shares or shares with a par value other than New Taiwan Dollars Ten (NTD 10), the five percent (5%) of paid-in capital referred to herein shall be calculated as two and a half percent (2.5%) of shareholders' equity.

At least one independent director shall attend Board meetings in person. For matters required to be resolved by the Board under Paragraph 1 hereof, all independent directors shall attend the meeting. Where an independent director is unable to attend in person, he or she shall appoint another independent director as proxy. Any dissenting or qualified opinions expressed by independent directors shall be recorded in the minutes. Where an independent director is unable to attend in person to express dissenting or qualified opinions, he or she shall, unless there is a legitimate reason, submit a written opinion in advance, which shall be recorded in the minutes.

### **Article 13**

When the chairperson deems that discussion of a proposal has been sufficient for voting, he or she may declare the discussion closed and submit the proposal for voting.

If, upon inquiry by the chairperson, no objection is raised by any director present, the proposal shall be deemed approved. If any objection is raised, the proposal shall be submitted for voting.

The chairperson shall select one of the following voting methods, unless any attendee raises an objection, in which case the method shall be determined by majority opinion:

1. Vote by show of hands.
2. Vote by ballot: except for the election or dismissal of the Chairman, which shall be conducted by secret ballot, voting on personnel or matters shall in principle be conducted by open ballot.

Unless a proposal is deemed approved without objection, the methods of vote supervision and vote counting shall be recorded.

The term “all directors present” as used in the preceding two paragraphs shall not include directors who are prohibited from exercising voting rights pursuant to Paragraph 1 of Article 15.

#### **Article 14**

Unless otherwise provided by the Securities and Exchange Act or the Company Act, resolutions of the Board of Directors shall be adopted with the attendance of more than one-half of all directors and the approval of more than one-half of the directors present.

Where a proposal has amendments or substitute proposals, the chairperson shall determine the order of voting together with the original proposal. Once any proposal is approved, the remaining proposals shall be deemed rejected without further voting.

Where it is necessary to appoint vote supervisors or counters, they shall be designated by the chairperson, provided that the supervisors shall be directors.

Voting results shall be announced on the spot and recorded.

#### **Article 15**

Where a director has a personal interest in any matter under discussion, or represents a juristic person that has such interest, the director shall explain the material aspects of such interest at the meeting. If there is a risk of prejudice to the Company’s interests, the director shall not participate in discussion or voting, shall recuse himself or herself during such discussion and voting, and shall not exercise voting rights on behalf of another director.

Where the spouse of a director, a blood relative within the second degree of kinship, or a company having a controlling or subordinate relationship with a director has an interest in a matter under discussion, such interest shall be deemed to be a personal interest of the director.

Resolutions of the Board of Directors with respect to directors who are prohibited from exercising voting rights shall be handled in accordance with Article 206, Paragraph 4, *mutatis mutandis* Article 180, Paragraph 2 of the Company Act.

#### **Article 16**

Proceedings of Board meetings shall be recorded in minutes, which shall accurately record the following matters:

1. Session (or year) number, time, and place of the meeting.
2. Name of the chairperson.
3. Attendance status of directors, including names and numbers of those present, on leave, or absent.
4. Names and titles of attendees.
5. Name of the recorder.
6. Report items.
7. Discussion items, including the method and results of resolutions; summaries of statements made by directors, experts, and other personnel; names of directors with conflicts of interest pursuant to Paragraph 1 of Article 15; explanations of the material

aspects of such conflicts; reasons for recusal or non-recusal; recusal status; dissenting or qualified opinions with records or written statements; and written opinions issued by independent directors pursuant to Article 12.

8. Extraordinary motions, including the name of the proposer; method and results of resolutions; summaries of statements made by directors, experts, and other personnel; and matters relating to conflicts of interest and dissenting or qualified opinions.
9. Other matters required to be recorded.

Where the Company has independent directors or an Audit Committee and any of the following circumstances occurs with respect to a Board resolution, such matters shall be recorded in the minutes and publicly announced and reported on the information reporting website designated by the Financial Supervisory Commission within two (2) days from the date of the Board meeting in accordance with applicable laws and regulations:

- (1) An independent director has expressed a dissenting or qualified opinion with a record or written statement.
- (2) A matter not approved by the Audit Committee is approved by two-thirds (2/3) or more of all directors.

The attendance register of the Board meeting shall constitute part of the minutes and shall be properly preserved for the duration of the Company's existence.

The minutes shall be signed or sealed by the chairperson and the recorder and distributed to each director within twenty (20) days after the meeting. The minutes shall be included among the Company's important records and properly preserved for the duration of the Company's existence.

The preparation and distribution of minutes as set forth in Paragraph 1 may be conducted electronically.

#### **Article 17**

Except for matters required to be submitted to the Board of Directors for discussion under Article 12, the Board of Directors may, in accordance with the Articles of Incorporation, authorize the Chairman to exercise the powers of the Board of Directors. The scope of such authorization shall include:

1. Approval of major contracts.
2. Approval of mortgage loans and other borrowings.
3. Approval of major asset and real property acquisitions and disposals.
4. Appointment of directors and supervisors of invested companies.

#### **Article 18**

The establishment and amendment of these Rules shall become effective upon approval by the Board of Directors of the Company.



| <b>Revised Provision</b>  | <b>Provision Prior to Revision</b>  | <b>Explanation</b>                             |
|---|---|--|
| <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p>6. Where no executive directors are appointed, the election or dismissal of the Chairman of the Board.</p> <p>7. The appointment or dismissal of the heads of finance, accounting, or internal audit.</p> <p>8. Donations to related parties or major donations to non-related parties; provided that charitable donations made for emergency relief due to major natural disasters may be submitted for ratification at the next Board meeting.</p> <p>9. Matters required to be resolved by the shareholders' meeting or the Board of Directors pursuant to Article 14-3 of the SEA, other applicable laws or regulations, the Articles of Incorporation, or as required by the competent authority.</p> | <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p>6. The appointment or dismissal of the heads of finance, accounting, or internal audit.</p> <p>7. Donations to related parties or major donations to non-related parties; provided that charitable donations made for emergency relief due to major natural disasters may be submitted for ratification at the next Board meeting.</p> <p>8. Matters required to be resolved by the shareholders' meeting or the Board of Directors pursuant to Article 14-3 of the Securities and Exchange Act, other applicable laws or regulations, the Articles of Incorporation, or as required by the competent authority.</p> | <p>The article numbering has been revised.</p> |

| <b>Revised Provision</b>   | <b>Provision Prior to Revision</b>  | <b>Explanation</b> |
|--|---|--------------------|
| <p>For purposes of Subparagraph 8 of the preceding paragraph, “related parties” shall mean related parties as defined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. “Major donations to non-related parties” shall mean any single donation, or cumulative donations to the same recipient within one year, reaching New Taiwan Dollars One Hundred Million (NTD 100,000,000), or reaching one percent (1%) of net operating revenue or five percent (5%) of paid-in capital as stated in the most recent financial statements audited by a certified public accountant.</p> <p>The term “within one year” as used in the preceding paragraph shall be calculated retrospectively from the date of the Board meeting, and any donations that have already been approved by the Board of Directors during such period shall not be included.</p> <p>Where a foreign company has no par value shares or shares with a par value other than New Taiwan Dollars Ten (NTD 10), the amount corresponding to five percent (5%) of paid-in capital as referred to herein shall be calculated as two and a half percent (2.5%) of shareholders’ equity.</p> | <p>For purposes of Subparagraph 7 of the preceding paragraph, “related parties” shall mean related parties as defined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. “Major donations to non-related parties” shall mean any single donation, or cumulative donations to the same recipient within one year, reaching New Taiwan Dollars One Hundred Million (NTD 100,000,000), or reaching one percent (1%) of net operating revenue or five percent (5%) of paid-in capital as stated in the most recent financial statements audited by a certified public accountant.</p> <p>The term “within one year” as used in the preceding paragraph shall be calculated retrospectively from the date of the Board meeting, and any donations already approved by the Board of Directors during such period shall not be included.</p> <p>Where a foreign company has no par value shares or shares with a par value other than New Taiwan Dollars Ten (NTD 10), the amount corresponding to five percent (5%) of paid-in capital as referred to in the preceding paragraph shall be calculated as two and a half percent (2.5%) of shareholders’ equity.</p> |                    |