



**2024 Annual General Shareholders' Meeting  
Meeting Handbook(Translation)**

May 28, 2024  
Stock Code 1789

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**ScinoPharm Taiwan, Ltd.**  
**Handbook for 2024 Annual General Shareholders' Meeting**

**I. Meeting Agenda**

Time: 10:00a.m., Monday, May 28, 2024

Place: ScinoPharm Taiwan, Ltd. (Corporate location)

Address: 1 Nan-Ke 8<sup>th</sup> Road, Southern Taiwan Science Park, Shan-Hua, Tainan, Taiwan

Convene Format: Physical Shareholders' Meeting

- 1. Announcement of Meeting in Session** (following the announcement of shares represented at the meeting)
- 2. Chairman's Address**
- 3. Report Items**
  - (1) 2023 Business Report.
  - (2) Audit Committee's Review Report on 2023 Financial Results.
  - (3) 2023 Remuneration for Employees and Directors.
- 4. Ratification Items**
  - (1) Ratification of 2023 Business Report and Financial Statements.
  - (2) Ratification of the Proposed Distribution of 2023 Earnings.
- 5. Election**
  - (1) The 11th Election of Board of Directors.
- 6. Other Proposals**
  - (1) Proposed release the Directors (including Independent Directors) and their representatives from non-competition restrictions.
- 7. Extemporaneous motions**
- 8. Meeting adjourned**

## II. Proposals

### 1. Report Items

(1) 2023 Business Report.

Explanation: The business report for 2023 is attached as Appendix 1 at page 5~6.

(2) Audit Committee's Review Report on 2023 Financial Results.

Explanation: The Audit Committee Review Report is attached as Appendix 2 on page 7.

(3) 2023 Remuneration for Employees and Directors.

Explanation:

- a. The remuneration distribution for employees and directors on 2023 is calculated according to Article 40 of the Articles of Incorporation: "Should the Company earn surpluses within the current term, at least two percent of surpluses should be set aside for employees' compensation, and no more than two percent of surpluses should be set aside for directors' compensation...".
- b. According to the Articles of Incorporation, the employees' compensation for 2023 was NT\$34,878,864, making up 8.98% of the year's profits; directors' compensation was NT\$4,592,892, making up 1.18% of the year's profits; all compensation was distributed in cash. The aforementioned amounts differed from accrued amounts by 0 for both employees' remuneration and directors' remuneration.

### 2. Ratification Items

#### **(1) Ratification of 2023 Business Report and Financial Statements.**

**(Proposed by the Board)**

Explanation:

- a. The Parent and Consolidated Financial Statements for 2023 of the Company as adopted by the February 27, 2024 meeting of the Board of Directors and duly certified by Fang-Ting Yeh, Certified Public Accountant and Tzu-Shu Lin, Certified Public Accountant from PricewaterhouseCoopers Taiwan were duly submitted in conjunction with the Business Report to the Audit Committee for inspection. This inspection was completed with the Auditors Committee's Review Reports duly issued.
- b. Please see Appendix 1 (at Page 5~6) and Appendices 3~4(at Page8~29) for the Business Report, Auditors' Reports, parent and consolidated financial statements.

Resolution:

## **(2) Ratification of the Proposed Distribution of 2023 Earnings. (Proposed by the Board)**

### Explanation:

- a. The 2023 Earning Distribution Proposal is attached as Appendix 5 on page 30.
- b. The Company's distributable earnings for 2023 are NT\$378,531,556. Proposed cash dividend is \$237,221,766; the cash dividend to be distributed is NT\$0.3 per share. Upon the approval of the General Shareholders' Meeting, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, payment date, and adjust the dividends to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.
- c. Cash dividends paid to each individual shareholder will be rounded down to the nearest dollar. Fractional shares with a value less than one dollar are accumulated and reported as the Company's other income.

### Resolution

## **3. Election**

### **(1) The 11<sup>th</sup> Election of Board of Directors (including independent directors) (Proposed by the Board)**

#### Explanation:

- a. The office term of the 10<sup>th</sup> Election of Board of Directors is from July 21<sup>st</sup> 2021 to July 20<sup>th</sup> 2024.
- b. It is proposed that seventeen Directors (including five Independent Directors) should be elected in accordance with the Articles of Incorporation of the Company. According to Article 199-1 of the Company Act, all existing directors shall be deemed discharged after the Directors newly elected on May 28 2024. The Directors newly elected shall forthwith assume the office upon being elected and serve an office term of three years from the election date, namely from May 28 2024 through May 27 2027.
- c. Article 23 of the Articles of Incorporation of the Company states that the Directors (including Independent Directors) shall be elected under the nomination system. Shareholders' Meeting shall elect from among the candidates nominated.
- d. According to article 24 of Articles of Incorporation and article 14-4 of Securities and Exchange Act, all independent directors comprise the Audit Committee. Therefore, the fifth Audit Committee comes into being and becomes operational following the election of new independent directors.
- e. Please see Appendix 6 (at page 31~35) for the name list of the candidates nominated as adopted by the meeting of April 9, 2024 of the Board of Directors.
- f. Shareholders are requested to vote to elect the new Directors.

#### Result:

#### **4. Other Proposals**

(1) Proposed release the Directors (including Independent Directors) and their representatives from non-competition restrictions. (Proposed by the Board)

Explanation:

- a. According to the Article 209 of Company Act, any director acting for himself/herself, or for any other person within the scope of the Company business, should provide the shareholders' meeting with explanations about any important matters of such acts and should acquire the approval of the Shareholders' Meeting.
- b. In consideration that the members of the 11th Election of Board of Directors (including independent directors) may do any act or activity and concurrently hold another office within the scope of the Company's business, it is proposed that resolution be adopted to release the newly elected 11th Election of Board of Directors from the non-compete restriction provided in Article 209 of the Company Act on the precondition that the above act or activity done by the director does not in any way prejudice the interests of the Company.
- c. Titles and job details of directors (including independent directors) and their representatives who will be exempting from non-compete competition prohibition as show in Appendix 7 (at page36~40).
- d. It is proposed that resolution be adopted for the authorization proposed above.

Resolution:

#### **5. Extemporary motions**

#### **6. Meeting adjourned**

### **III. Appendices**

#### **Appendix 1**

##### **ScinoPharm Taiwan, Ltd.**

##### **Letter to Shareholders**

2023 was a year in which ScinoPharm deepened its investment deployment. We comprehensively reviewed all operations, refurbished our production plant, and invested in production line facilities, making full preparations for enhancing and optimizing our production capacity. In the face of geopolitical development, the global supply chain is moving toward market segmentation, which has brought not only more opportunities in the midst of a fiercely competitive generic drug market, but also challenges in terms of price competition and shrinking profits. ScinoPharm continues to observe market dynamics and maintain flexibility amidst rapid changes, invests R&D resources to strengthen our R&D capabilities, and extends our inherent advantages in APIs to develop injection products for being fully vertical integrated. We also seek external strategic partners to increase our product lines and manufacturing capabilities, which in turn strengthen our competitiveness to respond to changes in the external environment and market.

The consolidated revenue in 2023 was NT\$3.186 billion, with an after-tax net profit of NT\$287 million and the after-tax earnings per share was NT\$0.36. As of the end of 2023, the paid-in capital was NT\$7.907 billion and shareholders' equity was NT\$10.364 billion, accounting for 88.42% of the overall assets of NT\$11.722 billion. The long-term capital was 2.92 times the fixed assets and the current ratio was 8.75 times. The financial condition is structurally sound and steady.

#### **Steadily Expand the API Market, Strengthen the Development Momentum for Injectable Products**

ScinoPharm focuses on the manufacturing and development of active pharmaceutical ingredients (APIs) in adherence to the spirit of its main business operation. We have spent years specializing in developing APIs for the treatment of cancer, and are committed to solidifying the core foundation for APIs. In 2023, ScinoPharm continued to implement production and marketing plans for main APIs to support core products and provide customers with stable supply of products that meet expectation and both quality and quantity requirements. At the same time, we also completed DMF submissions for new APIs. Going forward, we will continue to develop more APIs lines to increase the market visibility of our API business. The Company will continue to strengthen production planning and coordination of production and marketing operations, strive to optimize costs and increase profit margins, make changes as needed to accommodate the current dynamic and situation in the pharmaceutical industry, expand service categories to include integrated services, and develop new customer base in existing markets around the world.

With respect to our injectable business, ScinoPharm continues to focus on the vertical integration so as to provide one-stop services for meeting the fast-growing needs that customers have for high-quality cancer APIs and injectable products. By the end of 2023, the commercial production and shipment of generic injectable products produced for our clients have been successively completed, while other OEM products in different stages of production are making progress. These demonstrate our business achievement in cancer injections. In the future, we will vie for more OEM opportunities and simultaneously increase the utilization rate of our production capacity to obtain a greater share of the market through business cooperation. ScinoPharm's development plans for injection preparations are

mainly focused on highly complex compound injection products. Abbreviated new drug application (ANDA) has been submitted for five of our products, including peptide-containing preparations, and one of which has been approved. We will readily respond to ANDA reviews to speed up our process of obtaining drug permit licenses. With the goal of enriching our product lines, we will expand and deploy one-stop product integration services, and adopt a dual-track model that facilitates flexible control of our injectable business through product and strategic collaboration.

### **Solidify Deployment and Expansion into the Global Markets, Focus on a Step-by-Step Approach to Vertical Integration**

Our subsidiary, ScinoPharm (Changshu), has stepped up efforts to optimize its production processes and manage operating expenses. Currently, various setups are gradually in place and on track. We are also increasing efforts to build a safe work environment in conformance to the stringent requirements of international customers and local government regulations. In line with ScinoPharm Taiwan's efforts to expand its presence in both the Chinese and global markets, ScinoPharm (Changshu) will continue to strengthen its R&D initiatives and product development, giving priority to the development of complex APIs to bolster our core competitiveness.

The Company continues to evaluate market niches and the feasibility of other business development. In terms of developing new drugs for clients, the Company has provided customers with continuous supply of products for many years, assisting many customers to successfully obtain drug permits and launch products in Europe, the United States or China. In 2023, our revenues were generated from epilepsy drugs as well as drugs for advanced liver cancer and thyroid cancer, and also from antidepressant products and rare disease drugs. In addition to the effective utilization of ScinoPharm Taiwan's existing production capacity with ScinoPharm (Changshu) as our long-term backup support, ScinoPharm Taiwan will actively expand OEM services to seize more opportunities for sustainable profitability.

ScinoPharm sells products to all over the world, including the Americas, Europe, and Asia continents. The Company continues to deploy services in major areas to meet the needs of customers across the globe in a timely manner, and seeks to expand and develop international markets to diversify business risks. Throughout our existence, ScinoPharm has always insisted on being a reliable API supplier and enforcing strict control over product quality. This year, we adopted a new quality system to ensure that quality assurance is implemented in every aspect of our operation. In addition, ScinoPharm responds to our international customers' expectations and requirements for corporate sustainability. In 2023, we completed our first-ever third-party verification of greenhouse gas emissions and an inventory of the carbon footprint of one of our core products. Subsequent inspections of other products have been planned as we commit to achieving corporate sustainability goals.

For our future business blueprint, ScinoPharm Taiwan will use its diverse APIs to increase the value of the API market. We will develop sterile injection preparations for vertical integration, and continue to drive research and development efforts to strengthen our manufacturing process and achieve greater cost-effectiveness. We sincerely thank all of our customers, shareholders, and tireless employees for their long-term support. All employees will continue to strive for the company's development in the new year, and keep soldiering on in pursuit of improvement, innovation, long-term business development, and stable profits, thereby delivering more outstanding results and investment returns for all of our shareholders.



## Appendix 2

### **Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2023 Business Report, Parent and Consolidated Financial Statements, and proposal for allocation of profits. The CPA firm of PricewaterhouseCoopers Taiwan was retained to audit the Company's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of ScinoPharm Taiwan, Ltd. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

ScinoPharm Taiwan, Ltd.

Chairman of the Audit Committee: Lewis Lee

February 27, 2024

## **Appendix 3**

### INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of ScinoPharm Taiwan, Ltd.

#### ***Opinion***

We have audited the accompanying parent company only balance sheets of ScinoPharm Taiwan, Ltd. (the "Company") as at December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

#### ***Basis for opinion***

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

#### ***Key audit matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2023 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

The key audit matters for the Company's 2023 parent company only financial statements are stated as follows:

## ***Occurrence of sales revenues from API and injection products***

### Description

Refer to Note 4(26) for accounting policy on revenue recognition and Note 6(17) for accounting items on revenue.

The Company's sales revenue mainly arises from the manufacture and sales of Active Pharmaceutical Ingredient ("API") and injection products. The Company's customers come from Taiwan, Asia, Europe and America. Since the volume and amount of transactions are significant, we considered the occurrence of sales revenue from API and injection products a key audit matter.

### How our audit addressed the matter

We performed the following key audit procedures in response to the above key audit matter:

1. We evaluated internal control system that was designed and implemented by management in reviewing customers' credit, and tested whether the counterparty and the credit valuation documents have been properly approved.
2. We sampled transaction details and supporting documents for consistency from transaction counterparties who have higher turnover growth.
3. We sent confirmation letters for significant transaction counterparties, ascertained whether the responses and account records were consistent with customers' data, and evaluated the reasonableness on the difference between the responses and the account records.

## ***Inventory valuation***

### Description

Refer to Note 4(11) for accounting policies on inventory valuation, Note 5(2) for the uncertainty of accounting estimates and assumptions applied in inventory valuation, and Note 6(4) for details of inventories. As at December 31, 2023, the balances of inventory and allowance for inventory valuation losses were \$1,694,725 thousand and \$324,653 thousand, respectively.

The Company is primarily engaged in manufacturing and sales of API. Due to the complex manufacturing process, long lead time in materials preparation and uncertain product registration timing before market launch, there is a higher risk of incurring loss on inventory valuation. For inventories sold under normal terms, the Company measures inventories at the lower of cost and net realisable value. For inventories ageing over a certain period of time or are individually identified as obsolete inventories, the net realisable value is calculated based on the historical information of inventory turnover. Since the calculation of net realisable value involves subjective judgement and the ending balance of inventory is material to the financial statements, we considered the valuation of inventory a key audit matter.

### How our audit addressed the matter

We performed the following key audit procedures in response to the above key audit matter:

1. We compared the financial statements to ascertain whether the provision policy on allowance for inventory valuation losses has been consistently applied and assessed the reasonableness

of the provision policy.

2. We understood the inventory management process, observing annual physical counts to assess the effectiveness of management's classification and controls over obsolete and slow-moving inventory.
3. We checked the accuracy of inventory aging report and sampled inventories for those lately changed before the balance sheet date in order to compute the accuracy of inventory aging range; and evaluated whether the older inventories were obsolete.
4. We sampled the computation of net realisable value of individual inventory and compared with account records.

### ***Responsibilities of management and those charged with governance for the parent company only financial statements***

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### ***Auditors' responsibilities for the audit of the parent company only financial statements***

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher

than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

Yeh, Fang-Ting  
Independent Accountants  
Lin, Tzu-Shu

PricewaterhouseCoopers, Taiwan  
Republic of China  
February 27, 2024

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The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

SCINOPHARM TAIWAN, LTD.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 3,861,403	33	\$ 4,260,260	36
1110	Financial assets at fair value through profit or loss - current	6(2)	8,304	-	-	-
1170	Accounts receivable, net	6(3) and 12	781,055	7	560,045	5
1200	Other receivables		15,433	-	15,236	-
1210	Other receivables - related parties	7	2,960	-	3,869	-
130X	Inventories	5 and 6(4)	1,370,072	12	1,117,559	10
1410	Prepayments		91,479	1	117,119	1
11XX	<b>Total current assets</b>		<u>6,130,706</u>	<u>53</u>	<u>6,074,088</u>	<u>52</u>
<b>Non-current assets</b>						
1517	Financial assets at fair value through other comprehensive income - non-current	6(5)	69,973	1	112,616	1
1550	Investments accounted for using equity method	6(6)	1,455,636	12	1,509,480	13
1600	Property, plant and equipment	6(7)(9)	2,670,501	23	2,800,235	24
1755	Right-of-use assets	6(8)	572,617	5	586,662	5
1780	Intangible assets		11,683	-	4,573	-
1840	Deferred income tax assets	6(24)	543,837	5	537,490	4
1915	Prepayments for equipment	6(7)	113,503	1	128,997	1
1920	Guarantee deposits paid		827	-	936	-
1980	Other financial assets - non-current	8	30,940	-	30,940	-
15XX	<b>Total non-current assets</b>		<u>5,469,517</u>	<u>47</u>	<u>5,711,929</u>	<u>48</u>
1XXX	<b>Total assets</b>		<u>\$ 11,600,223</u>	<u>100</u>	<u>\$ 11,786,017</u>	<u>100</u>

(Continued)

SCINOPHARM TAIWAN, LTD.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
<b>Current liabilities</b>						
2120	Financial liabilities at fair value through profit or loss - current	6(2)	\$ -	-	\$ 361	-
2130	Contract liabilities - current	6(17)	87,883	1	55,582	1
2150	Notes payable		1,178	-	1,235	-
2170	Accounts payable		68,363	1	116,251	1
2180	Accounts payable - related parties	7	43,283	-	41,890	-
2200	Other payables	6(10) and 7	328,527	3	346,066	3
2230	Current income tax liabilities	6(24)	62,597	-	99,636	1
2280	Lease liabilities - current		17,556	-	17,893	-
21XX	<b>Total current liabilities</b>		<u>609,387</u>	<u>5</u>	<u>678,914</u>	<u>6</u>
<b>Non-current liabilities</b>						
2570	Deferred income tax liabilities	6(24)	1,661	-	-	-
2580	Lease liabilities - non-current		570,231	5	581,181	5
2640	Net defined benefit liabilities - non-current	6(11)	54,514	1	74,491	-
2645	Guarantee deposits received		-	-	1,378	-
25XX	<b>Total non-current liabilities</b>		<u>626,406</u>	<u>6</u>	<u>657,050</u>	<u>5</u>
2XXX	<b>Total liabilities</b>		<u>1,235,793</u>	<u>11</u>	<u>1,335,964</u>	<u>11</u>
<b>Equity</b>						
Share capital						
3110	Common stock	6(12)	7,907,392	68	7,907,392	67
3200	Capital surplus	6(13)	1,294,689	11	1,294,689	10
Retained earnings						
3310	Legal reserve	6(15)	755,145	7	719,584	6
3320	Special reserve		98,176	1	61,125	1
3350	Unappropriated earnings		494,884	4	565,439	5
3400	Other equity interest	6(16)	( 185,856)	( 2)	( 98,176)	-
3XXX	<b>Total equity</b>		<u>10,364,430</u>	<u>89</u>	<u>10,450,053</u>	<u>89</u>
Significant contingent liabilities and unrecognised contract commitments						
3X2X	<b>Total liabilities and equity</b>		<u>\$ 11,600,223</u>	<u>100</u>	<u>\$ 11,786,017</u>	<u>100</u>

The accompanying notes are an integral part of these parent company only financial statements.



SCINOPHARM TAIWAN, LTD.  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

	Items	Notes	Year ended December 31			
			2023		2022	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(17) and 7	\$ 3,006,952	100	\$ 3,069,434	100
5000	Operating costs	6(4)(11)(22)(23) and 7	( 1,923,659)	( 64)	( 1,837,636)	( 60)
5900	Net operating margin		<u>1,083,293</u>	<u>36</u>	<u>1,231,798</u>	<u>40</u>
	Operating expenses	6(11)(22)(23), 7 and 12				
6100	Selling expenses		( 184,698)	( 6)	( 172,499)	( 6)
6200	General and administrative expenses		( 282,873)	( 9)	( 331,590)	( 11)
6300	Research and development expenses		( 299,089)	( 10)	( 219,654)	( 7)
6450	Expected credit losses		-	-	( 40)	-
6000	Total operating expenses		<u>( 766,660)</u>	<u>( 25)</u>	<u>( 723,783)</u>	<u>( 24)</u>
6900	Operating profit		<u>316,633</u>	<u>11</u>	<u>508,015</u>	<u>16</u>
	Non-operating income and expenses					
7100	Interest income	6(18)	53,046	2	21,240	1
7010	Other income	6(19) and 7	19,417	-	21,269	1
7020	Other gains and losses	6(2)(7)(9)(20) and 12	( 24,781)	( 1)	714	-
7050	Finance costs	6(8)(21)	( 6,719)	-	( 6,817)	-
7070	Share of loss of subsidiaries, associates and joint ventures accounted for using equity method	6(6)	( 8,807)	-	( 106,490)	( 4)
7000	Total non-operating income and expenses		<u>32,156</u>	<u>1</u>	<u>( 70,084)</u>	<u>( 2)</u>
7900	<b>Profit before income tax</b>		<u>348,789</u>	<u>12</u>	<u>437,931</u>	<u>14</u>
7950	Income tax expense	6(24)	( 61,733)	( 2)	( 84,715)	( 3)
8200	<b>Profit for the year</b>		<u>\$ 287,056</u>	<u>10</u>	<u>\$ 353,216</u>	<u>11</u>
	<b>Other comprehensive income (loss)</b>					
	<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>					
8311	Actuarial gains (losses) on defined benefit plan	6(11)	(\$ 417)	-	\$ 2,986	-
8316	Unrealised loss from equity instruments measured at fair value through other comprehensive income	6(5)(16)	( 42,643)	( 1)	( 73,180)	( 2)
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(24)	84	-	( 597)	-
	<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>					
8361	Financial statements translation differences of foreign operations	6(6)(16)	( 45,037)	( 2)	36,129	1
8300	<b>Total other comprehensive loss for the year</b>		<u>(\$ 88,013)</u>	<u>( 3)</u>	<u>(\$ 34,662)</u>	<u>( 1)</u>
8500	<b>Total comprehensive income for the year</b>		<u>\$ 199,043</u>	<u>7</u>	<u>\$ 318,554</u>	<u>10</u>
	Earnings per share (in dollars)	6(25)				
9750	Basic		<u>\$ 0.36</u>		<u>\$ 0.45</u>	
9850	Diluted		<u>\$ 0.36</u>		<u>\$ 0.45</u>	

The accompanying notes are an integral part of these parent company only financial statements.

SCINOPHARM TAIWAN, LTD.  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

	Notes	Retained Earnings				Other Equity Interest			Total
		Share capital - common stock	Capital reserve	Legal reserve	Special reserve	Unappropriated earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	
<u>Year ended December 31, 2022</u>									
Balance at January 1, 2022		\$ 7,907,392	\$ 1,294,689	\$ 679,074	\$ 33,043	\$ 657,981	(\$ 79,248 )	\$ 18,123	\$ 10,511,054
Net income for the year		-	-	-	-	353,216	-	-	353,216
Other comprehensive income (loss) for the year	6(5)(6)(16)	-	-	-	-	2,389	36,129	( 73,180 )	( 34,662 )
Total comprehensive income (loss) for the year		-	-	-	-	355,605	36,129	( 73,180 )	318,554
Distribution of 2021 net income:									
Legal reserve		-	-	40,510	-	( 40,510 )	-	-	-
Special reserve		-	-	-	28,082	( 28,082 )	-	-	-
Cash dividends	6(15)	-	-	-	-	( 379,555 )	-	-	( 379,555 )
Balance at December 31, 2022		\$ 7,907,392	\$ 1,294,689	\$ 719,584	\$ 61,125	\$ 565,439	(\$ 43,119 )	(\$ 55,057 )	\$ 10,450,053
<u>Year ended December 31, 2023</u>									
Balance at January 1, 2023		\$ 7,907,392	\$ 1,294,689	\$ 719,584	\$ 61,125	\$ 565,439	(\$ 43,119 )	(\$ 55,057 )	\$ 10,450,053
Net income for the year		-	-	-	-	287,056	-	-	287,056
Other comprehensive income (loss) for the year	6(5)(6)(16)	-	-	-	-	( 333 )	( 45,037 )	( 42,643 )	( 88,013 )
Total comprehensive income		-	-	-	-	286,723	( 45,037 )	( 42,643 )	199,043
Distribution of 2022 net income:									
Legal reserve		-	-	35,561	-	( 35,561 )	-	-	-
Special reserve		-	-	-	37,051	( 37,051 )	-	-	-
Cash dividends	6(15)	-	-	-	-	( 284,666 )	-	-	( 284,666 )
Balance at December 31, 2023		\$ 7,907,392	\$ 1,294,689	\$ 755,145	\$ 98,176	\$ 494,884	(\$ 88,156 )	(\$ 97,700 )	\$ 10,364,430

The accompanying notes are an integral part of these parent company only financial statements.

SCINOPHARM TAIWAN, LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 348,789	\$ 437,931
Adjustments			
Adjustments to reconcile profit (loss)			
(Gain) loss on valuation of financial assets and liabilities at fair value through profit or loss		( 8,665 )	2,103
Expected credit loss	12	-	40
Loss on inventory market price decline	6(4)	23,248	3,243
Share of loss of subsidiaries, associates and joint ventures accounted for using equity method	6(6)	8,807	106,490
Depreciation of property, plant and equipment	6(7)(22)	344,832	318,765
Depreciation of right-of-use assets	6(8)(22)	14,045	14,054
Gain on disposal of property, plant and equipment	6(20)	-	( 60 )
Gain on reversal of impairment loss	6(7)(9)(20)	( 1 )	( 634 )
Amortisation	6(22)	3,374	2,702
Interest income	6(18)	( 53,046 )	( 21,240 )
Interest expense	6(21)	6,719	6,817
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable		( 221,010 )	( 207,241 )
Other receivables		4,771	( 5,788 )
Other receivables - related parties		909	277
Inventories		( 275,761 )	102,229
Prepayments		25,640	( 34,562 )
Changes in operating liabilities			
Contract liabilities - current		32,301	5,852
Notes payable		( 57 )	63
Accounts payable		( 47,888 )	60,436
Accounts payable - related parties		1,393	32,531
Other payables		( 34,422 )	57,477
Advance receipts		-	( 1,740 )
Net defined benefit liabilities - non-current		( 20,394 )	( 2,069 )
Cash inflow generated from operations		153,584	877,676
Interest received		48,078	19,916
Interest paid		( 6,719 )	( 6,817 )
Income tax paid		( 103,374 )	( 77,476 )
Net cash flows from operating activities		<u>91,569</u>	<u>813,299</u>

(Continued)

SCINOPHARM TAIWAN, LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Cash paid for acquisition of property, plant and equipment	6(26)	( \$ 68,324 )	( \$ 42,137 )
Proceeds from disposal of property, plant and equipment		-	60
Acquisition of intangible assets		( 10,484 )	( 4,372 )
Increase in prepayments for equipment		( 114,396 )	( 81,138 )
Decrease in guarantee deposits paid		109	70
Increase in other financial assets - non-current		-	( 1,670 )
Net cash flows used in investing activities		( 193,095 )	( 129,187 )
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Repayment of the principal portion of lease liabilities	6(27)	( 11,287 )	( 11,188 )
Decrease in guarantee deposits received	6(27)	( 1,378 )	( 1,835 )
Payment of cash dividends	6(15)	( 284,666 )	( 379,555 )
Net cash flows used in financing activities		( 297,331 )	( 392,578 )
Net (decrease) increase in cash and cash equivalents		( 398,857 )	291,534
Cash and cash equivalents at beginning of year	6(1)	4,260,260	3,968,726
Cash and cash equivalents at end of year	6(1)	\$ 3,861,403	\$ 4,260,260

The accompanying notes are an integral part of these parent company only financial statements.

## **Appendix 4**

### INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of ScinoPharm Taiwan, Ltd.

#### ***Opinion***

We have audited the accompanying consolidated balance sheets of ScinoPharm Taiwan, Ltd. and subsidiaries (the "Group") as at December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

#### ***Basis for opinion***

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

#### ***Key audit matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2023 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

The key audit matters for the Group's 2023 consolidated financial statements are stated as follows:

## ***Occurrence of sales revenues from API and injection products***

### Description

Refer to Note 4(28) for accounting policy on revenue recognition and Note 6(17) for accounting items on revenue.

The Group's sales revenue mainly arises from the manufacture and sales of Active Pharmaceutical Ingredient ("API") and injection products. The Group's customers come from Taiwan, Asia, Europe and America. Since the volume and amount of transactions are significant, we considered the occurrence of sales revenue from API and injection products a key audit matter.

### How our audit addressed the matter

We performed the following key audit procedures in response to the above key audit matter:

1. We evaluated internal control system that was designed and implemented by management in reviewing customers' credit, and tested whether the counterparty and the credit valuation documents have been properly approved.
2. We sampled transaction details and supporting documents for consistency from transaction counterparties who have higher turnover growth.
3. We sent confirmation letters for significant transaction counterparties, ascertained whether the responses and account records were consistent with customers' data, and evaluated the reasonableness on the difference between the responses and the account records.

## ***Inventory valuation***

### Description

Refer to Note 4(13) for accounting policies on inventory valuation, Note 5(2)1 for the uncertainty of accounting estimates and assumptions applied in inventory valuation, and Note 6(4) for details of inventories. As at December 31, 2023, the balances of inventory and allowance for inventory valuation losses were \$1,914,609 thousand and \$403,074 thousand, respectively.

The Group is primarily engaged in the manufacture and sales of API. Due to the complex manufacturing process, long lead time in materials preparation and uncertain product registration timing before market launch, there is a higher risk of incurring loss on inventory valuation. For inventories sold under normal terms, the Group measures inventories at the lower of cost and net realisable value. For inventories ageing over a certain period of time or are individually identified as obsolete inventories, the net realisable value is calculated based on the historical information of inventory turnover. Since the calculation of net realisable value involves subjective judgement and the ending balance of inventory is material to the financial statements, we considered the valuation of inventory a key audit matter.

### How our audit addressed the matter

We performed the following key audit procedures in response to the above key audit matter:

1. We compared the financial statements to ascertain whether the provision policy on allowance for inventory valuation losses has been consistently applied and assessed the reasonableness of the provision policy.
2. We understood the inventory management process, observing annual physical counts to assess the effectiveness of management's classification and controls over obsolete and slow-moving inventory.

3. We checked the accuracy of inventory ageing report and sampled inventories for those lately changed before the balance sheet date in order to compute the accuracy of inventory aging range; and evaluated whether the older inventories were obsolete.
4. We sampled the computation of net realisable value of individual inventory and compared with account records.

### ***Other matter – Parent company only financial reports***

We have audited and expressed an unqualified opinion on the parent company only financial statements of ScinoPharm Taiwan, Ltd. as at and for the years ended December 31, 2023 and 2022.

### ***Responsibilities of management and those charged with governance for the consolidated financial statements***

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

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

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

### ***Auditors' responsibilities for the audit of the consolidated financial statements***

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

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

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

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

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



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

Yeh, Fang-Ting

Independent Accountants

Lin, Tzu-Shu

PricewaterhouseCoopers, Taiwan

Republic of China

February 27, 2024

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

SCINOPHARM TAIWAN, LTD. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 3,941,524	33	\$ 4,294,709	36
1110	Financial assets at fair value through profit or loss - current	6(2)	8,304	-	-	-
1170	Accounts receivable, net	6(3) and 12	788,221	7	635,263	5
1200	Other receivables		25,230	-	18,282	-
130X	Inventories	5(2) and 6(4)	1,511,535	13	1,188,716	10
1410	Prepayments		105,794	1	132,239	1
1476	Other financial assets - current	6(1) and 8	-	-	51,132	1
11XX	<b>Total current assets</b>		<u>6,380,608</u>	<u>54</u>	<u>6,320,341</u>	<u>53</u>
<b>Non-current assets</b>						
1517	Financial assets at fair value through other comprehensive income - non-current	6(5)	69,973	1	112,616	1
1600	Property, plant and equipment	6(6)(8)	3,762,696	32	3,843,378	32
1755	Right-of-use assets	6(7)	636,748	5	654,492	6
1780	Intangible assets		19,152	-	9,953	-
1840	Deferred income tax assets	5(2) and 6(24)	640,930	6	637,435	5
1915	Prepayments for equipment	6(6)	178,146	2	299,471	3
1920	Guarantee deposits paid		2,393	-	2,550	-
1980	Other financial assets - non-current	6(1) and 8	<u>30,940</u>	-	<u>30,940</u>	-
15XX	<b>Total non-current assets</b>		<u>5,340,978</u>	<u>46</u>	<u>5,590,835</u>	<u>47</u>
1XXX	<b>Total assets</b>		<u>\$ 11,721,586</u>	<u>100</u>	<u>\$ 11,911,176</u>	<u>100</u>

(Continued)

SCINOPHARM TAIWAN, LTD. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
<b>Current liabilities</b>						
2100	Short-term borrowings	6(9)	\$ 32,137	-	\$ 77,599	1
2120	Financial liabilities at fair value through profit or loss - current	6(2)	-	-	361	-
2130	Contract liabilities - current	6(17)	110,967	1	67,752	1
2150	Notes payable		1,179	-	1,235	-
2170	Accounts payable		101,278	1	125,264	1
2200	Other payables	6(10)	403,739	3	413,354	3
2230	Current income tax liabilities	6(24)	62,597	1	99,636	1
2280	Lease liabilities - current		17,556	-	17,893	-
21XX	<b>Total current liabilities</b>		<u>729,453</u>	<u>6</u>	<u>803,094</u>	<u>7</u>
<b>Non-current liabilities</b>						
2570	Deferred income tax liabilities	6(24)	1,661	-	-	-
2580	Lease liabilities - non-current		570,231	5	581,181	5
2640	Net defined benefit liabilities - non-current	6(11)	54,514	1	74,491	-
2645	Guarantee deposits received		1,297	-	2,357	-
25XX	<b>Total non-current liabilities</b>		<u>627,703</u>	<u>6</u>	<u>658,029</u>	<u>5</u>
2XXX	<b>Total liabilities</b>		<u>1,357,156</u>	<u>12</u>	<u>1,461,123</u>	<u>12</u>
Equity attributable to owners of the parent						
Share capital						
		6(12)				
3110	Common stock		7,907,392	68	7,907,392	66
3200	Capital surplus	6(13)	1,294,689	11	1,294,689	10
Retained earnings						
		6(15)				
3310	Legal reserve		755,145	6	719,584	6
3320	Special reserve		98,176	1	61,125	1
3350	Unappropriated earnings		494,884	4	565,439	5
3400	Other equity interest	6(16)	(185,856)	(2)	(98,176)	-
3XXX	<b>Total equity</b>		<u>10,364,430</u>	<u>88</u>	<u>10,450,053</u>	<u>88</u>
Significant contingent liabilities and unrecognised contract commitments						
		9				
3X2X	<b>Total liabilities and equity</b>		<u>\$ 11,721,586</u>	<u>100</u>	<u>\$ 11,911,176</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SCINOPHARM TAIWAN, LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2023 AND 2022**

(Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

	Items	Notes	Year ended December 31			
			2023		2022	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(17)	\$ 3,186,083	100	\$ 3,264,045	100
5000	Operating costs	6(4)(11)(22)(23)	( 1,970,094)	( 62)	( 2,013,273)	( 62)
5900	Net operating margin		<u>1,215,989</u>	<u>38</u>	<u>1,250,772</u>	<u>38</u>
	Operating expenses	6(11)(22)(23), 7 and 12				
6100	Selling expenses		( 179,651)	( 6)	( 167,343)	( 5)
6200	General and administrative expenses		( 364,174)	( 11)	( 406,532)	( 13)
6300	Research and development expenses		( 357,740)	( 11)	( 271,264)	( 8)
6450	Expected credit gain (loss)		67	-	( 136)	-
6000	Total operating expenses		<u>( 901,498)</u>	<u>( 28)</u>	<u>( 845,275)</u>	<u>( 26)</u>
6900	Operating profit		<u>314,491</u>	<u>10</u>	<u>405,497</u>	<u>12</u>
	Non-operating income and expenses					
7100	Interest income	6(18)	53,628	2	22,120	1
7010	Other income	6(19)	14,000	-	16,574	-
7020	Other gains and losses	6(2)(6)(8)(20) and 12	( 24,132)	( 1)	1,682	-
7050	Finance costs	6(7)(21)	( 9,147)	-	( 7,913)	-
7000	Total non-operating income and expenses		<u>34,349</u>	<u>1</u>	<u>32,463</u>	<u>1</u>
7900	<b>Profit before income tax</b>		<u>348,840</u>	<u>11</u>	<u>437,960</u>	<u>13</u>
7950	Income tax expense	6(24)	( 61,784)	( 2)	( 84,744)	( 2)
8200	<b>Profit for the year</b>		<u>\$ 287,056</u>	<u>9</u>	<u>\$ 353,216</u>	<u>11</u>
	<b>Other comprehensive income (loss)</b>					
	<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>					
8311	Actuarial gains (losses) on defined benefit plans	6(11)	(\$ 417)	-	\$ 2,986	-
8316	Unrealised loss from equity instruments measured at fair value through other comprehensive income	6(5)(16)	( 42,643)	( 1)	( 73,180)	( 2)
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(24)	84	-	( 597)	-
	<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>					
8361	Financial statements translation differences of foreign operations	6(16)	( 45,037)	( 2)	36,129	1
8300	<b>Total other comprehensive loss for the year</b>		<u>( \$ 88,013)</u>	<u>( 3)</u>	<u>( \$ 34,662)</u>	<u>( 1)</u>
8500	<b>Total comprehensive income for the year</b>		<u>\$ 199,043</u>	<u>6</u>	<u>\$ 318,554</u>	<u>10</u>
	Profit attributable to:					
8610	Owners of the parent		<u>\$ 287,056</u>	<u>9</u>	<u>\$ 353,216</u>	<u>11</u>
	Comprehensive income attributable to:					
8710	Owners of the parent		<u>\$ 199,043</u>	<u>6</u>	<u>\$ 318,554</u>	<u>10</u>
	Earnings per share (in dollars)	6(25)				
9750	Basic		<u>\$ 0.36</u>		<u>\$ 0.45</u>	
9850	Diluted		<u>\$ 0.36</u>		<u>\$ 0.45</u>	

The accompanying notes are an integral part of these consolidated financial statements.

SCINOPHARM TAIWAN, LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2023 AND 2022  
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of the parent								
	Notes	Retained Earnings					Other Equity Interest		Total equity
		Share capital - common stock	Capital reserve	Legal reserve	Special reserve	Unappropriated earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	
<u>Year ended December 31, 2022</u>									
Balance at January 1, 2022		\$ 7,907,392	\$ 1,294,689	\$ 679,074	\$ 33,043	\$ 657,981	(\$ 79,248 )	\$ 18,123	\$ 10,511,054
Net income for the year		-	-	-	-	353,216	-	-	353,216
Other comprehensive income (loss) for the year	6(5)(16)	-	-	-	-	2,389	36,129	( 73,180 )	( 34,662 )
Total comprehensive income (loss) for the year		-	-	-	-	355,605	36,129	( 73,180 )	318,554
Distribution of 2021 net income:									
Legal reserve		-	-	40,510	-	( 40,510 )	-	-	-
Special reserve		-	-	-	28,082	( 28,082 )	-	-	-
Cash dividends	6(15)	-	-	-	-	( 379,555 )	-	-	( 379,555 )
Balance at December 31, 2022		<u>\$ 7,907,392</u>	<u>\$ 1,294,689</u>	<u>\$ 719,584</u>	<u>\$ 61,125</u>	<u>\$ 565,439</u>	<u>(\$ 43,119 )</u>	<u>(\$ 55,057 )</u>	<u>\$ 10,450,053</u>
<u>Year ended December 31, 2023</u>									
Balance at January 1, 2023		\$ 7,907,392	\$ 1,294,689	\$ 719,584	\$ 61,125	\$ 565,439	(\$ 43,119 )	(\$ 55,057 )	\$ 10,450,053
Net income for the year		-	-	-	-	287,056	-	-	287,056
Other comprehensive loss for the year	6(5)(16)	-	-	-	-	( 333 )	( 45,037 )	( 42,643 )	( 88,013 )
Total comprehensive income (loss) for the year		-	-	-	-	286,723	( 45,037 )	( 42,643 )	199,043
Distribution of 2022 net income:									
Legal reserve		-	-	35,561	-	( 35,561 )	-	-	-
Special reserve		-	-	-	37,051	( 37,051 )	-	-	-
Cash dividends	6(15)	-	-	-	-	( 284,666 )	-	-	( 284,666 )
Balance at December 31, 2023		<u>\$ 7,907,392</u>	<u>\$ 1,294,689</u>	<u>\$ 755,145</u>	<u>\$ 98,176</u>	<u>\$ 494,884</u>	<u>(\$ 88,156 )</u>	<u>(\$ 97,700 )</u>	<u>\$ 10,364,430</u>

The accompanying notes are an integral part of these consolidated financial statements.

CASH FLOWS FROM OPERATING ACTIVITIES

Profit before tax		\$	348,840	\$	437,960
Adjustments					
Adjustments to reconcile profit (loss)					
(Gain) loss on valuation of financial assets and liabilities at fair value through profit or loss		(	8,665 )		2,103
Expected credit loss (gain)	12	(	67 )		136
Loss on (reversal of allowance for) inventory market price decline	6(4)		26,910	(	3,125 )
Depreciation of property, plant and equipment	6(6)(22)		438,434		417,877
Depreciation of right-of-use assets	6(7)(22)		15,839		15,859
Gain on reversal of impairment loss	6(6)(8)(20)	(	1 )	(	634 )
Loss on disposal of property, plant and equipment	6(20)		420		762
Amortisation	6(22)		6,894		5,729
Interest income	6(18)	(	53,628 )	(	22,120 )
Interest expense	6(21)		9,147		7,913
Changes in operating assets and liabilities					
Changes in operating assets					
Accounts receivable		(	152,886 )	(	275,156 )
Other receivables		(	1,979 )		15,547
Inventories		(	347,470 )		157,631
Prepayments			26,870	(	35,068 )
Changes in operating liabilities					
Contract liabilities - current			43,215	(	2,813 )
Notes payable		(	56 )		63
Accounts payable		(	23,986 )		55,574
Other payables		(	12,387 )		63,671
Advance receipts			-	(	1,740 )
Net defined benefit liabilities - non-current		(	20,394 )	(	2,069 )
Cash inflow generated from operations			295,050		838,100
Interest received			48,659		21,087
Interest paid		(	9,159 )	(	7,889 )
Income tax paid		(	103,424 )	(	77,507 )
Net cash flows from operating activities			<u>231,126</u>		<u>773,791</u>

(Continued)

CASH FLOWS FROM INVESTING ACTIVITIES

Increase in financial assets at amortised cost - current		\$	-	( \$	44,149 )
Repayment of principal from financial assets at amortised cost - current			-		44,149
Decrease (increase) in other financial assets - current			51,132	(	2,163 )
Cash paid for acquisition of property, plant and equipment	6(26)	(	84,408 )	(	44,724 )
Proceeds from disposal of property, plant and equipment			136		291
Acquisition of intangible assets		(	16,286 )	(	6,760 )
Increase in prepayments for equipment		(	184,021 )	(	198,560 )
Decrease (increase) in guarantee deposits paid			157	(	32 )
Increase in other assets - non-current			-	(	1,670 )
Net cash flows used in investing activities		(	<u>233,290 )</u>	(	<u>253,618 )</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Increase in short-term borrowings	6(27)		63,471		77,219
Decrease in short-term borrowings	6(27)	(	107,469 )		-
Repayment of the principal portion of lease liabilities	6(27)	(	11,287 )	(	11,188 )
Decrease in guarantee deposits received	6(27)	(	1,026 )	(	1,303 )
Payment of cash dividends	6(15)	(	<u>284,666 )</u>	(	<u>379,555 )</u>
Net cash flows used in financing activities		(	<u>340,977 )</u>	(	<u>314,827 )</u>
Effect of foreign exchange rate changes		(	<u>10,044 )</u>		<u>8,442</u>
Net (decrease) increase in cash and cash equivalents		(	<u>353,185 )</u>		<u>213,788</u>
Cash and cash equivalents at beginning of year	6(1)		<u>4,294,709</u>		<u>4,080,921</u>
Cash and cash equivalents at end of year	6(1)	\$	<u><u>3,941,524</u></u>	\$	<u><u>4,294,709</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

## Appendix 5

### ScinoPharm Taiwan, Ltd. Earnings Distribution Plan for Fiscal Year 2023

Item	Amount (TWD)
After-tax net profit earned in 2023	\$ 287,055,758
Less: Actuarial gain(loss) presented in retained earnings	(333,228)
Less: Legal reserve	(28,672,253)
Less: Reversal of special reserve	(87,679,620)
Distributable profit from this period	<u>170,370,657</u>
Plus: Accumulated undistributed earnings from previous period	<u>208,160,899</u>
Total distributable earnings as of this period	<u>378,531,556</u>
Dividends to shareholders (Cash dividend TWD 300 on each 1,000 shares held)	<u>(237,221,766)</u>
Undistributed earnings as of the end of the period	<u><u>\$ 141,309,790</u></u>

#### Notes:

1. In terms of earnings distribution for fiscal year 2023, priority is given to distributing the earnings posted in the given fiscal year while retained earnings from the previous fiscal year is drawn on to make up for any deficiency.
2. The actual amount of cash dividend paid to the shareholders shall be paid up to the number rounded down to the nearest dollar with the fraction (if any) to be accounted as Other Income of the Company.

Chairperson : Chih-Hsien Lo

CEO : Li-An Lu

Chief Accountant : Chih-Hui Lin



## Appendix 6

### ScinoPharm Taiwan, Ltd. Information of Directors Nominees

Share holder No.	Name of Nominee	Academic Attainments	Major Past Career	Major Current Position	Amount of Shares Held (Unit: Share) [Note]
4	Uni-President Enterprises Corp. Representative: <b>Chih-Hsien Lo</b>	MBA, UCLA, USA	President of Uni-President Enterprises Corp.	Chairman of : Uni-President Enterprises Corp. President Chain Store Corp. Ton Yi Industrial Corp Prince Housing & development Corp. TTET Union Corp. ScinoPharm Taiwan, Ltd.	299,968,639
4	Uni-President Enterprises Corp. Representative: <b>Tsung-Pin Wu</b>	Accounting, Chung Yuan Christian University	Supervisor of : Tait Marketing & Distribution Co., Ltd.	Chief Accounting Officer of Uni-President Enterprises Corp. Director of : ScinoPharm Taiwan, Ltd.	299,968,639
4	Uni-President Enterprises Corp. Representative: <b>Jia-Horng Guo</b>	Master of Finance, University of Illinois	Director of : Taishin Securities Co., Ltd	Chairman of : Taishin Securities Co., Ltd Director of : ScinoPharm Taiwan, Ltd.	299,968,639
4	Uni-President Enterprises Corp. Representative: <b>Fu-Jung Lai</b>	MBA, Kun Shan Univ., R.O.C.	Director of Uni-President Social Welfare Charity Foundation	Vice President of the President's Office of Uni-President Enterprises Corp./ Corporate Governance Officer Director of : ScinoPharm Taiwan, Ltd.	299,968,639
4	Uni-President Enterprises Corp. Representative: <b>Chin-Yuan Cheng</b>	Ph.D., Chemical and Biomolecular Engineering Department, The Ohio State University, U.S.A.	Director, Dairy Products Development Division, Uni-President Enterprises Corp.	Director, Purchasing Division, Uni-President Enterprises Corp Director of : ScinoPharm Taiwan, Ltd.	299,968,639
4	Uni-President Enterprises Corp. Representative: <b>Chyun-Yu Yang</b>	Bachelor of Medicine, National Taiwan University	Professor, Associate Professor, Instructor, Department of Orthopedics, College of Medicine, National Cheng Kung University, Taiwan, Taiwan,	Honoring Superintendent, Kuo General Hospital and Professor, Department of Orthopedics, Kuo General University Hospital Independent Director of : ScinoPharm Taiwan, Ltd	299,968,639
5	Tainan Spinning Co., Ltd. Representative: <b>Po-Ming Hou</b>	Chinese Culture University	Chairman and President of Tainan Spinning Co., Ltd	Chairman of : Tainan Spinning Co., Ltd Director of : ScinoPharm Taiwan, Ltd.	23,605,921
860	Kao Chyuan Inv. Co., Ltd. Representative: <b>Shiow-Ling Kao</b>	Marymount College, U.S.A.	Chairman of : President Fair Development Corp.	Chairman of : Kao Chyuan Inv. Co., Ltd. Director of : ScinoPharm Taiwan Ltd.	14,832,733

Share holder No.	Name of Nominee	Academic Attainments	Major Past Career	Major Current Position	Amount of Shares Held (Unit: Share) [Note]
861	President International Development Corp. Representative: <b>Chiou-Ru Shih</b>	MA in Economics, University of Hawaii	Vice Director of President International Development Corp.	Vice President of President International Development Corp. Director of : ScinoPharm Taiwan, Ltd.	28,673,421
1	National Development Fund, Executive Yuan Representative: <b>Ming-Chuan Hsieh</b>	Master of Health Services Administration, China Medical University	Executive Supervisor, Taiwan Health & Wellness Counseling Association	Assistant Professor of Chia Nan University of Pharmacy & Science Director of : Harbinger VI Venture Capital Corp. ScinoPharm Taiwan, Ltd. Independent Director of : Uni Pharma Co., Ltd	109,539,014
1	National Development Fund, Executive Yuan Representative: <b>Ya-Po Yang</b>	Ph.D. in Economics, Department of Economics National Taiwan University	Professor and Chairperson of Institute of Department of International Business, College of Business, Southern Taiwan University of Science and Technology	Professor of Institute of Business and Management, College of Management, National University of Kaohsiung Independent Director of: Air Asia Company Limited Director of : ScinoPharm Taiwan, Ltd.	109,539,014
2	Taiwan Sugar Corporation Representative: <b>Ling Ming Sun</b>	Master in Institute of Agricultural Chemistry, National Taiwan University	Engineer, R&D Director, Biotechnology Factory Director and Deputy CEO of Biotechnology Division, Taiwan Sugar Corporation	CEO of Biotechnology Division, Taiwan Sugar Corporation Director of : ScinoPharm Taiwan, Ltd.	32,581,963

Note 1: Shareholdings as of share transfer registration-closing beginning on March 30 2024

**ScinoPharm Taiwan, Ltd.**  
**Information of Independent Directors Nominees**

Name of Nominee	Academic Attainments	Past Career	Current Position	Amount of Shares Held (Unit: Share) [Note]	Serve as Independent Director for three consecutive terms
<b>Wen-Chang Chang</b>	Ph.D. Physiological Chemistry, University of Tokyo, Faculty of Pharmaceutical Sciences, Tokyo, Japan	<ol style="list-style-type: none"> <li>1. Chairman, Board of Trustees, of Graduate Institute of Medical Sciences, College of Medicine, Taipei Medical University</li> <li>2. Vice Chairman, Institute for Biotechnology and Medicine Industry</li> <li>3. Deputy Minister, National Science Council ∙ General Director, Department of Life Sciences, National Science Council, Taiwan</li> <li>4. National Cheng Kung University, Tainan, Taiwan : Professor, Department of Pharmacology, College of Medicine ∙ Chairman, Department of Pharmacology, National Cheng Kung University ∙ Chairman, Institute of Basic Medical Sciences, National Cheng Kung University ∙ Associate Dean, College of Medical ∙ University Chair Professor ∙ Director, Center for Biosciences and Biotechnology ∙ Dean, College of Bioscience and Biotechnology ∙ Distinguished Chair Professor ∙ Emeritus Distinguished Chair Professor</li> </ol>	<ol style="list-style-type: none"> <li>1. Director, Board of Trustees, of Graduate Institute of Medical Sciences, College of Medicine, Taipei Medical University</li> <li>2. Chair Professor, Graduate Institute of Medical Sciences, College of Medicine, Taipei Medical University</li> <li>3. Emeritus Distinguished Chair Professor of National Cheng Kung University</li> <li>4. Academician of Academia Sinica</li> <li>5. Remuneration Committee member of Universal Cement Corporation</li> <li>6. Independent Director, Taiwan Aulisa Medical Devices Technologies, Inc.</li> <li>7. Independent Director, Pharmosa Biopharm Inc.</li> <li>8. Independent Director, ScinoPharm Taiwan, Ltd.</li> </ol>	0	No
<b>Li-Tzong Chen</b>	Ph.D, Kaohsiung Medical University Graduate Institute of Clinical Medicine	<ol style="list-style-type: none"> <li>1. Research Vice Superintendent, Kaohsiung Medical University Chung-Ho Memorial Hospital</li> <li>2. Director, Cancer Center of Kaohsiung Medical University Chung-Ho Memorial Hospital</li> <li>3. Executive Director, President of Taiwan</li> </ol>	<ol style="list-style-type: none"> <li>1. Distinguished Investigator &amp; Director, National Institute of Cancer Research, National Health Research Institutes</li> <li>2. President of Taiwan NeuroEndocrine Tumor Society</li> <li>3. Chair Professor , Internal Medicine, Kaohsiung Medical University</li> <li>4. Emeritus Chair Professor of Institute of Biomedical Sciences, National Sun Yat-sen University</li> </ol>	0	No

Name of Nominee	Academic Attainments	Past Career	Current Position	Amount of Shares Held (Unit: Share) [Note]	Serve as Independent Director for three consecutive terms
		<p>Oncology Society</p> <p>4. Acting Supervisor of The Gastroenterological Society of Taiwan</p> <p>5. Chair, Deputy Chair of National Institute of Cancer Research, National Health Research Institutes</p> <p>6. Adjunct Professor ,College of Medical Science and Technology, Taipei Medical University</p> <p>7. Acting Director of Taiwan Pancreas Society</p> <p>8. R&amp;D consultant of Pharma Engine Inc.</p>	<p>5. Adjunct Professor, Dept. Bio Science &amp; Tech, National Yang Ming Chiao Tung University</p> <p>6. Adjunct Attending Physician, Department of Internal Medicine, National Cheng-Kung University Hospital, Tainan</p> <p>7. Professor, jointly appointed, Institute of Clinical Medicine, College of Medicine, NCKU</p> <p>8. Professor, jointly appointed, Dept. of Oncology, Clinical Medicine, NCKU</p> <p>9. Professor, jointly appointed, Institute of Molecular Medicine, NCKU</p> <p>10. Professor, jointly appointed, Institute of Clinical Pharmacy and Pharmaceutical Sciences, NCKU</p> <p>11. Attending Physician, Department of gastroenterology and hematology oncology , Kaohsiung Medical University Chung-Ho Memorial Hospital</p> <p>12. Independent Director, ScinoPharm Taiwan, Ltd.</p>		
<b>Lewis Lee</b>	Master of Commerce, Department of Accounting, National Chengchi University	Deputy Chairman of PwC Taiwan	<p>1. Deputy Chairman, Zhi Cheng Co-located CPA Firm</p> <p>2. Adjunct Associate Professor, National Cheng Kung University</p> <p>3. Independent director, Brogent Technologies Inc.</p> <p>4. Independent director, All Ring Tech Co., Ltd.</p> <p>5. Independent director, Poya International Co., Ltd.</p> <p>6. Independent director, Xiamen Jinyuan President Securities Corp. Ltd.</p> <p>7. Independent Director, ScinoPharm Taiwan, Ltd.</p>	0	No

Name of Nominee	Academic Attainments	Past Career	Current Position	Amount of Shares Held (Unit: Share) [Note]	Serve as Independent Director for three consecutive terms
<b>Jang-Yang Chang</b>	Bachelor of Medicine, National Defense Medical Center, Taipei, Taiwan	<ol style="list-style-type: none"> <li>1. President of Taipei Cancer Center</li> <li>2. Distinguished Investigator and Director of Institute of Biotechnology and Pharmaceutical Research, NHRI</li> <li>3. Executive Vice President, Professor Emeritus, National Cheng Kung University</li> <li>4. Professor and Dean, College of Medicine, National Cheng Kung University</li> <li>5. Distinguished Investigator and Director of National Institute of Cancer Research, NHRI</li> <li>6. Secretary General, Taiwan Oncology Society</li> <li>7. Chief of Medical Oncology, Tri-Service General Hospital, National Defense Medical Center</li> <li>8. Visiting scholar at the Department of Pharmacology, School of Medicine, Yale University of the U.S</li> <li>9. Fellow, 1st Medical oncology training program, Institute of Biomedical Sciences, Academia Sinica</li> </ol>	<ol style="list-style-type: none"> <li>1. Chair Professor, Taipei Medical University Hospital, Taiwan</li> <li>2. Director, TMU Research Center of Cancer Translational Medicine, Taipei Medical University, Taipei, Taiwan</li> <li>3. Independent Director of Tanvex BioPharma, Inc.</li> <li>4. Executive Director of Taiwan Oncology Society</li> <li>5. Independent Director, ScinoPharm Taiwan, Ltd.</li> </ol>	0	No
<b>Lai-Shou Su</b>	M.B.A. of University of North Texas, U.S.A.	Executive Secretary, Deputy Executive Secretary, Director, Researcher of National Development Fund	<ol style="list-style-type: none"> <li>1. Director of Taiwan Bio-Manufacturing Corporation</li> <li>2. Director of Vanguard International Semiconductor Corporation</li> </ol>	0	No

Note 1: Shareholdings as of share transfer registration-closing beginning on March 30, 2024.

## Appendix 7

### Details of the Duties subject to releasing directors and independent Directors Candidates from Non-competition

Name	Current Position with Other Company
Uni-President Enterprises Corp. Representative Chih-Hsien Lo	<p><b>Chairman of :</b>            Uni-President Enterprises Corp., President Natural Industrial Corp., Presicarre Corp., Ton Yi Industrial Corp., Ttet Union Corporation, Prince Housing &amp; Development Corp., President Packaging Industrial Corp., Woongjin Foods Co., Ltd., Daeyoung Foods Co., Ltd., President International Development Corp., Uni-President China Holdings Ltd., Changjiagang President Nisshin Food Co., Ltd., Uni-President (Philippines) Corp., Uni-President (Thailand) Ltd., Uni-President (Vietnam) Co., Ltd., Uni-President Enterprises (China) Investment Co., Ltd., President Chain Store Corp., Uni-President Cold-Chain Corp., Presco Netmarketing, Inc., Uni-President Dream Parks Co., President Century Corp., President Property Corp., Nanlien International Corp., Prince Real Estate Co., Times Square International Holding Co., Times Square International Stays Co., Times Square International Hotel Co., Uni-President Express Corp., Cheng-Shi Investment Holding Co.</p> <p><b>Vice Chairman of :</b> President Nisshin Corp.</p> <p><b>Director of :</b>            Uni-Wonder Corp., Uni-President Organics Corp., Uni-President Glass Industrial Co., Ltd., Cayman President Holdings Ltd., Kai Yu (BVI) Investment Co., Ltd., President Fair Development Corp., Uni-President Southeast Asia Holdings Ltd., Uni-President Asia Holdings Ltd., Uni-President Hong Kong Holdings Ltd., Champ Green Capital Co., Ltd., Champ Green (Shanghai) Consulting Co., Ltd., Uni-President Enterprises (Guangzhou) Co., Ltd., Uni-President Enterprises (Fuzhou) Co., Ltd., Uni-President Enterprises (Xinjiang) Food Co., Ltd., Uni-President Enterprises (Wuhan) Food Co., Ltd., Uni-President Enterprises (Kunshan) Food Co., Ltd., Uni-President Enterprises (Chengdu) Food Co., Ltd., Uni-President Enterprises (Shenyang) Co., Ltd., Uni-President Enterprises (Harbin) Co., Ltd., Uni-President Enterprises (Hefei) Co., Ltd., Uni-President Enterprises (Zhengzhou) Co., Ltd., Uni-President Enterprises (Beijing) Drink Co., Ltd., Uni-President Enterprises (Kunshan) Food Technology Co., Ltd., Uni-President Enterprises (Nanchang) Co., Ltd., Uni-President (Shanghai) Trading Co., Ltd., Uni-President Enterprises (Kunming) Food Co., Ltd., Uni-Yantai Tongli Beverage Industries Co., Ltd., Uni-President Enterprises (Changsha) Co., Ltd., Uni-President (Bama) Mineral Water Co., Ltd., Uni-President Enterprises (Nanning) Co., Ltd., Uni-President Enterprises (Zhanjiang) Co., Ltd., Uni-President Enterprises (Chongqing) Co., Ltd., Uni-President Enterprises (Taizhou) Co., Ltd., Uni-President Enterprises (Akesu) Co., Ltd., Uni-President Enterprises (Changchun) Co., Ltd., Shanghai United Enterprise Management Consulting Co., Ltd., Uni-President (Shanghai) Pearly Century Co., Ltd., Uni-President Enterprises (Baiyin) Co., Ltd., Hainan President Enterprises Co., Ltd., Uni-President Enterprises (Guiyang) Co., Ltd., Uni-President Enterprises (Jinan) Co., Ltd., Uni-President Enterprises (Hangzhou) Co., Ltd., Uni-President</p>

Name	Current Position with Other Company
	<p>Enterprises (Wuxue) Mineral Water Co., Ltd., Shijiazhuang President Enterprises Co., Ltd., Uni-President Enterprises (Xuzhou) Co., Ltd., Uni-President Enterprises (Henan) Co., Ltd., Uni-President Trading (Kunshan) Co., Ltd., Uni-President Enterprises (Shaanxi) Co., Ltd. 、 Uni-President Enterprises (Jiangsu) Co., Ltd., Uni-President Enterprises (Changbai Mountain Jilin) Mineral Water Co., Ltd., President Enterprises (Kunshan) Real Estate Development Co., Ltd., Uni-President Enterprises (Ningxia) Co., Ltd., Uni-President Enterprises (Shanghai) Co., Ltd., Uni-President Enterprises (Inner Mongolia) Co., Ltd., Uni-President Enterprises (Shanxi) Co., Ltd., Uni-President Enterprise (Hutubi) Tomato Products Technology Co., Ltd., Uni-President Enterprises (Shanghai) Drink &amp; Food Co., Ltd., Uni-President Enterprises (Tianjin) Co., Ltd., Uni-President Enterprises (Hunan) Co., Ltd., Uni-Oao Travel Service Corp., President Packaging Holdings Ltd., Kuang Chuan Dairy Co., Ltd., Kuang Chuan Foods Ltd., Uni-President Development Corp., President Professional Baseball Team Corp., Tait Marketing &amp; Distribution Co., Ltd., Wei Lih Food Industrial Co., Ltd., Keng Ting Enterprises Co., Ltd., President Chain Store (BVI) Holdings Ltd., President Chain Store (Labuan) Holdings Ltd., Retail Support International Corp., Uni-President Assets Holdings Ltd, Prince Property Management Consulting Co., Kao Chuan Inv. Co., Ltd.</p> <p><b>Supervisor of :</b> Infinity Holdings Ltd., Eternity Holdings Ltd., Celestial Prosperities Holdings Ltd.</p> <p><b>President of :</b> Presco Netmarketing Inc., Uni-President Express Corp.</p>
<p>Kao Chyuan Inv. Corp. Representative: Shiow-Ling Kao</p>	<p><b>Chairman of :</b> Kao Chuan Inv. Co., Ltd. President Being Corp., President Fair Development Corp., Uni-President Department Store Corp., President Pharmaceutical Corp., President Drugstore Business Corp., Infinity Holdings Ltd., Eternity Holdings Ltd., Celestial Prosperities Holdings Ltd.</p> <p><b>Director of :</b> Uni-President Enterprises Corp., President Chain Store Corp., Ton Yi Industrial Corp., Prince Housing &amp; Development Corp., President International Development Corp., Uni-President Development Corp., Times Square International Hotel Co., Uni-Wonder Corp., President Century Corp., Times Square International Holding Co., Grape King Bio Ltd., President (Shanghai) Health Product Trading Co., Ltd., Beauty Wonder (Zhejiang) Trading Co., Ltd., Merry Life Biomedical Co., Ltd.,</p> <p><b>President of :</b> President Fair Development Corp. 、 Kao Chuan Inv. Co., Ltd.</p>

Name	Current Position with Other Company
Tainan Spinning Co., Ltd. Representative: Po-Ming Hou	<p><b>Chairman of :</b>            Tainan Spinning Co., Ltd., Tainan Spinning Co., Ltd.(Vietnam), Nan-Fan International Investment (Cayman), Ltd., Tainan Textile Co., Ltd., Yu Peng Investment Co., Ltd., Tainan Spinning Cultural and Educational Foundation., Tainan Spinning Retail &amp; Distribution Co., Ltd., New Yupeng Investment Co., Ltd.</p> <p><b>Director of :</b>            Nantex Industry Co., Ltd., Nanfang Development Co., Ltd., Tainan Spinning Holdings (Cayman Islands) Co., Ltd., Prince Housing &amp; Development Corp., Uni-President Enterprises Corp., President International Development Corp., Howard Beach Resort Co., Ltd., President Real Estate(U.S.) Investment Co, Nan Tai Royal Co., Ltd.</p>
Uni-President Enterprises Corp. Representative: Tsung-Pin Wu	<p><b>Chairman of :</b>            Tung –Ren Pharmaceutical Corp., Kai Nan Investment Co.,</p> <p><b>Director of :</b>            Presicarre Corp., Prince Housing &amp; Development Corp., Grand Bills Finance Corp., President Fair Development Corp., Uni-President (Vietnam) Co., Ltd., Uni-President Hong Kong Holdings Ltd., President Chain Store Corp., Kuang Chuan Dairy Co., Ltd., Kuang Chuan Foods Ltd., Tung Lo Development Co., Ltd., Tone Sang Construction Corp., Prince Real Estate Co., Times Square International Holding Co., Times Square International Hotel Co. Cheng-Shi Investment Holding Co.</p> <p><b>Supervisor of :</b>            President Kikkoman Inc., Woongjin Foods Co., Ltd., Daeyoung Foods Co., Ltd., Uni-President (Korea) Co., Ltd., Kunshan President Kikkoman Biotechnology Co., Ltd., President International Development Corp., President Kikkoman Zhenji Foods Co., Ltd., President Century Corp., President Professional Baseball Team Corp., Nanlien International Corp., Times Square International Stays Co., Uni-President Express Corp. Ltd.,</p>
Uni-President Enterprises Corp. Representative: Chin-Yuan Cheng	<p><b>Chairman of :</b> Jin-Guan-Cheng Corp.</p>
Uni-President Enterprises Corp. Representative: Jia-Horng Guo	<p><b>Chairman of :</b> Taishin Securities Co., Ltd.  <b>Director of :</b> Taipei Exchange  <b>Supervisor of:</b> Standard Motor Corp., Dynasty Techwood Corp.  <b>Executive Director of :</b> Taiwan Securities Association</p>
President International Development Corp.	<p><b>Chairman of :</b>            President Life Sciences Co., Ltd., AndroSciences Corp.</p> <p><b>Director of :</b>            Allianz Pharmascience Ltd., RenalPro Medical, Inc.</p> <p><b>Supervisor of:</b>            Helios Bioelectronics Inc.</p>



Name	Current Position with Other Company
President International Development Corp. Representative: Chiou-Ru Shih	<b>Director of :</b> SyNergy ScienTech Corp., Grand Bills Finance Corp., IMQ Technology Inc., CDIB & Partners Investment Holding Corp., President (BVI) International Investment Holdings Ltd., Kunshan SYNergy ScienTech Co., Ltd. <b>Vice President of :</b> President International Development Corp.
National Development Fund, Executive Yuan	<b>Director of :</b> Genovate Biotechnology Co., Ltd., Taiwan Biotech Co., Ltd., Taiwan Flower Biotechnology Co., Ltd., United Biomedical Inc. (Asia), Adimmune Corp., TaiGen Biopharmaceuticals Holdings Ltd., PharmaEssentia Corp., PharmaEngine Inc., TaiAn Technologies Corp., TaiMed Biologics Inc., EirGenix Inc., MetaTech(AP) Inc., Wellell Inc., Point Robotics Holding Limited., Locus Cell Co., Ltd., Intech Biopharm Ltd., Taiwan Bio-Manufacturing Corp.
National Development Fund, Executive Yuan Representative: Ming-Chuan Hsieh	<b>Director of :</b> Harbinger VI Venture Capital Corp., <b>Independent Director of :</b> Uni Pharma Co., Ltd
National Development Fund, Executive Yuan Representative: Ya-Po Yang	<b>Independent Director of :</b> Air Asia Company Ltd
Taiwan Sugar Corp.	Taiwan Sugar Corp. <b>Director of :</b> TaiGen Biopharmaceuticals Holdings Ltd., United Biomedical Inc. (Asia)
Taiwan Sugar Corp. Representative: Ling Ming Sun	<b>CEO of :</b> Biotechnology Division, Taiwan Sugar Corp. <b>Director of :</b> Haleon Company
Lewis Lee	<b>Independent Director of :</b> Brogent Technologies Inc., All Ring Tech Co., Ltd., Poya International Co., Ltd. Jin Yuan President Securities Corporation Limited.
Wen-Chang Chang	<b>Director of :</b> Taipei Medical University <b>Independent Director of :</b> Taiwan Aulisa Medical Devices Technologies, Inc., Pharmosa Biopharm Inc. <b>Remuneration Committee member of :</b> Universal Cement Corp.
Jang-Yang Chang	<b>Independent Director of :</b> Tanvex BioPharma, Inc.
Lai-Shou Su	<b>Director of:</b> Vanguard International Semiconductor Corp. Taiwan Bio-Manufacturing Corp.

## **IV. Exhibits**

### **Exhibit 1**

#### **ScinoPharm Taiwan, Ltd. Rules of Procedures for Shareholders' Meeting**

##### **Article 1**

These Rules are established for the purpose of good governance of the meeting of the shareholders, healthy supervision and strengthened control of the Company.

##### **Article 2**

The meeting of the shareholders of the Company shall be in accordance with these Rules except as otherwise provided by laws, regulations or the Articles of Incorporation of the Company.

##### **Article 3**

Except as otherwise provided by laws or regulations, the meeting of the shareholders of the Company shall be convened by the Board of Directors.

The (personal) notice and the public notice of the shareholders meeting both shall manifestly indicate the cause of the meeting and may, subject to the prior consent of the shareholder concerned, be delivered to the shareholder electronically. Proposed election, removal of a director, proposed revision of the Articles of Incorporation, Capital reduction, application for end of public share offering, permission for competition act by directors capital increase with earnings, capital increase with capital surplus, proposed dissolution, merger, division of the Company or any of the matters provided in paragraph one of Article 185 of the Company Act, (if any) must be listed and explain major content in the proposed agenda and cannot be proposed by way of an extempore motion at the meeting. Major contents can be posted on website of securities regulator or website designated by the company, whose website should be specified in notice.

Notice for shareholders' meeting includes the plan for reelection of the board of directors, along with the starting date for the term of new directors, which cannot be changed via extempore motion or other method following completion of the reelection at the meeting.

The shareholder(s) whose total shares held represent one percent (1%) or more of the total issued shares of the Company may make to the Company one motion to be listed in the proposed agenda of the general shareholders meeting. Shareholders' proposal is meant to prompt the company contributing to public benefit and fulfilling social responsibility and therefore should be included in the agenda. The Board of Directors may decide not to include the above motion in the agenda if the motion proposed runs into any of the circumstances provided in paragraph four of Article 172-1 of the Company Act.

The Company shall make a public notice to announce the time period (which shall not be less than ten days) and the place where the shareholder shall send his/her motion to be proposed to the general shareholders meeting, accepted proposals can be in written or by electronic form, which public notice shall be made prior to the start date of the duration when the transfer of the shares of the Company shall cease for the purpose of the convention of the shareholders meeting.

The text of the motion proposed by the shareholder shall have not more than 300 words or the motion in its entirety will not be included in the proposed agenda. The movant shareholder(s) shall attend the General Shareholders' Meeting in person or by proxy and participate in the discussion of the motion he/she has proposed.

The Company will, prior to the scheduled date to issue the notice of the Shareholders' Meeting, give a notice to the movant shareholder(s) of the result of the handling of his/her motion proposed

and list in the proposed agenda to be delivered to the shareholders each motion proposed in accordance with this Article. The Board of Directors shall explain at the Shareholders' Meeting the reason(s) why certain motions proposed by the shareholders have not been included in the agenda.

#### **Article 4**

The venue of the shareholders meeting shall be located at the place where the Company is located or where it is appropriate and convenient for the shareholders to attend the meeting. The meeting shall begin no earlier than the hour of 09:00 and no later than the hour of 15:00. The venue and time of the shareholders meeting shall be determined in consideration of the relevant opinion expressed by the independent director(s).

#### **Article 5**

The shareholder may designate a proxy to attend the Shareholders' Meeting in his/her stead by execute the proxy letter form produced by the Company indicating therein the scope of authorization to the proxy.

A shareholder may execute one and only one proxy letter to designate one and only one proxy for the purpose of the Shareholders' Meeting. The executed proxy letter must be served to the Company five days prior to the meeting date. Where the shareholder has served more than one executed proxy letters to the Company, the earliest served to the Company shall govern except where the shareholder has expressed his/her withdraw of the proxy.

The shareholder who has served his executed proxy letter to the Company may still attend the Shareholders' Meeting in person or exercise his/her voting right in writing or electronically, provided that he/she gives a written notice to the Company to withdraw the proxy, which written notice must be served to the Company no later than two days before the meeting date or the voting right exercised by his/her designated proxy shall govern.

#### **Article 6**

The Company shall indicate in the notice of Shareholders' Meeting the hour when and the place where the shareholders shall check-in to attend the meeting and other matters for attention.

The hour when the shareholders may check-in to attend the meeting as provided in the preceding paragraph shall commence no later than thirty (30) minutes before the meeting is called to order. The check-in desk shall bear a conspicuous signboard with suitable personnel to process shareholders check-in.

The shareholder or his/her designated proxy (hereinafter "shareholder") shall present his/her attendance identification, attendance card or other evidence of attendance to be admitted to the meeting. The Company must not without due authorization request the shareholder or authorized proxy to present any additional evidence or document to prove their entitlement to attend the meeting. A proxy solicitor shall present his/her identification document for verification.

The Company shall prepare an attendance book for the shareholder attending the Shareholders' Meeting to sign in. The shareholder attending the meeting in person may turn in his/her signed attendance card instead of signing in the attendance book.

The Company shall have the agenda, annual report, attendance tag, request form for requesting to take the platform, ballot forms, other meeting materials, and where applicable, the ballot forms to be used to elect directors delivered to each of the shareholders present at the meeting.

A government or corporate shareholder may be represented at the Shareholders' Meeting of the Company by one or more representatives. A juristic person acting in proxy at the Shareholders' Meeting of the Company may appoint one and only one individual to act as its representative at the meeting.

## **Article 7**

The Shareholders' Meeting convened by the Board of Directors shall be presided by the Chairman/Chairwoman of the Board of Directors. If he/she has requested for leave from or for whatever reason is unable to perform his/her powers and duties at the meeting, the Chairman/Chairwoman of the Board of Directors shall appoint a director to act in his/her stead. Absent the above appointment, the directors shall elect one from among themselves to preside at the meeting.

The director or the representative of the corporate director appointed to preside at the Shareholders' Meeting acting instead of the Chairman / Chairwoman of the Board of Directors provided in the preceding paragraph must have held his/her directorship for a period of six months or more and must be well informed of the financial standing and business of the Company.

The shareholders meeting convened by the Board of Directors should be presided by the Chairman of the Board of Directors and attended by the majority of the directors (including presence of at least one independent director and coordinator of the Audit Committee,) and one or more members for each of the function-oriented committees established; and the attendance to the meeting shall be recorded in the minutes of the meeting.

The Shareholders' Meeting convened by a person other than the Board of Directors authorized to do so shall be presided by that person. Where the Shareholders' Meeting is convened by two or more persons, they shall elect one from among themselves to preside at the meeting.

The Company may appoint legal counsel(s), certified public accountant(s) or relevant personnel to attend the Shareholders' Meeting as non-voting delegates.

## **Article 8**

The attendance at the Shareholders' Meeting shall be counted based on the number of shares represented at the meeting, which number shall be counted by adding up the shares represented by signed attendance book, the signed attendance card and the shares represented by the voting right exercised in writing or electronically.

The chairperson of the meeting shall announce to commence the meeting in due course and publicize information on both the number of shares without voting right and number of shares in attendance. The announcement may be postponed twice and only twice and up to not more than an hour in total pending the fulfillment of representation of the majority of the total issued shares of the Company. If the total shares represented at the meeting still account for less than one third (1/3) of the total issued shares of the Company after the chairperson has duly twice postponed commencing the meeting, the chairperson shall announce the call for the meeting unsuccessful.

Where the total shares represented at the meeting not amounting to the quorum attains one third (1/3) or more of the total issued shares of the Company after the commencement of the meeting is duly twice postponed in accordance with the preceding paragraph, tentative resolutions may be adopted by the meeting under paragraph one of Article 175 of the Company Act, which tentative resolutions must be notified to the shareholders each with the notice of a re-scheduled Shareholders' Meeting to be held within a month.

If the quorum of due representation of the majority of the total issued shares of the Company is fulfilled before the meeting ends, the chairperson shall submit the tentative resolutions adopted (if any) to the meeting for re-voting and adoption by the meeting pursuant to Article 174 of the Company Act.

## **Article 9**

The Company shall take video and sound recording of the whole proceeding of the Shareholders' Meeting.

The recording provided in the preceding paragraph shall be kept for a term of not less than one year except in case of any shareholder's action initiated under Article 189 of the Company Act where the above recording shall be kept through the action concluded with a final judgment with binding effects.

#### **Article 10**

The agenda of the shareholders meeting convened by the Board of Directors shall be compiled and produced by the Board of Directors. Related issues proposed (including extempore motions and revision of the original issues) should materialize the principle of voting on cases one by one. The meeting shall proceed strictly in accordance with the agenda except as otherwise changed by the relevant resolution adopted by the shareholders' meeting.

The preceding paragraph shall apply with necessary and appropriate alteration to the Shareholders' Meeting convened by the person authorized to do so other than the Board of Directors.

Except as approved by the resolution adopted by the meeting for him/her to do so, the chairperson must not announce to adjourn the meeting before the agenda duly ends (including extempore motions, if any) pursuant to the two preceding paragraphs or the other members of the Board of Directors shall instantly assist the shareholders present at the meeting in re-electing one from among them by the majority votes represented at the meeting to act as the chairperson to continue the meeting.

The chairperson shall accord each of the issues proposed and the revision or extempore motion proposed by the shareholders sufficient time for explanation and discussion and may announce that the discussion be ceased and voting be taken when he/she considers it appropriate to do so. Sufficient voting time for shareholders should be provided.

#### **Article 11**

The shareholder who wishes to take the platform at the meeting shall fill out the request form indicating therein the gist of his/her speech and his/her shareholder account number (or attendance tag number) and name. The order for the shareholders to speak at the meeting, who have duly requested to take the platform, shall be determined by the chairperson.

The shareholder who has filled out the request form but does not take the platform shall be deemed not to have spoken. In case of discrepancy between the actual speech and the gist of speech written in the signed request form, the former shall govern.

Except as approved by the chairperson, the shareholder who has duly requested to take the platform on certain issue proposed may speak twice and only twice on that issue for a duration of not more than five (5) minutes each. Notwithstanding, the chairperson may cease the shareholder's speech or announce to cease the discussion and forthwith move on with the rest of the agenda or the relevant procedure if the shareholder has spoken in breach of the relevant rules, outside the scope of the issue at hand or at the cost of the order of the meeting.

Except as approved by both of the chairperson and the shareholder duly taking the platform, no shareholder may interrupt the speech made by the speaker shareholder. The chairperson is authorized to prevent and remove unapproved interruption of the shareholder's speech, if any.

Where a corporate person has appointed two or more representatives to act in its stead at the Shareholders' Meeting, only one elected by the representatives from among themselves may take the platform on the issue at hand.

The chairperson may personally or designate the relevant personnel to answer the speech made by the shareholder who has duly taken the platform.

#### **Article 12**

The shareholder will have one vote on each share held. Notwithstanding, the holder will have

no voting right on the shares described in paragraph two of Article 179 of the Company Act.

### **Article 13**

The voting at the Shareholders' Meeting shall be counted according to the number of shares represented by the votes received.

For the purpose of counting the votes on the resolution adopted by the Shareholders' Meeting, non-voting shares shall be excluded from the counting of the total issued shares of the Company.

The shareholder whose own interests in the issue at hand conflicts against the interests of the Company must not vote on the issue nor appoint another shareholder to do so in his/her stead.

The shares represented by the voting rights barred by the preceding paragraph on the issue at hand shall be excluded from the counting of the total shares represented at the meeting for the purpose of voting on that particular issue.

Except for trust enterprises or stock affair institutions authorized by the competent securities authority, a proxy acting at the meeting for two or more shareholders may exercise the voting rights up to the extent and only the extent where the voting rights exercised represent no more than 3% of the total issued voting shares of the Company. Voting exercised by the above proxy in excess of said limitation of voting right will be disregarded.

### **Article 14**

The voting right of the shareholder shall be exercised electronically and may be exercised in writing and the method of exercising the voting right shall be manifestly indicated in the notice of the Shareholders' Meeting. The shareholder who elects to exercise his/her voting right in writing or electronically will be deemed to have attended the meeting in person, provided that he/she will be deemed to waive his/her voting right with respect to the revision proposed on an issue listed in the agenda or new issues proposed by way of an extempore motion at the meeting; the Company shall accordingly avoid initiating any proposal to change the agenda or any extempore motions.

The shareholder exercising his/her voting right in writing or electronically under the preceding paragraph shall serve the notice of his/her voting to the Company two days before the scheduled meeting date. Where the shareholder has served more than one notice of his/her voting to the Company, the earliest served to the Company shall govern except where the shareholder has expressed to withdraw the notice.

If the shareholder who has exercised his/her voting right in writing or electronically wishes to attend the Shareholders' Meeting in person, the shareholder shall have the notice of withdrawal of his/her voting served to the Company by the same method as he/she exercised his/her voting right (in writing or electronically) no later than two days before the scheduled meeting date or his/her voting indicated in the notice served to the Company shall govern. Where the shareholder has exercised his/her voting right in writing or electronically has designated a proxy to act in his/her stead at the meeting, the voting exercised by the proxy in his/her stead shall govern.

### **Article 15**

Except as otherwise provided by the Company Act, the resolution of the Shareholders' Meeting must be adopted by the majority votes represented at the meeting. When a proposal is submitted for voting by the meeting, the chairperson or the relevant personnel appointed by the chairperson shall announce in advance the total amount of votes accountable to be voted on the issue and the number of approval votes, disapproval votes and waivers each shall be published on the M.O.P.S. on the day following the end of the Shareholders' Meeting.

Where of the same issue is proposed a revision and a replacement, the chairperson shall determine the order of the voting on the three proposals: the original as proposed, the original

with the revision proposed and the proposed replacement respectively. Once the resolution is adopted on one of the three proposals, the others shall be deemed denied without voting.

The personnel to supervise the voting and count the ballots voted shall be appointed by the chairperson, provided that the personnel to supervise the voting must be the shareholder(s) of the Company.

The ballots voted either for adopting a resolution or election shall be openly counted at the meeting and the result of the voting (including the calculation of the ballots) shall be forthwith announced upon completion of the counting of the ballots and recorded in the meeting minutes.

#### **Article 16**

The election (if any) of the director(s) of the Company at the shareholders meeting shall be in accordance with the relevant bylaw of the Company and the result of the election shall be announced at the meeting including the name of each director elect and the amount of votes for them each. List of directors not elected and the amount of votes they obtain should also be announced.

The ballots voted on the election provided in the preceding paragraph shall be sealed and signed by the voting-supervising personnel and property kept for a period of at least one year. Notwithstanding, in the event of any shareholder's action initiated under Article 189 of the Company Act, the ballots shall be kept through the action concluded with a final judgment with binding effects.

#### **Article 17**

The resolutions adopted by the Shareholders' Meeting shall be recorded in writing, which meeting minutes shall be signed or sealed by the chairperson and distributed to the shareholders each within twenty (20) days after the meeting. The meeting minutes may be produced and distributed electronically.

The Company may distribute the above meeting minutes to the shareholders by public notice on the M.O.P.S.

The meeting minutes shall accurately record the year, month, date, the venue, name of the chairperson, method of adopting resolutions, the gist of the proceeding and the voting conclusion of the meeting(including statistical weighting factor put on record). Disclose the amount of weighted votes for every candidate and kept by the Company throughout the existence of the Company.

#### **Article 18**

The Company shall calculate and compile a statement on the number of shares to be represented at the meeting by the proxy solicitors and the proxies respectively and have the statement produced manifestly displayed at the meeting in accordance with the required form and substance.

The Company shall have the resolutions adopted by the shareholders meeting published through the Market Observation Post System within the required time period, which resolutions are by definition important information under the relevant laws and regulations or required by the Taiwan Stock Exchange Corporation.

#### **Article 19**

The meeting affairs personnel working at the Shareholders' Meeting shall each wear a working staff identification badge or arm-band indicating so.

The chairperson may direct the order-maintaining working personnel or the security guards to

assist in maintaining the order of the meeting, who shall each wear a badge or arm-band indicating Order-maintaining Personnel.

The chairperson may act to cease the shareholder who speaks out at the meeting by using whatever equipment other than the loud speaker facility the Company has prepared for the meeting.

The chairperson may direct the order-maintaining personnel or the security guard to usher out of or remove from the venue of the meeting the shareholder who acts in violation of the rules for the meeting or interrupts the proceeding of the meeting and refuses to rectify his/her conduct after being advised to do so by the chairperson.

#### **Article 20**

The chairperson may announce to recess the meeting in the process of the meeting. In the event of force majeure, the chairperson may decide to temporarily suspend the meeting and, if necessary, announce the time when the meeting shall be resumed.

The Shareholders' Meeting may adopt the resolution to continue the meeting elsewhere if the venue should become unavailable before the agenda of the meeting (including extempore motions) is duly concluded.

The Shareholders' Meeting may adopt the resolution under Article 182 of the Company Act to postpone or continue the meeting within five (5) days.

#### **Article 21**

These Rules and all subsequent amendments shall come into force on the relevant resolution adopted by the shareholders meeting.

These Rules were established on March 13, 2003 and subsequently revised as follows: May 14, 2004, September 25, 2009, July 6, 2010, June 13, 2012, June 21, 2013, Jun 23, 2015, June 30, 2020 and July 21, 2021.



## **Exhibit 2**

### **ScinoPharm Taiwan, Ltd. Rules Governing Election of Directors**

#### **Article 1**

These Rules are established under Articles 21 of the Corporate Governance Best Practice Principles for Publicly Listed And Traded-Over-The-Counter Companies with a view to the open, fair and just elections of the directors of the Company.

#### **Article 2**

Except as otherwise provided by laws, regulations or the Articles of Incorporation of the Company, the directors of the Company shall be elected in accordance with these Rules.

#### **Article 3**

The directors of the Company shall be elected in consideration of the functions and duties of the Board of Directors as a whole. The Board of Directors shall be formed by members of diversified backgrounds to enable the making of appropriate directives and policies to meet the needs of managing its operation and the type of business operation and development of the Company, for which purpose, the qualification of the candidate in, among others, the following two major aspects shall be considered:

1. Basic qualification and values: gender, age, nationality and cultural background; and
2. Special knowledge and skill: special background (such as legal, accounting, fields of industry, financial, marketing or technology), special skill and practical industrial experience.

The members of the Board of Directors must be generally equipped with the relevant knowledge, skill, education and training needed for them to perform their functions and duties. The members of the Board of Directors as a whole must have the general ability to

1. make business judgments and decisions;
2. conduct fiscal and financial analyses;
3. carry out and manage the business of the Company;
4. deal with crisis;
5. get hold of the relevant knowledge about the industries;
6. perform functions and duties from a global perspective;
7. exercise leadership skill; and
8. make policy decisions.

The majority of the directors must not be the spouse or a relative within the second degree of kinship to another among themselves.

#### **Article 4**

The independent director of the Company must fulfill the eligibility requirements provided in Articles 2, 3 and 4 of the Regulations Governing Establishment of Independent Directors by Public Companies.

The election of the independent director of the Company shall be in accordance with Articles 5, 6 of the Regulations Governing Establishment of Independent Directors by Public Companies and Article 24 of the Corporate Governance Best Practice Principles for Publicly Listed and Traded-Over-The-Counter Companies.

#### **Article 5**

The directors of the Company shall be elected based on nomination in accordance with Article 192-1 of the Company Act.

Should for whatever reason the number of directors falls below 5, the Company shall have new directors elected by the upcoming shareholders meeting.

Notwithstanding, where the vacant offices of the directors account for 1/3 or the number specified in the Articles of Incorporation of the Company, the Company shall, within 60 days from the date

of the occurrence, convene an extraordinary shareholders meeting to elect new directors to fill in the vacancies.

Where the number of independent directors falls short of the number provided in the Article 23 of the Articles of Incorporation, new independent directors shall be elected by the upcoming shareholders meeting to fill the vacancies. Where all of the independent directors have been removed or discharged, an extraordinary shareholders meeting must be convened within 60 days of the occurrence to elect new independent directors.

#### **Article 6**

The nominated cumulative voting system is adopted for the election of the directors of the Company:

The shareholder will have the same amount of votes entitled on each share held as the number of the directors to be elected, which votes may be cumulated and cast for a single candidate or distributed among a plurality of candidates.

The Company adopts the candidates' nomination system for the election of the independent director. The shareholders will elect from among the candidates nominated.

The election of the independent director and the non-independent directors shall be held jointly with the number of the elect to be counted separately in accordance with the Articles of Incorporation of the Company and these Rules.

#### **Article 7**

The Company shall prepare the ballot forms in the same amount as the number of the directors to be elected, indicate there in the number of votes entitled, and distribute them to the shareholders present at the shareholders meeting. For the purpose of registering the votes cast, the shareholder's attendance card number may be recorded instead of his/her personal name. The Ballot forms will not be reprinted if the shareholders voted electronically.

#### **Article 8**

Subject to the number of directors provided in the Articles of Incorporation of the Company, the votes cast for the election of the independent directors and non-independent directors shall be counted separately and the elect shall be determined and prioritized according to the number of votes won. In case of a tied vote while the number of open positions falls short of the tied candidates, the elect shall be determined by lot drawing by the tied candidates or by the chairperson on behalf of the candidate who is for whatever reason not present at the meeting.

#### **Article 9**

The chairperson shall, prior to the election, appoint a number of shareholders to act as the scrutineers and the ballot counters at the election. The ballot boxes shall be prepared by the Company and openly inspected by the scrutineers before the voting commences.

#### **Article 10**

The shareholder voter shall indicate in the ballot form the shareholder candidate's shareholder account name and shareholder account number or the personal name and identification number of the non-shareholder candidate. Notwithstanding, where the candidate voted is a government agency or corporate shareholder, the shareholder voter may indicate in the ballot form the candidate's official designation with or without the personal name of its representative; where such voted candidates has a plurality of representatives, all of the representatives' personal names shall be indicated in the ballot form.

#### **Article 11**

The vote cast shall be void if

1. the ballot is not cast in the authorized ballot form prepared by the Company;
2. the ballot cast is blank;
3. the ballot is unintelligible or in any way altered;
4. the personal name or the shareholder account number of the shareholder candidate voted

- indicated in the ballot is inconsistent with that recorded in the shareholders roster; or the name or identification number of the non-shareholder candidate voted is untrue;
5. the ballot cast bears any word other than the voted (shareholder) candidate's personal name and (shareholder account) identification number; or
  6. the (shareholder) candidate's personal name indicated in the ballot is identical with that of another (shareholder) candidate but there is no (shareholder account number) identification number available to determine the candidate voted.

#### **Article 12**

The votes cast will be opened and counted on site upon completion of the voting and the chairperson shall announce the election result on site by reading out, among others, the names of the directors elect as well as their votes.

The ballots and the number of votes electronically provided in the preceding paragraph shall be sealed and signed by the ballot examiner and safely kept for at least one year and up through the conclusion of the action (if any) initiated by the shareholder of the Company under Article 189 of the Company Act.

#### **Article 13**

The Board of Directors will issue a certificate of election to the directors elect each.

#### **Article 14**

These Rules and all subsequent amendments shall come into force on the relevant resolution adopted by the shareholders meeting.

These Rules were established on May 14 2004 and subsequently revised as follows: September 25, 2009, December 9, 2010, June 13 2012, June 21, 2013, June 23 2015, and June 30, 2020.

## **Exhibit 3**

### **ScinoPharm Taiwan, Ltd. Articles of Incorporation**

#### **Chapter 1 General Provisions**

##### **Article 1**

The Company is duly organized under the Company Act of the Republic of China (Taiwan) as a company limited by shares and named ScinoPharm Taiwan, Ltd. in English.

##### **Article 2**

The business items of the Company are as follows:

- (1) C802041 Manufacture of pharmaceuticals;
- (2) C801990 Manufacture of other chemical materials;
- (3) IG01010 Biotechnological services;
- (4) F601010 Intellectual property rights related services
- (5) F401010 International trade.

<<1. Research, development, production, manufacture and distribution of the following products: (1) generic APIs, (2) protein drugs, (3) oligonucleotide, (4) peptide, (5) injection formulation, (6) small-molecule new drugs.

2. Consulting, advisory and technical services relating to the above products.

3. International trade in connection with the above products.

4. Sale of reprocessed chemical materials recycled from the company's manufacturing process >>

##### **Article 3**

The Company having its head office established at the Southern Taiwan Science Park may, where necessary, set up branch offices and representative offices at home or abroad in accordance with the relevant resolution adopted by the meeting of the Board of Directors subject to the approval of the competent authority.

##### **Article 4**

Subject to the resolution adopted by the meeting of the Board of Directors, the Company may act as guarantor pursuant to the Company's relevant policy in consideration of meeting business needs.

##### **Article 5**

The total amount of investments made the Company may account for 40% or more of the paid-in capital of the Company irrespective of the limitation provided in Article 13 of the Company Act, provided that the investments must be in accordance with the relevant resolution adopted by the meeting of the Board of Directors.

#### **Chapter 2 Capital**

##### **Article 6**

The Company has Ten Billion New Taiwan Dollars (TWD10,000,000,000) in authorized capital divided into one billion shares (1,000,000,000) with a value of Ten New Taiwan Dollars each (TWD10) to be issued in separate batches by the Board of Directors authorized to do so with a total of 7,000,000 shares to be reserved for issuance of stock option certificates.

**Article 7**

All of the Company's shares bear the signatures and seals of the Company's directors and shall be issued with certification by banks with qualification to be legally authorized registrars for stock issuance. The Company may elect not to produce the certificates on the shares issued after completing the registration of the issued shares with the centralized securities depository institution.

**Article 8**

All of the shares of the Company are registered ones. The individual shareholder will have his/her personal name and address and the corporate shareholder will have its corporate designation and its legal representative's personal name and address recorded in the Company's shareholders' roster. Joint shareholders of the share (if any) shall elect one among themselves for the purpose of the above recordation in the shareholders' roster.

**Article 9**

The shareholder or the legal holder of the share certificate lost or destroyed shall make a report to the police upon information of the loss or destruction and fill out the relevant request form to have the loss or destruction of the share certificate registered with the Company. The shareholder or the legal holder shall at the same time file a request with the competent district court to have a relevant public notice made pursuant to the Taiwan Code of Civil Procedure and present the court judgment on the exclusion of rights in the share to the Company for registry.

**Article 10**

The stock affairs agency of the Company may collect reasonable procedural charges on each request for re-issuance of share certificate on account of the transfer, division of the share or the loss, damage or destruction of the share certificate according to the "Criteria Governing Handling of Stock Affairs by Public Stock Companies," unless there is different stipulation in legislation and securities regulations.

**Article 11**

The shareholder shall report his/her/its legal name and the address of his/her/its domicile, as well as the specimen card of his/her/its seal for keeping by the Company.

**Article 12**

The shareholder who lost his/her/its seal the specimen of which is imprinted in the seal specimen card kept by the Company for record shall give a written notice to the Company upon information of the loss and issue a request to the stock affairs agency of the Company to have his/her/its new seal registered.

**Article 13**

Transfer of shares of the Company cannot be made within a period of sixty (60) days prior to the General Shareholders' Meeting, thirty (30) days prior to an Extraordinary Shareholders' Meeting, and five (5) days prior to the start date of distribution of dividend, bonus or other interests in the shares held.

**Chapter 3 Shareholders' Meeting****Article 14**

The meeting of the shareholders of the Company will be the General Shareholders' Meeting to be convened by the Board of Directors each year within six (6) months after the end of that fiscal year or an extraordinary Shareholders' Meeting to be duly convened from time to time when necessary.

**Article 15**

The meeting of the shareholders of the Company shall be convened in accordance with the Company Act, Securities and Exchange Act, and the relevant laws and regulations according to the public announcement or notice issued by the competent securities authority.

The notice of the meeting of the shareholders of the Company may be issued electronically on the consent of the shareholder.

**Article 16**

Except as otherwise provided by the Company Act and other legislations, the Shareholders' Meeting must be attended by the shareholders in person or their proxies representing over half of the shares in issued. The resolution of the Shareholders' Meeting must be adopted by the majority of the votes represented at the meeting.

**Article 17**

Except those subject to restrictions or in one of events provided in Article 179 of the Company Act, the shareholder of the Company will have one vote on each share held.

The shareholder may cast his/her vote at the Shareholders' Meeting in writing or electronically in accordance with the Company Act and the laws, regulations established and orders issued by the competent securities authority.

**Article 18**

The shareholder who for whatever reason is unable to attend the Shareholders' Meeting in person may designate a proxy to attend and act in his/her stead at the meeting by executing the proxy letter form prepared by the Company specifying the scope of authorization to the proxy.

The proxy designated may be a non-shareholder of the Company. Subject to the public offering of the Company, The related operation shall be in accordance with the "Rules Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies" and other related legislations.

**Article 19**

Unless stipulated otherwise in the Company Act, the shareholders' meeting of the Company shall be convened by the board of directors and chaired by the chairperson of the board of directors. In case the chairperson cannot exercise the duty, whether on leave or for other reasons, he/she shall designate a director in his/her stead. If the chairperson fails to make the designation, other directors shall elect one among them to chair the meeting. In case the shareholders' meeting is not convened by the board of the directors, the convener shall chair the meeting. If there are two or more conveners, they shall elect one among them to chair the meeting.

**Article 20**

The issues presented for discussion and/or resolution at the Shareholders' Meeting and the resolution adopted by the meeting shall each be recorded in the minutes of the meeting, which meeting minutes must be signed or sealed by the chairperson and a copy of which shall be distributed to the shareholders of the Company each within twenty (20) days after the meeting. The above meeting minutes may be produced and distributed electronically. The minutes of the Shareholders' Meeting shall be kept by the Company together with the relevant signed attendance book and proxy letters received. The Company may distribute the above minutes of the Shareholders' Meeting electronically.

**Article 21**

Subject to the public offering of the Company, the Company may withdraw the public offering on and only on the relevant resolution adopted by the Shareholders' Meeting other than that adopted by the meeting of the Board of Directors.

**Chapter 4 Directors****Article 22**

Compensation to the Directors of the Company will be determined by the Board of Directors by reference to the common standards adopted by the trade home and abroad.

**Article 23**

The Company will have seventeen (17) Directors to be elected by the Shareholders' Meeting from the shareholders with disposing capacity.

Two or more of the above Directors shall be independent directors, and the total number of independent directors shall account for not less than one fifth (1/5) of the total number of directors.

Directors are to be elected by the Shareholders' Meeting from among the candidates nominated.

The special qualification, required shareholding, restriction on concurrent positions held, determination of impartiality, method of nomination and method of election of the independent directors and other relevant legally required matters shall be in accordance with the Company Act and the relevant laws and regulations prescribed by the competent securities authority.

**Article 24**

The Directors each of the Company will serve an office term of three years and may be re-elected; but the independent director shall serve in office for a term of not more than three terms. Percentage of total shares owned by directors is set according to the Company Act and the prescribed by the competent securities authority.

The Company has an Audit Committee formed by all of the independent directors under the Securities and Exchange Act. The establishment, functions, powers and authorities, rules for the meeting and other legal compliance matters of the Audit Committee shall be in accordance with the relevant regulations issued by the competent securities authority.

The Company should procure liabilities insurance for the Directors elected during their office term.

**Article 25**

The Directors shall elect one from among themselves to act as the Chairman/Chairwoman of the Board of Directors of the Company.

**Article 26**

The Chairman/Chairwoman of the Board of Directors shall externally represent the Company and internally preside the Shareholders' Meetings and the meetings of the Board of Directors.

**Article 27**

Unless stipulated otherwise in the Company Act, the meeting of the board of directors shall be convened by the chairperson of the board of directors, who shall notify, in written form or via fax or e-mail, directors on the date, venue, and agenda seven days prior to the meeting. In the event of urgency, the meeting of the board of directors can be convened anytime via the aforementioned methods of notification.

## **Article 28**

The meeting of the Board of Directors shall be presided by the Chairman/Chairwoman of the Board of Directors. If he/she is for whatever reason unable to preside the meeting, he/she shall designate a Director to act in his/her stead. Absent the above designation, the Directors shall elect one from among themselves to preside the meeting in deputy.

## **Article 29**

The Directors shall vote to approve or disapprove and exercise their powers and duties with respect to the matters proposed on the agenda at the relevant meeting of the Board of Directors which shall be convened at least once every quarter. Except as otherwise provided by the Company Act, the resolution with respect to the revision of these Articles of Incorporation as provided in subparagraph (1) below must be adopted by three fourths (3/4) or more of all of the Directors of the Company and with respect to other matters by two thirds (2/3) or more of all of the Directors of the Company:

- (1) Revision of these Articles of Incorporation.
- (2) Contract with a proposed value equal to or exceeding the relevant authorized amount (which authorized amount is to be defined by the Board of Directors authorized to do so).
- (3) Major capital expenditure not included in the relevant approved budget with a proposed sum equal to or exceeding the relevant authorized amount (which authorized amount is to be defined by the Board of Directors authorized to do so), which proposed sum cannot be divided into smaller amounts to obtain easy approval and which proposed sum as approved cannot be divided for spending.
- (4) Establishment of company bylaws with respect to the handling of transactions where the Company is to externally provide guaranty, endorsement, accept to honor, commit, advance payments, provide lending, procure loan, sell account receivables.
- (5) Establishment and removal of branches and offices of the Company.
- (6) Investment in, merge or acquire other businesses.
- (7) Transfer, assignment, sale, lease, pledge, mortgage or otherwise dispose of the entire assets or important assets of the Company.
- (8) Transaction by and between the Company and its affiliate or the shareholder, director of the Company or their relative.
- (9) Approval and revision of agreements proposed on transfer or licensing of technology, know-how or patent right.
- (10) Approval and revision of trademark license agreement with an effective term of one year or more.
- (11) Proposed earnings distribution plan (or loss appropriation plan).
- (12) Review and approval of proposed budgetary plan and final accounting.
- (13) Proposed increase or decrease in the capital of the Company.
- (14) Proposed operation plan; proposed factory construction or expansion projects.
- (15) Appointment, re-appointment and dismissal of the certified public accountant, legal counsel of the Company and the lead underwriter and secondary underwriter handling the public listing or over-the-counter trading of the shares of the Company.
- (16) Appointment and dismissal of the general manager of the Company.
- (17) Establishment of the bylaws with respect to the powers and authorization to be exercised by the Chairman of the Board of Directors and the general manager respectively.
- (18) Establishment of bylaws with respect to the hiring, promotion of employees and the salary payment policy.
- (19) Other bylaws with respect to the organization of the Company and the relevant implementation rules.
- (20) Other matters proposed that must be duly submitted to the Shareholders' Meeting for approval.



**Article 30**

The Director may issue a written proxy to designate another Director to attend the meeting of the Board of Directors and exercise his/her voting right on all proposed matters at the meeting in his/her stead; provided that a Director may act as the proxy for one and only one of the other Directors.

**Article 31**

The resolutions adopted by the meeting of the Board of Directors shall be recorded in the minutes of the meeting, which meeting minutes must be signed or sealed by the Chairman of the Board of Directors or the chairperson of the meeting with a copy thereof distributed to the Directors each. The meeting minutes shall be kept by the Company together with the relevant attendance book and written proxies received.

**Article 32**

The functions, powers and duties exercised by Supervisors under the Company Act, Securities and Exchange Act and other laws and regulations shall apply to the Audit Committee with necessary and appropriate alterations upon the establishment of the Audit Committee.

**Article 33**

The Company may establish various functional boards or committees under the relevant organization rules to be prescribed by the meeting of the Board of Directors in accordance with the relevant laws and regulations.

**Article 34**

The Board of Directors may have a number of secretaries or assists to take charge of keeping the minutes of the meetings of the Board of Directors and the Shareholders' Meetings and all of the important documents, contracts, agreements and instruments of the Company.

**Article 35**

The Company shall be liable and reimburse for the loss incurred in the course of the Director's performance of his/her functions and duties, which loss is not attributable to the same Director. For the purpose of protecting the Company from the above liability, the Company shall procure liabilities insurance for the Directors each by reference to the coverage commonly adopted by the trade home and abroad.

**Chapter 5 Managerial Officers****Article 36**

The company institutes managerial staffers, including a general management and a number of deputy general managers, whose appointment, dismissal, and compensations shall be made according to the resolutions of the board of directors.

**Article 37**

The general manager acting in accordance with the instruction of the Chairman of the Board of Directors shall take general charge of the day-to-day affairs of the Company and supervise, carry out and manage the operation of the Company.

**Article 38**

The Company shall be held liable and reimburse for the loss incurred in the course of the general

manager's and the deputy general manager's performance of their functions and duties, which loss is not attributable to him/her. For the purpose of protecting the Company from the above liability, the Company shall procure liabilities insurance for the general manager and the deputy general manager each by reference to the coverage commonly adopted by the trade home and abroad.

## **Chapter 6 Fiscal Reports**

### **Article 39**

The Company shall produce and present the following documents after the end of each fiscal year to the meeting of the Board of Directors for adoption and thereafter to the General Shareholders' Meeting for ratification:

- (1) Business report.
- (2) Financial statements.
- (3) Proposed earnings distribution plan or loss appropriation plan.

### **Article 40**

Should the Company earn surpluses within the current term, at least two percent of surpluses should be set aside for employee compensation, and no more than two percent of surpluses should be set aside for director compensation. However, if the Company has accumulated losses, surpluses should be held in reserve to make up said loss.

The surpluses within the current term of the previous paragraph refer to pre-tax profits prior to deduction of employee and director compensation.

Recipients of employee compensation include employees subordinate to the Company that comply with certain conditions.

### **Article 41**

Given the changeful industrial environment for the Company's business, in formulating earnings distribution plan, the board of directors shall take into account the Company's project for capital outlays and funding needs, as well as the use of earnings to meet the financial needs, before determining the allocation of earnings for reserved earnings or distribution, including the amount of distribution and dividend payout for shareholders in cash.

### **Article 41**

Given the changeful industrial environment for the Company's business, in formulating earnings distribution plan, the board of directors shall take into account the Company's project for capital outlays and funding needs, as well as the use of earnings to meet the financial needs, before determining the allocation of earnings for reserved earnings or distribution, including the amount of distribution and dividend payout for shareholders in cash.

In case there are earnings in the Company's annual final accounts, the earnings shall be appropriated for payment of business income tax and makeup for accumulated debts from past years. Afterwards, ten percent of the surplus, should it exist, after inclusion of other items except current after-tax net profits in retained earnings of the year shall be appropriated for legal reserve, unless the accumulated legal reserve has exceeded the Company's paid-in capital. The remainder, if any, can be appropriated for special reserve, with the balance to be added to the accumulated undistributed earnings from past years as accumulated distributable earnings. Dividends for shareholders shall be equivalent to 50% to 100% of the accumulated distributable earnings, with cash dividends no less than 30% of the total dividend payment of the year. The

board of directors formulates the earnings distribution plan for ratification by shareholders' meeting before execution of the payout.

## **Chapter 7 Supplemental Provisions**

### **Article 42**

Matters not addressed herein shall be in accordance with the Company Act of the Republic of China (Taiwan) and the relevant laws and regulations prescribed and announced by the competent authority.

### **Article 43**

These Articles of Incorporation established on October 16, 1997, have been revised as follows: 1st revision of March 17, 1998, 2nd revision of April 7, 1999, 3rd revision of July 21, 2000, 4th revision of December 3, 2001, 5th revision of June 13, 2002, 6th revision of March 13, 2003, 7th revision of June 30, 2003, 8th revision of June 30, 2003, 9th revision of May 14, 2004, 10th revision of June 3, 2005, 11th revision of October 3, 2005, 12th revision of February 15, 2006, 13th revision of June 7, 2006, 14th revision of June 18, 2009, 15th revision of September 25, 2009, 16th revision of April 29, 2010, 17th revision of December 9, 2010, 18th revision of June 13, 2012, 19th revision of June 21, 2013, 20th revision of June 18, 2014, 21st revision of June 27, 2016, 21st revision of June 27, 2016, 22nd revision of June 27, 2018, 23rd revision of June 27, 2019, 24<sup>th</sup> revision of June 30, 2020, 25<sup>th</sup> revision of May 30, 2022 and 26<sup>th</sup> revision of May 29, 2023

**ScinoPharm Taiwan, Ltd.**  
**Chih-Hsien Lo**  
**Chairman of the Board of Directors**

**Exhibit 4****Required Minimum and Actual Shareholding data by Directors**

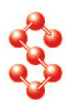
1. According to Article 26 of the Securities and Exchange Act, the total amount of shares held by the directors of the Company as a whole shall account for no less than 25,303,655 shares.
2. According to the Company's shareholders register as of the suspension of transfer of the shares of the Company for this General Shareholders' Meeting, the shareholding of the directors each is detailed as follows:

As of March 30, 2024

<b>Title</b>	<b>Name</b>	<b>Amount of shares held</b>
Chairman of the Board of Directors	Uni-President Enterprises Corp. Representatives: Chih-Hsien Lo	299,968,639
Director	Uni-President Enterprises Corp. Representatives: Tsung-Ming Su, Chin-Yuan Cheng, Tsung-Pin Wu, Jia-Horng Guo, Fu-Jung Lai	299,968,639
Director	National Development Fund, Executive Yuan Representatives: Ming-Chuan Hsieh Ya-Po Yang	109,539,014
Director	Tainan Spinning Co., Ltd. Representative: Po-Ming Hou	23,605,921
Director	Kao Chyuan Investment Co., Ltd. Representative: Shioh-Ling Kao	14,832,733
Director	President International Development Corp. Representative: Chiou-Ru Shih	28,673,421
Director	Taiwan Sugar Corp. Representative: Ling Ming Sun	32,581,963
Independent Director	Lewis Lee	–
Independent Director	Wen-Chang Chang	–
Independent Director	Li-Tzong Chen	–
Independent Director	Jang-Yang Chang	–
Independent Director	Chyun-Yu Yang	–
<b>Total</b>		<b>509,201,691</b>

## Notes:

- (1) Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies stipulates that "if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors shall be decreased by 20 percent."
- (2) As the Company has set up an Audit committee, provisions with regard to minimum shareholdings required of supervisors are not applicable.



ScinoPharm

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