



**科妍生物科技**  
**SciVision Biotech**

**SciVision Biotech Inc.**

**2023 General Shareholders' Meeting**

**Meeting Handbook**

**Date: June 28, 2023**

**Location: No. 12, Fuxing 4th Road, Qianzhen District, Kaohsiung City**  
**(Atrium Saloon, Building A, South District, Kaohsiung Software Technology Park)**

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# **SciVision Biotech Inc.**

## **2023 General Shareholders' Meeting Procedure**

- I. Announcement of the meeting in session (report on the share count of the shareholders attending the meeting)
- II. Chairman's Address
- III. Reports
- IV. Ratifications
- V. Elections matters
- VI. Discussions
- VII. Extempore Motions
- VIII. Adjournment

# SciVision Biotech Inc.

## 2023 General Shareholders' Meeting Agenda

- I. Time: 9:00 a.m., Wednesday, June 28, 2023
- II. Location: No. 12, Fuxing 4th Road, Qianzhen District, Kaohsiung City  
(Atrium Saloon, Building A, South District, Kaohsiung Software  
Technology Park)
- III. Call the Meeting to Order
- IV. Chairman's Address
- V. Reports
  - (I) Business Report 2022
  - (II) Audit Committee's review report on the 2022 financial statements
  - (III) 2022 Remuneration Distribution Report for Employees and Directors
  - (IV) Execution Report on the 2nd Domestic Unsecured Convertible  
Corporate Bond
  - (V) Report on the partial amendments to the "Rules of Procedure for  
Board of Directors Meetings"
- VI. Ratifications
  - (I) Business Report and Financial Statements 2022
  - (II) Appropriation of 2022 earnings
- VII. Elections matters
  - (I) Election of 9 seats of directors (including 3 seats of independent  
directors)
- VIII. Discussions
  - (I) Cash distribution for capital surplus
  - (II) Partial amendments to the "Articles of Incorporation"
  - (III) Removal of new directors from non-competition restrictions
- IX. Extempore Motions
- X. Adjournment

# [Reports]

- I. Business Report 2022, hereby submitted for review.  
Explanation: For the Business Report of 2022, please refer to Appendix I on p. 9-10 of this handbook.
- II. Audit Committee's review report on the 2022 financial statements, hereby submitted for review.  
Explanation: For the Audit Committee's Review Report on 2022, please refer to Appendix II on p. 11-13 of this Handbook.
- III. 2022 Remuneration Distribution Report for Employees and Directors, hereby submitted for review.  
Explanation:
  1. According to Article 18 of the Company's Articles of Incorporation, if the Company has a profit in a fiscal year, it shall allocate no less than 5% as the remuneration to employees, and no more than 5% as the remuneration to directors.
  2. According to the resolutions reached in the 1st meeting of the Compensation Committee in 2023, NT\$9,641,583 was proposed for employee remuneration and NT\$9,641,582 for directors' remuneration, both of which were paid in cash.
- IV. Execution Report on the 2nd Domestic Unsecured Convertible Corporate Bond, hereby submitted for review.  
Explanation:
  1. The Company issued its 2nd domestic unsecured convertible corporate bond upon resolution of the board of directors on May 3, 2022 for the construction of new plants and repayment of the bank borrowings. The total amount raised was NT\$400 million. On May 27, 2022, Jin-Guan-Zheng-Fa-Zi No. 1110343177 was declared effective, and with the approval of the consortium juristic person, the Republic of China Securities OTC Trading Center, on September 28, 2011, Zheng-Gui-Zhai-Zi No. 11100107012, since October 3, 2022, over the counter trading began.
  2. For execution status of 2nd domestic unsecured convertible corporate bonds, please refer to Appendix III on p. 14 of this handbook.
- V. Report on the partial amendments to the "Rules of Procedure for Board of Directors Meetings", hereby submitted for review.  
Explanation: 1. The Company's "Rules of Procedure for Board of Directors Meetings" part of the provisions of the Company's "Rules of Procedure for Board of Directors Meetings" proposed to be amended in line with the need for corporate governance. The comparison table of the amended provisions is attached hereto as Appendix IV on p. 15-16.

# [Ratifications]

Proposed by the Board

I. Business Report and Financial Statements 2022, hereby submitted for ratification.

- Explanation:
1. The company's 2022 annual business report and financial statements were reviewed and signed by accountants LI, FANG-WEN and CHEN, CHENG-CHU of Ernst & Young Certified Public Accountants and issued an unqualified audit report, which was submitted to the company's board of directors for resolution and approval, and was sent to the The Audit Committee issues an audit report for record.
  2. For the Company's 2022 Business Report and Financial Statements, please refer to Appendix I on p. 9-10, and Appendix V and Appendix VI on p. 17-32.
  3. The proposal is submitted for ratification.

Resolution:

Proposed by the Board

II. Appropriation of 2022 earnings, hereby submitted for ratification.

- Explanation:
1. For the 2022 earnings distribution, the Company intends to appropriate NT\$130,266,025 from the distributable earnings as cash dividend to shareholders, which is about NT\$1.9545 per share, based on the number of shares held by shareholders as indicated in the shareholder register on the ex-dividend date. The above allotment ratio is calculated based on the total number of outstanding common stock shares (66,648,450).
  2. The distribution of cash dividends this time shall be rounded down to the nearest NTD according to the distribution percentage. Any portion of cash dividend less than NTD 1 will be recognized as other income of the company.
  3. Once the motion is approved by the general shareholders' meeting, it is proposed to authorize the Chairman for the distribution of cash dividends to authorize the Chairman to set the ex-dividend date, payment date, and handle related matters. the authorization of the Chairman rests with the sole discretion of the Chairman.
  4. For information on the distribution of earnings of the Company in 2022, please refer to Appendix VII on p. 33 of this handbook.
  5. The proposal is submitted for ratification.

Resolution:

# [Election matters]

Proposed by the Board

Election of 9 seats of directors (including 3 seats of independent directors).

- Explanation:
1. The term of office of the current directors (including independent directors) will expire on June 21, 2023. According to Article 195 of the Company Act, the incumbent director may extend the duty of service until the new director assumes office.
  2. Establish an Audit Committee consisting entirely of independent directors in accordance with Article 12-1 of the Company's Articles of Incorporation and Article 14-4 of the Securities and Exchange Act.
  3. The 9 seats of Directors (including 3 seats of Independent Directors) are re-elected. The new Directors assume their positions immediately after the conclusion of the Shareholders' Meeting for a term of 3 years from June 28, 2023 to June 27, 2026.
  4. The candidate nomination system is adopted for the nine seats of directors (including three independent directors) in accordance with the Company's Articles of Incorporation, and the system is approved in accordance with the Company's "Procedures for Election of Directors" and On May 10, 2023, the Board of Directors reviewed the qualified candidates. Please refer to Appendix VIII on p. 34-36 of this Handbook.
  5. Please vote.

Voting Results:

# [Discussions]

Proposed by the Board

## I. Cash distribution for capital surplus, hereby submitted for referendum.

- Explanation:
1. The Company intends to appropriate NT\$3,034,875 from the common stock capital surplus generated from cash enhancements in accordance with Article 241 of the Company Act, and to distribute the cash distributed to the shareholders of the shares held on the shareholder. The number of shares allocated is rounded up to NTD 1, and the fraction of proceeds paid under NTD 1 will be included in the Company's other income.
  2. Based on the 66,648,450 issued shares that are entitled to the distribution, the cash distribution is NT\$0.0455 per share.
  3. To authorize the Chairman to set the record date for allocating cash and cash dividends, and to authorize the Chairman with full power to handle changes in the Company's outstanding shares that affect the dividend rate per share.
  4. In the event of a necessary change caused by the facts, changes in laws or regulations, or approval of the competent authority, it is intended to refer to the Shareholders' Meeting to authorize the Chairman to handle the related matters with full power.
  5. The proposal is submitted to the referendum.

Resolution:

Proposed by the Board

## II. Partial amendments to the "Articles of Incorporation", hereby submitted for referendum.

- Explanation:
1. The Company's "Articles of Incorporation" will be amended to meet the operational needs of the Company. Details are as shown in Attachment IX. Please refer to the comparison table of the amended Articles of Incorporation on p. 37-38 of this handbook.
  2. The proposal is submitted to the referendum.

Resolution:



III. Removal of new directors from non-competition restrictions, hereby submitted for referendum.

- Explanations:
1. According to Article 209 of the Company Act, a director who has acted within the scope of the company's business for himself or on behalf of another person shall explain the materiality of such act to the shareholders' meeting and obtain the permission.
  2. If there is any competing act of the newly elected directors elected at the Company's General Shareholders' Meeting in 2023 that is prohibited from competing in business as specified in Article 209 of the Company Act, without prejudice to the interests of the Company, a motion shall be proposed in the Restrictions on competition in business. Please refer to Attachment X for details (Page 39 of this handbook for details).
  3. The proposal is submitted to the referendum.

Resolution:

**[Extempore Motions]**

**[Adjournment]**

## [Attachment]

### Business Report 2022

## Appendix I



Dear Shareholders:

Hereby presents the Business Report of SciVision Biotech Inc. in 2022 and 2023 in business plan.

#### I. Business Results 2022

##### (I) Outcome of Business Plan

The Company's operating revenue in 2022 was NT\$557,348,000, which was an increase of NT\$51,809,000, or about 10.25% from NT\$505,539 thousand in 2021. The growth of operating revenue is mainly attributed to the sale of overseas joint injection products and domestic absorbable anti-sticking gel increase.

##### (II) Budget Execution

The Company did not disclose the financial forecast in 2022, and hence no budget has been achieved.

##### (III) Budget Execution

Unit: NT\$1,000 (except for basic earnings per share, NT\$, NT\$)

Item		Year		
		2022	2021	Increase (decrease) (%)
Financial revenue	REVENUE	557,348	505,539	10.25%
	GROSS PROFIT	371,867	341,836	8.79%
	Profit after tax	141,716	101,720	39.32%
Profitability	Return on total assets (%)	6.74%	5.21%	29.37%
	Return on equity (%)	9.57%	7.13%	34.22%
	Profit margin (%)	25.43%	20.12%	26.39%
	Basic earnings per share	2.14	1.54	38.96%

##### (IV) Research and development status (technologies or products successfully developed in 2022)

ANIMERS Diva LA hypodermic filler and VEJOKNEE Synovial Fluid Supplement were launched.

#### II. Summary of the 2023 business plan

##### (I) Operating guidelines

Based on the Company's patented hyaluronic acid CHAP platform, the Company will develop four core products: "Plastic and aesthetics," "Elderly care," "surgery," and "urology system." and products of commercial value. In addition to maintaining the leading position in the market in Taiwan, the Company will also make every effort to explore new markets at home and abroad for global deployment.

##### (II) Estimated sales volume, basis, and important production and sales policies

The Company has distribution contracts signed with customers at home and abroad, and business plans are estimated based on the customers' delivery plans, marketing promotions, and actual production and sales in the past years. The management team sets overall goals and strategies, including specific plans for R&D, production, and sales, and implements and achieves them one by one.

### III. Future development strategies of the Company

The Company will continue to use the core patented technology of hyaluronic acid CHAP platform and R&D innovation energy to evolve into the next generation technology and service scope, and also to combine the rich experience in manufacturing and quality assurance management to provide customers with more niche products and additional services. To enhance the depth and breadth of cooperation.

### IV. Impacts of the competitive environment, the regulatory environment, and the overall business environment

In order to strengthen the competitiveness, we continue to invest resources in R&D and innovation, and through strategic alliances and cooperation, to strengthen the capacity of technology, products, production and services, and deploy global operations. The price of National Health Insurance (NHI) medicine has been declining year by year and profits are decreasing, which restricts the market growth. Therefore, all biotech companies focus on the international market and strive to obtain international certification from the health authorities of advanced countries in order to enter the international market. Among them, the new European medical equipment regulation (MDR) and the stricter regulations on the management of medical equipment will accelerate the elimination of weak and retained strong ones in the medical material industry in various countries. The Company has a team of experienced registrars who are able to respond to changes in regulations to minimize impacts from changes in the legal environment. The overall environment of the biotech industry is changing. In the future, the population will change towards an aging and concentrated population. In terms of medical treatment, various diseases related to the advanced age will increase and the burden of medical expenditure will increase day by day. In the pursuit of higher quality medical care, It will be the long-term development trend that the expenditure as a percentage of GDP will increase.

Sincerely,  
Good health and good luck

Chairman: Han, Kai-Cheng



Manager: Han, Tai-Xian



Accounting Supervisor: Guo, Ru-Ling



## Appendix II

SciVision Biotech Inc.

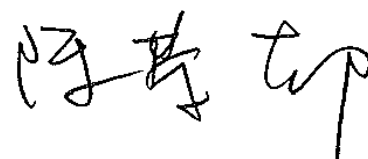
### Audit Committee's Report

The financial statements 2022 approved by the Audit Committee and resolved by the Board of Directors (including individual financial statements and consolidated financial statements) have been audited by Ernst & Young and found to present fairly the financial status, operating result and cash flow of the Company situation. The Business Report and Earnings Appropriation Proposal have been reviewed and found that there is no discrepancy by the Audit Committee. Prepare a report in accordance with Article 219 of the Company Law, please review it.

Sincerely,

The Company's 2023 general shareholders' meeting

Committee Chairperson:



March 21, 2023

SciVision Biotech Inc.


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The financial statements 2022 approved by the Audit Committee and resolved by the Board of Directors (including individual financial statements and consolidated financial statements) have been audited by Ernst & Young and found to present fairly the financial status, operating result and cash flow of the Company situation. The Business Report and Earnings Appropriation Proposal have been reviewed and found that there is no discrepancy by the Audit Committee. Prepare a report in accordance with Article 219 of the Company Law, please review it.

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The Company's 2023 general shareholders' meeting

Audit Committee:



March 21, 2023

SciVision Biotech Inc.

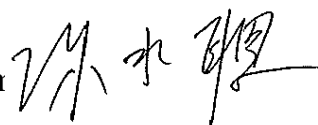
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Sincerely,

The Company's 2023 general shareholders' meeting

Audit Comm



March 21, 2023

**Appendix III****Execution of the 2nd domestic unsecured convertible corporate bond**

<b>Type of corporate bond</b>	<b>2nd domestic unsecured convertible corporate bond</b>
Issuance (process) date	October 3, 2022
Face value	In NT\$100,000
Place of issue and trading	Not applicable
Issue price	Issued at par
Total amount	In NT\$400,000,000
Interest rate	0%
Term	3-year maturity: October 3, 2025
Guarantor	Not applicable
Trustee	Cathay United Bank Commercial Bank Co., Ltd.
Underwriter	Uni-President General Securities
Attesting lawyer	Arthur Ya-Wen, Lawyer of Hanchen Law Offices
Attesting CPA	Ernst & Young CPAs Fang-wen Li and Cheng-chu Chen
Redemption method	Except for the conversion into the Company's common shares by the bondholders according to the Issuance and Conversion Regulations, or the repurchase and cancellation of the Company by the Company, the face value of the bonds plus interest compensation shall be accrued upon maturity (the interest compensation shall be 3.0301% of the face value of the bond and the effective annual yield rate shall be 1%) to be repaid in cash.
Number of common shares that have been converted	862,154 shares
Amount not converted	NT\$358,400,000



SciVision Biotech Inc.

Comparison Table for Amendments of "Rules of Procedure for Board of Directors Meetings"

Provisions after amendment	Provisions before amendment	Explanation of amendments
<p>Article 3</p> <p>The Board of Directors shall be convened at least once every quarter.</p> <p>For the convening of a Board of Directors' meeting, the reasons for the convening of the Board of Directors' meeting shall be specified and communicated to all directors and supervisors no later than seven days in advance. In case of emergency, they may be convened at any time.</p> <p>With the consent of the respondent, the notice of convening meeting referred to above may be made in electronic form.</p> <p>The matters referred to in Paragraph 1, Article 12 should be listed in the reasons for the convening of the meeting and may not be proposed as extempore motions.</p>	<p>Article 3</p> <p>The Board of Directors shall be convened at least once every quarter.</p> <p>For the convening of a Board of Directors' meeting, the reasons for the convening of the Board of Directors' meeting shall be specified and communicated to all directors and supervisors no later than seven days in advance. In case of emergency, they may be convened at any time.</p> <p>With the consent of the respondent, the notice of convening meeting referred to above may be made in electronic form.</p> <p>The matters referred to in Paragraph 1 of Article 12, <del>except for emergencies or for good reasons,</del> shall be enumerated in the reasons for convening the meeting and cannot be proposed as extempore motions.</p>	<p>Amended as required by laws and regulations</p>
<p>Article 12</p> <p>The following matters should be presented to the board of directors for discussion:</p> <p>(Omitted)</p> <p><u>VI. If the board of directors does not have a managing director, elect or dismiss the chairman.</u></p> <p><u>VII. Appointment and dismissal of finance, accounting, or internal audit managers.</u></p> <p><u>VIII. Donations to related parties or material donations to non-related parties. However, the donation for emergency relief due to a major natural disaster may be submitted at the next board meeting for ratification.</u></p> <p><u>IX. Any resolution in the shareholders' meeting, the board of directors, or the competent authority pursuant to Article 14-3 of the Act or other major laws and regulations or the Articles of Incorporation.</u></p> <p>The term "related party" referred to in Paragraph 8 refers to the related party defined in the Regulations Governing the Preparation of Financial Reports</p>	<p>Article 12</p> <p>The following matters should be presented to the board of directors for discussion:</p> <p>(Omitted)</p> <p>VI. Appointment and dismissal of financial, accounting or internal audit managers.</p> <p>VII. Donations to related parties or material donations to non-related parties. However, the donation for emergency relief due to a major natural disaster may be submitted at the next board meeting for ratification.</p> <p>VIII. Any resolution in the shareholders' meeting, the board of directors, or the competent authority pursuant to Article 14-3 of the Act or other major laws and regulations or the Articles of Incorporation.</p> <p>The term "related party" referred to in Paragraph 7 refers to the related party defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The material donation to non-related Over NT\$100 million, or 1% of the net operating revenue or 5% of the paid-in capital in</p>	<p>Amended as required by laws and regulations</p>

Provisions after amendment	Provisions before amendment	Explanation of amendments
<p>by Securities Issuers. The material donation to non-related Over NT\$100 million, or 1% of the net operating revenue or 5% of the paid-in capital in the most recent financial statements certified by a certified public accountant.</p> <p>(further omitted)</p>	<p>the most recent financial statements certified by a certified public accountant.</p> <p>(further omitted)</p>	
<p>Article 18</p> <p>If the Company has a Board of Directors of the Board of Directors, the Rules of Procedure for the Board of Directors <u>shall be applicable in accordance with Article 3 Section 4.</u> However, if the board of directors meeting is scheduled to be convened within 7 days, the general directors' notice may be made two days in advance.</p>	<p>Article 18</p> <p>If the Company has a Board of Directors of the general management, then these Rules shall apply also in the Rules of Procedure for the Board of Directors. However, if the board of directors meeting is scheduled to be convened within 7 days, the general directors' notice may be made two days in advance.</p>	<p>Amended as required by laws and regulations</p>
<p>Article 20</p> <p>Enacted on December 29, 2006</p> <p>The 1st amendment on March 14, 2011</p> <p>(Omitted)</p> <p><u>Amendment for the 6th instance on November 3, 2022</u></p>	<p>Article 20</p> <p>Enacted on December 29, 2006</p> <p>The 1st amendment on March 14, 2011</p> <p>(Omitted)</p> <p>The 5th amendment on May 7, 2020</p>	<p>Adding the date of the 6th amendment</p>

**CPA'S AUDIT REPORT**

To SciVision Biotech Inc.,

**Audit Opinion**

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

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

**Basis for Audit Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Key Audit Matters**

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

**I. Valuation of inventories**

As of December 31, 2022, the net amount of inventories related to the Company was NT\$95,868 thousand, which is significant to the Company. Given high threshold for biotech and its position in regulations and patents, there are no concerns about a significant decline in value. However, products with a limited shelf life may be slow-moving, expired and therefore unsalable. As the provision for slow-moving or obsolete stocks requires management's significant judgment, we identified it as a key audit matter. Our audit procedures performed in respect of the key audit

matter include, without limitation, understanding and testing the effectiveness of the design and implementation of the internal control system for inventories established by management, including carry-over of inventory costs and evaluation of the inventory status; evaluating the stocktaking plan made by management, selecting major inventories locations and observing inventory counting to determine the quantity and status of inventories, test the correctness of the inventory age and analyze any change in the inventory age and consider the expected demand and market value of inventories, and determining management's analysis and evaluation of slow-moving or obsolete stocks, including the possibility of realizing inventories and estimation of the net realizable value, and testing whether the provision for writing down the value of inventories to the net realizable value is appropriate.

We have also considered the appropriateness of the disclosure of inventories in Notes (5) and (6) to the accompanying financial statements.

## II. Revenue Recognition

The Company mainly specializes in the research, development, manufacturing and sales of applied products such as hyaluronic acid, and its sales revenue, greatly affected by regulations, is the main indicator for evaluating the Company's financial or business performance. Given the significant risk in sales revenue recognition as to whether the presented amount is correct, we identified it as a key audit matter.

Our audit procedures performed in respect of the key audit matter include, without limitation, understanding and testing the effectiveness of the design and implementation of the internal control system for the sales and collection cycle; spot-checking transaction documents containing sales revenue such as contracts, POs and shipping orders, verifying material clauses in POs or contracts, identifying the performance obligations of contracts or POs, price allocation and confirm the timing of satisfaction, so as to determine the correctness of the timing of transaction recognition; selecting the samples of sales transactions for a specific period before and after the balance sheet date and checking relevant documents to confirm that revenue has been properly cut off; and conducting analytical procedures for products to determine whether there are significant anomalies.

We have also considered the appropriateness of the disclosure of revenue in Note (6) to the accompanying financial statements.

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- I. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- II. 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.
- III. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- IV. Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- V. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- VI. Obtain sufficient and appropriate audit evidence regarding the financial information of entities

or business activities within the Company to express an opinion on the 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 financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Ernst & Young

The competent authority has approved the Company's financial statements

Report No.: Jin-Guan-Zheng-Shen-Zi No. 1010045851

Jin-Guan-Zheng-Liu-Zi No. 0970038990

LI, FANG-WEN

Auditor:

CHEN, CHENG-CHU

March 21, 2023

SciVision Biotech Inc.  
BALANCE SHEETS  
As of December 31, 2022 and 2021

(Unit: In Thousands of New Taiwan Dollars)

ASSETS			December 31, 2022		December 31, 2021		Liabilities and equity			December 31, 2022		December 31, 2021	
Code	Accounting Item	Note	Amount	%	Amount	%	Code	Accounting Item	Note	Amount	%	Amount	%
	<b>CURRENT ASSETS</b>							<b>CURRENT LIABILITIES</b>					
1100	Cash and cash equivalents	4/6.1	\$ 578,838	28	\$ 657,245	29	2130	Contract liabilities - current	6.16	\$ 592	-	\$ 1,712	-
1110	Financial assets at fair value through profit or loss - current	4/6.2	56,160	3	-	-	2150	Notes payable		4,063	-	2,275	-
1136	Financial assets at amortized cost - current	4/6.3	30,710	1	36,924	2	2170	Accounts payable		9,954	-	3,184	-
1150	Notes receivable, net	4/6.4	4,200	-	-	-	2200	Other payables		94,571	5	86,820	4
1170	Accounts receivable, net	4/6.5	77,061	4	71,011	3	2230	Current tax liabilities	4/6.20	13,973	1	-	-
1180	Accounts receivable - related parties	6.5/7	8,925	-	7,356	-	2260	Liabilities directly related to non-current assets held for sale	4/6.8	-	-	4,091	-
1200	Other receivables		1,075	-	116	-	2280	Lease liabilities - current	4/6.17	1,197	-	1,241	-
1222	Prepaid income tax		-	-	296	-	2321	Current portion of bonds payable	4/6.11	-	-	303,372	14
130x	Inventories	4/6.6	95,868	5	82,901	4	2399	Other current liabilities - others		937	-	21,852	1
1410	Prepayments		18,648	1	21,699	1	21xx	Total current liabilities		125,287	6	424,547	19
1460	Non-current assets held for sale	4/6.8	-	-	44,609	2		<b>NON-CURRENT LIABILITIES</b>					
1470	Other current assets - others		-	-	22	-	2530	Bonds payable	4/6.11	386,688	19	-	-
11xx	Total current assets		871,485	42	922,179	41	2540	Long-term borrowings	4/6.12	-	-	300,000	13
	<b>NON-CURRENT ASSETS</b>						2550	Provision- non-current	4/6.14	20,904	1	20,784	1
1550	Investments using the equity method	4/6.7	6,846	-	2,101	-	2570	Deferred income tax liabilities		53	-	-	-
1600	Property, plant and equipment	4/6.9	1,160,194	56	1,216,936	54	2580	Lease liabilities - non-current	4/6.17	24,102	1	28,481	1
1755	Right-of-use assets	4/6.17	24,084	1	28,570	1	2640	Net defined benefit liabilities - non-current	4/6.13	25,469	1	35,157	2
1780	Intangible assets	4/6.10	2,575	-	3,254	-	2645	Deposits received		2,006	-	2,000	-
1840	Deferred income tax assets	4/6.20	25,035	1	31,333	2	25xx	Total non-current liabilities		459,222	22	386,422	17
1920	Refundable deposits		261	-	261	-	2xxx	Total liabilities		584,509	28	810,969	36
1980	Other financial assets - non-current	8	2,010	-	53,266	2		<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT</b>					
1990	Other non-current assets		2,950	-	2,950	-	3100	Share capital	6.15				
15xx	Total non-current assets		1,223,955	58	1,338,671	59	3110	Common stock		661,904	31	661,904	29
							3200	Capital surplus	6.15	648,261	31	638,120	28
							3300	Retained earnings					
							3310	Legal reserve		56,027	3	45,601	2
							3320	Special reserve		859	-	851	-
							3350	Unappropriated earnings		144,723	7	104,264	5
								Total retained earnings		201,609	10	150,716	7
							3400	Other equity	4	(843)	-	(859)	-
							3xxx	Total equity		1,510,931	72	1,449,881	64
1xxx	Total assets		\$ 2,095,440	100	\$ 2,260,850	100		Total liabilities and equity		\$ 2,095,440	100	\$ 2,260,850	100

(See Notes to Financial Statements)

SciVision Biotech Inc.  
**STATEMENTS OF COMPREHENSIVE INCOME**  
For the Years Ended December 31, 2022 and 2021

Unit: In Thousands of New Taiwan Dollars

Code	Accounting Item	Note	The year ended December 31, 2022		The year ended December 31, 2021	
			Amount	%	Amount	%
4000	OPERATING REVENUE	4/6.16/7	\$ 557,102	100	\$ 505,539	100
5000	OPERATING COST	4/6.7/6.18	(185,481)	(33)	(163,703)	(32)
5900	GROSS PROFIT		371,621	67	341,836	68
6000	OPERATING EXPENSES	4/6.18				
6100	Selling and marketing expenses		(110,177)	(20)	(94,069)	(19)
6200	General and administrative expenses		(70,973)	(13)	(59,219)	(12)
6300	Research and development expenses		(52,460)	(9)	(65,942)	(13)
	Total operating expenses		(233,610)	(42)	(219,230)	(44)
6900	INCOME FROM OPERATIONS		138,011	25	122,606	24
7000	NON-OPERATING INCOME AND EXPENSES	6.19				
7100	Interest income		4,870	1	2,630	1
7010	Other income		168	-	1,006	-
7020	Other gains and losses		36,448	6	(1,289)	-
7030	Net profit or loss on financial assets at amortized cost		3,782	1	(128)	-
7050	Finance costs		(6,458)	(1)	(8,066)	(2)
7070	Share of profit and loss of subsidiaries and associates recognized using the equity method		(3,271)	(1)	(704)	-
	Total non-operating income and expenses		35,539	6	(6,551)	(1)
7900	NET INCOME BEFORE TAX		173,550	31	116,055	23
7950	INCOME TAX EXPENSE	6.20	(31,834)	(6)	(14,335)	(4)
8000	Net income of the entity continuing as a going concern for the year		141,716	25	101,720	19
8200	Net income for the year		141,716	25	101,720	19
8300	OTHER COMPREHENSIVE INCOME	6.19				
8310	Items that will not be reclassified subsequently to profit or loss:					
8311	Remeasurement of defined benefit plans		3,759	1	3,180	1
8349	Income tax related to items that will not be reclassified subsequently to profit or loss	6.20	(752)	-	(636)	-
8360	Items that may be reclassified subsequently to profit or loss:					
8361	Exchange differences in translating the financial statements of foreign operations		16	-	(8)	-
8399	Income tax related to items that may be reclassified subsequently to profit or loss	6.20	-	-	-	-
	Other comprehensive income (loss) for the year, net of income tax		3,023	1	2,536	1
8500	Total comprehensive income for the year		\$ 144,739	26	\$ 104,256	20
	EARNINGS PER SHARE (T\$)	4/6.21				
9750	Basic earnings per share		\$ 2.14		\$ 1.54	
9850	Diluted earnings per share		\$ 1.92		\$ 1.51	

(See Notes to Financial Statements)



SciVision Biotech Inc.  
STANDALONE STATEMENTS OF CHANGES IN EQUITY  
For the Years Ended December 31, 2022 and 2021

(Unit: In Thousands of New Taiwan Dollars)

Code	Item	Common stock	Capital surplus	Retained earnings			Other equity	Total equity
				Legal reserve	Special reserve	Unappropriated earnings	Exchange Differences in Translating the Financial Statements of Foreign Operations	
		3110	3200	3310	3320	3350	3410	31XX
A1	Balance at January 1, 2021	\$ 610,050	\$ 638,120	\$ 33,333	\$ 864	\$ 122,665	\$ (851)	\$ 1,404,181
B1	Appropriation of 2020 earnings							
B1	Legal reserve			12,268		(12,268)		-
B5	Common share cash dividend					(58,556)		(58,556)
B9	Stock dividends distributed	51,854				(51,854)		-
B17	Special reserve				(13)	13		-
D1	Net income for the year ended December 31, 2021					101,720		101,720
D3	Other comprehensive income (loss) for the year ended December 31, 2021					2,544	(8)	2,536
D5	Total comprehensive income for the year ended December 31, 2021	-	-	-	-	104,264	(8)	104,256
Z1	Balance at December 31, 2021	\$ 661,904	\$ 638,120	\$ 45,601	\$ 851	\$ 104,264	\$ (859)	\$ 1,449,881
A1	Balance at January 1, 2022	\$ 661,904	\$ 638,120	\$ 45,601	\$ 851	\$ 104,264	\$ (859)	\$ 1,449,881
B1	Appropriation of 2021 earnings							
B1	Legal reserve			10,426		(10,426)		-
B3	Special reserve				8	(8)		-
B5	Common share cash dividend					(93,830)		(93,830)
C5	Issuance of convertible corporate bonds - Share subscription		10,141					10,141
D1	Net income for the year ended December 31, 2022					141,716		141,716
D3	Other comprehensive income (loss) for the year ended December 31, 2022					3,007	16	3,023
D5	Total comprehensive income ) for the year ended December 31, 2022	-	-	-	-	144,723	16	144,739
Z1	Balance at December 31, 2022	\$ 661,904	\$ 648,261	\$ 56,027	\$ 859	\$ 144,723	\$ (843)	\$ 1,510,931

(See Notes to Financial Statements)

SciVision Biotech Inc.  
STATEMENTS OF CASH FLOWS  
For the Years Ended December 31, 2022 and 2021

(Unit: In Thousands of New Taiwan Dollars)

Code	Item	The year ended	The year ended	Code	Item	The year ended	The year ended
		Amount	Amount			Amount	Amount
AAAA	CASH FLOWS FROM OPERATING ACTIVITIES			BBBB	CASH FLOWS FROM INVESTING ACTIVITIES		
A10000	Net income before tax	\$ 173,550	\$ 116,055	B00040	Acquisition of financial assets at amortized cost	(146,099)	(136,788)
A20000	Adjustments for:			B00060	Repayments of financial assets due at amortized cost	159,525	115,895
A20010	Income and expense items that do not affect cash flows:			B01800	Acquisition of investments using the equity method	(8,000)	-
A20100	Depreciation expense	61,338	51,977	B00100	Acquisition of financial assets at fair value through profit or loss	(58,137)	-
A20200	Amortization expense	679	1,006	B02600	Disposal of non-current assets held for sale	48,945	-
A20400	Net loss on financial assets at fair value through profit or loss	1,977	-	B02700	Acquisition of property, plant and equipment	(14,964)	(25,775)
A20900	Interest expense	6,458	8,066	B02800	Disposal of property, plant and equipment	7,536	21,129
A21000	Net (gain) loss on financial assets at amortized cost	(3,782)	128	B06500	Increase in other financial assets	-	(51,466)
A21200	Interest income	(4,870)	(2,630)	B06600	Decrease in other financial assets	52,793	-
A22400	Share of profit and loss of subsidiaries and associates	3,271	704	BBBB	Net cash inflow (outflow) from investing activities	41,599	(77,005)
A22500	Gain on disposal of property, plant and equipment	(1,235)	(129)				
A23000	Gain on disposal of non-current assets held for sale	(29,310)	-	CCCC	CASH FLOWS FROM FINANCING ACTIVITIES:		
A29900	Other items	(4,928)	18	C00100	Increase in short-term borrowings	-	10,000
A30000	Asset/liability variation related to operating activities:			C00200	Decrease in short-term borrowings	-	(10,000)
A31130	Increase in notes receivable	(4,200)	-	C01200	Issuance of bonds payable	400,000	-
A31150	Increase in accounts receivable	(6,050)	(17,039)	C01300	Repayments of bonds payable	(304,523)	-
A31160	Decrease (increase) in accounts receivable - related parties	(1,569)	6,567	C01600	Issuance of long-term borrowings	300,000	1,200,000
A31180	Decrease (increase) in other receivables	(216)	140	C01700	Repayments of long-term borrowings	(600,000)	(900,000)
A31200	Increase in inventories	(13,003)	(37,025)	C03000	Increase in deposits received	6	-
A31230	Decrease (increase) in prepayments	(2,056)	2,725	C04020	Repayments of the principal portion of lease liabilities	(1,367)	(1,386)
A31240	Decrease in other current assets	22	72	C04500	Cash dividends	(93,830)	(58,556)
A32125	Decrease in contract liabilities	(1,120)	(5,595)	CCCC	Net cash inflow (outflow) from financing activities	(299,714)	240,058
A32130	Increase (decrease) in notes payable	1,788	(324)				
A32150	Increase (decrease) in accounts payable	6,770	(11,327)				
A32180	Increase in other payables	13,187	11,747				
A32230	Increase (decrease) in other current liabilities	65	(164)				
A32240	Decrease in net defined benefit liabilities	(6,681)	(4,307)				
A33000	Cash inflow generated from operations	190,085	120,665				
A33100	Interest received	4,124	2,627				
A33300	Interest paid	(2,991)	(1,116)	EEEE	Increase (decrease) in cash and cash equivalents for the year	(78,407)	261,699
A33500	Income tax paid	(11,510)	(23,530)	E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	657,245	395,546
AAAA	Net cash inflow from operating activities	179,708	98,646	E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 578,838	\$ 657,245

(See Notes to Financial Statements)

## CPA'S AUDIT REPORT

To SciVision Biotech Inc.,

**Audit Opinion**

We have audited the accompanying consolidated financial statements of SciVision Biotech Inc. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021 and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the 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 of December 31, 2022 and 2021, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

**Basis for Audit Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in 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 Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

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

**I. Valuation of inventories**

As of December 31, 2022, the net amount of inventories related to the Group was NT\$95,868 thousand, which is significant to the Group. Given high threshold for biotech and its position in regulations and patents, there are no concerns about a significant decline in value. However, products with a limited shelf life may be slow-moving, expired and therefore unsalable. As the provision for slow-moving or obsolete stocks requires management's significant judgment, we identified it as a key audit matter.

Our audit procedures performed in respect of the key audit matter include, without limitation, understanding and testing the effectiveness of the design and implementation of the internal control system for inventories established by management, including carry-over of inventory costs and evaluation of the inventory status; evaluating the stocktaking plan made by management, selecting major inventories locations and observing inventory counting to determine the quantity and status of inventories, test the correctness of the inventory age and analyze any change in the inventory age and consider the expected demand and market value of inventories, and determining management's analysis and evaluation of slow-moving or obsolete stocks, including the possibility of realizing inventories and estimation of the net realizable value, and testing whether the provision for writing down the value of inventories to the net realizable value is appropriate.

We have also considered the appropriateness of the disclosure of inventories in Notes (V) and (VI) to the accompanying consolidated financial statements.

## 2. Revenue Recognition

The Group mainly specializes in the research, development, manufacturing and sales of applied products such as hyaluronic acid, and its sales revenue, greatly affected by regulations, is the main indicator for evaluating the Group's financial or business performance. Given the significant risk in sales revenue recognition as to whether the presented amount is correct, we identified it as a key audit matter.

Our audit procedures performed in respect of the key audit matter include, without limitation, understanding and testing the effectiveness of the design and implementation of the internal control system for the sales and collection cycle; spot-checking transaction documents containing sales revenue such as contracts, POs and shipping orders, verifying material clauses in POs or contracts, identifying the performance obligations of contracts or POs, price allocation and confirm the timing of satisfaction, so as to determine the correctness of the timing of transaction recognition; selecting the samples of sales transactions for a specific period before and after the balance sheet date and checking relevant documents to confirm that revenue has been properly cut off; and conducting analytical procedures for products to determine whether there are significant anomalies.

We have also considered the appropriateness of the disclosure of revenue in Note (6) to the accompanying consolidated financial statements.

## **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 IFRS, IAS, IFRIC and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, 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 the 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 auditing standards generally accepted in 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 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- I. 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.
- II. 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.
- III. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- IV. 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.
- V. 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.
- VI. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 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 Group for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **OTHERS**

We have also audited the financial statements of the Company as of and for the year ended December 31, 2022 on which we have issued an unmodified opinion.

Ernst & Young

The competent authority has approved the Company's financial statements

Report No.: Jin-Guan-Zheng-Shen-Zi No. 1010045851

Jin-Guan-Zheng-Liu-Zi No. 0970038990

LI, FANG-WEN

Auditor:

CHEN, CHENG-CHU

March 21, 2023

SciVision Biotech Inc. and Subsidiaries  
CONSOLIDATED BALANCE SHEETS  
As of December 31, 2022 and 2021

(Unit: In Thousands of New Taiwan Dollars)

ASSETS			December 31, 2022		December 31, 2021		Liabilities and equity			December 31, 2022		December 31, 2021	
Code	Accounting Item	Note	Amount	%	Amount	%	Code	Accounting Item	Note	Amount	%	Amount	%
	<b>CURRENT ASSETS</b>							<b>CURRENT LIABILITIES</b>					
1100	Cash and cash equivalents	4/6.1	\$ 587,017	28	\$ 658,917	29	2130	Contract liabilities - current	4/6.15	\$ 699	-	\$ 1,712	-
1110	Financial assets at fair value through profit or loss - current	4/6.2	56,160	3	-	-	2150	Notes payable		4,063	-	2,275	-
1136	Financial assets at amortized cost - current	4/6.3	30,710	1	36,924	2	2170	Accounts payable		9,954	-	3,184	-
1140	Contract assets - current	6.15	41	-	-	-	2200	Other payables		97,245	5	87,912	4
1150	Notes receivable, net	4/6.4	4,200	-	-	-	2230	Current tax liabilities	4/6.19	13,973	1	-	-
1170	Accounts receivable, net	4/6.5	77,171	4	71,011	3	2260	Liabilities directly related to non-current assets held for sale	4/6.7	-	-	4,091	-
1180	Accounts receivable - related parties	6.5/7	8,925	-	7,356	-	2280	Lease liabilities - current	4/6.16	1,197	-	1,241	-
1200	Other receivables		1,155	-	195	-	2321	Current portion of bonds payable	4/6.10	-	-	303,372	14
1222	Prepaid income tax		-	-	296	-	2399	Other current liabilities - others		952	-	21,852	1
130x	Inventories	4/6.6	95,868	5	82,901	4	21xx	Total current liabilities		128,083	6	425,639	19
1410	Prepayments		18,651	1	21,699	1		<b>NON-CURRENT LIABILITIES</b>					
1460	Non-current assets held for sale	4/6.7	-	-	44,609	2	2530	Bonds payable	4/6.10	386,688	19	-	-
1470	Other current assets - others		1,132	-	1,334	-	2540	Long-term borrowings	4/6.11	-	-	300,000	13
11xx	Total current assets		881,030	42	925,242	41	2550	Provision- non-current	4/6.13	20,904	1	20,784	1
	<b>NON-CURRENT ASSETS</b>						2570	Deferred income tax liabilities		53	-	-	-
1600	Property, plant and equipment	4/6.8	1,160,194	56	1,216,936	55	2580	Lease liabilities - non-current	4/6.16	24,102	1	28,481	1
1755	Right-of-use assets	4/6.16	24,084	1	28,570	1	2640	Net defined benefit liabilities - non-current	4/6.12	25,469	1	35,157	2
1780	Intangible assets	4/6.9	2,666	-	3,384	-	2645	Deposits received		2,006	-	2,000	-
1840	Deferred income tax assets	4/6.19	25,035	1	31,333	1	25xx	Total non-current liabilities		459,222	22	386,422	17
1920	Refundable deposits		267	-	261	-	2xxx	Total liabilities		587,305	28	812,061	36
1980	Other financial assets - non-current	8	2,010	-	53,266	2		<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT</b>					
1990	Other non-current assets		2,950	-	2,950	-	3100	Share capital	6.14				
15xx	Total non-current assets		1,217,206	58	1,336,700	59	3110	Common stock		661,904	31	661,904	29
							3200	Capital surplus	6.14	648,261	31	638,120	28
							3300	Retained earnings					
							3310	Legal reserve		56,027	3	45,601	2
							3320	Special reserve		859	-	851	-
							3350	Unappropriated earnings		144,723	7	104,264	5
								Total retained earnings		201,609	10	150,716	7
							3400	Other equity	4	(843)	-	(859)	-
								<b>TOTAL EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT</b>		1,510,931	72	1,449,881	64
							31xx						
							3xxx	Total equity		1,510,931	72	1,449,881	64
1xxx	Total assets		\$ 2,098,236	100	\$ 2,261,942	100		Total liabilities and equity		\$ 2,098,236	100	\$ 2,261,942	100

(See Notes to Consolidated Financial Statements)

**SciVision Biotech Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**For the Years Ended December 31, 2022 and 2021**

Unit: In Thousands of New Taiwan Dollars

Code	Accounting Item	Note	The year ended December 31, 2022		The year ended December 31, 2021	
			Amount	%	Amount	%
4000	OPERATING REVENUE	4/6.15/7	\$ 557,348	100	\$ 505,539	100
5000	OPERATING COST	4/6.6/6.17	(185,481)	(33)	(163,703)	(32)
5900	GROSS PROFIT		371,867	67	341,836	68
6000	OPERATING EXPENSES	4/6.17				
6100	Selling and marketing expenses		(110,177)	(21)	(94,069)	(19)
6200	General and administrative expenses		(74,619)	(13)	(59,883)	(12)
6300	Research and development expenses		(52,460)	(9)	(65,942)	(13)
	Total operating expenses		(237,256)	(43)	(219,894)	(44)
6900	INCOME FROM OPERATIONS		134,611	24	121,942	24
7000	NON-OPERATING INCOME AND EXPENSES	6.18				
7100	Interest income		4,884	1	2,631	1
7010	Other income		170	-	1,008	-
7020	Other gains and losses		36,561	6	(1,332)	-
7030	Net profit or loss on financial assets at amortized cost		3,782	1	(128)	-
7050	Finance costs		(6,458)	(1)	(8,066)	(2)
	Total non-operating income and expenses		38,939	7	(5,887)	(1)
7900	NET INCOME BEFORE TAX		173,550	31	116,055	23
7950	INCOME TAX EXPENSE	6.19	(31,834)	(6)	(14,335)	(3)
8000	Net income of the entity continuing as a going concern for the year		141,716	25	101,720	20
8200	Net income for the year		141,716	25	101,720	20
8300	OTHER COMPREHENSIVE INCOME	6.18				
8310	Items that will not be reclassified subsequently to profit or loss:					
8311	Remeasurement of defined benefit plans		3,759	1	3,180	1
8349	Income tax related to items that will not be reclassified subsequent	6.19	(752)	-	(636)	-
8360	Items that may be reclassified subsequently to profit or loss:					
8361	Exchange differences in translating the financial statements of foreign operations		16	-	(8)	-
8399	Income tax related to items that may be reclassified subsequent	6.19	-	-	-	-
	Other comprehensive income (loss) for the year, net of income tax		3,023	1	2,536	1
8500	Total comprehensive income for the year		\$ 144,739	26	\$ 104,256	21
	EARNINGS PER SHARE (T\$)	4/6.20				
9750	Basic earnings per share		\$ 2.14		\$ 1.54	
9850	Diluted earnings per share		\$ 1.92		\$ 1.51	

(See Notes to Consolidated Financial Statements)



**SciVision Biotech Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**For the Years Ended December 31, 2022 and 2021**

(Unit: In Thousands of New Taiwan Dollars)

Code	Item	Common stock 3110	Capital surplus 3200	Retained earnings			Other equity	Total equity 31XX
				Legal reserve 3310	Special reserve 3320	Unappropriated earnings 3350	Exchange differences on translation of foreign operations 3410	
A1	Balance at January 1, 2021	\$ 610,050	\$ 638,120	\$ 33,333	\$ 864	\$ 122,665	\$ (851)	\$ 1,404,181
B1	Appropriation of 2020 earnings							
B1	Legal reserve			12,268		(12,268)		-
B5	Common share cash dividend					(58,556)		(58,556)
B9	Stock dividends distributed	51,854				(51,854)		-
B17	Special reserve				(13)	13		-
D1	Net income for the year ended December 31, 2021					101,720		101,720
D3	Other comprehensive income (loss) for the year ended December 31, 2021					2,544	(8)	2,536
D5	Total comprehensive income for the year ended December 31, 2021	-	-	-	-	104,264	(8)	104,256
Z1	Balance at December 31, 2021	\$ 661,904	\$ 638,120	\$ 45,601	\$ 851	\$ 104,264	\$ (859)	\$ 1,449,881
A1	Balance at January 1, 2022	\$ 661,904	\$ 638,120	\$ 45,601	\$ 851	\$ 104,264	\$ (859)	\$ 1,449,881
B1	Appropriation of 2021 earnings							
B1	Legal reserve			10,426		(10,426)		-
B3	Special reserve				8	(8)		-
B5	Common share cash dividend					(93,830)		(93,830)
C5	Issuance of convertible corporate bonds - Share subscription		10,141					10,141
D1	Net income for the year ended December 31, 2022					141,716		141,716
D3	Other comprehensive income (loss) for the year ended December 31, 2022					3,007	16	3,023
D5	Total comprehensive income ) for the year ended December 31, 2022	-	-	-	-	144,723	16	144,739
Z1	Balance at December 31, 2022	\$ 661,904	\$ 648,261	\$ 56,027	\$ 859	\$ 144,723	\$ (843)	\$ 1,510,931

(See Notes to Consolidated Financial Statements)

SciVision Biotech Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Years Ended December 31, 2022 and 2021

(Unit: In Thousands of New Taiwan Dollars)

Code	Item	The year ended	The year ended	Code	Item	The year ended	The year ended
		Amount	Amount			Amount	Amount
AAAA	CASH FLOWS FROM OPERATING ACTIVITIES			BBBB	CASH FLOWS FROM INVESTING ACTIVITIES		
A10000	Net income before tax	\$ 173,550	\$ 116,055	B00040	Acquisition of financial assets at amortized cost	(146,099)	(136,788)
A20000	Adjustments for:			B00060	Repayments of financial assets due at amortized cost	159,525	115,895
A20010	Income and expense items that do not affect cash flows:			B00100	Acquisition of financial assets at fair value through profit or loss	(58,137)	-
A20100	Depreciation expense	61,338	51,977	B02600	Disposal of non-current assets held for sale	48,945	-
A20200	Amortization expense	720	1,046	B02700	Acquisition of property, plant and equipment	(14,964)	(25,775)
A20400	Net profit on financial assets at fair value through profit or loss	1,977	-	B02800	Disposal of property, plant and equipment	7,536	21,129
A20900	Interest expense	6,458	8,066	B03800	Increase in refundable deposits	(6)	-
A21000	Net (gain) loss on financial assets at amortized cost	(3,782)	128	B06500	Increase in other financial assets	-	(51,466)
A21200	Interest income	(4,884)	(2,631)	B06600	Decrease in other financial assets	52,793	-
A22500	Gain on disposal of property, plant and equipment	(1,235)	(129)	BBBB	Net cash inflow (outflow) from investing activities	49,593	(77,005)
A23000	Gain on disposal of non-current assets held for sale	(29,310)	-				
A29900	Other items	(4,928)	18	CCCC	CASH FLOWS FROM FINANCING ACTIVITIES:		
A30000	Asset/liability variation related to operating activities:			C00100	Increase in short-term borrowings	-	10,000
A31125	Increase in contract assets	(41)	-	C00200	Decrease in short-term borrowings	-	(10,000)
A31130	Increase in notes receivable	(4,200)	-	C01200	Issuance of bonds payable	400,000	-
A31150	Increase in accounts receivable	(6,160)	(17,039)	C01300	Repayments of bonds payable	(304,523)	-
A31160	Decrease (increase) in accounts receivable - related parties	(1,569)	6,567	C01600	Issuance of long-term borrowings	300,000	1,200,000
A31180	Decrease (increase) in other receivables	(217)	141	C01700	Repayments of long-term borrowings	(600,000)	(900,000)
A31200	Increase in inventories	(13,003)	(37,025)	C03000	Increase in deposits received	6	-
A31230	Decrease (increase) in prepayments	(2,059)	2,725	C04020	Repayments of the principal portion of lease liabilities	(1,367)	(1,386)
A31240	Decrease in other current assets	202	248	C04500	Cash dividends	(93,830)	(58,556)
A32125	Increase in contract liabilities	(1,013)	(5,595)	CCCC	Net cash inflow (outflow) from financing activities	(299,714)	240,058
A32130	Increase (decrease) in notes payable	1,788	(324)				
A32150	Increase (decrease) in accounts payable	6,770	(11,327)				
A32180	Increase in other payables	14,769	12,095				
A32230	Increase (decrease) in other current liabilities	80	(164)				
A32240	Decrease in net defined benefit liabilities	(6,681)	(4,307)				
A33000	Cash inflow generated from operations	188,570	120,525				
A33100	Interest received	4,138	2,628	DDDD	Effect of changes in exchange rates on cash and cash equivalents	14	(7)
A33300	Interest paid	(2,991)	(1,116)	EEEE	Increase (decrease) in cash and cash equivalents for the year	(71,900)	261,553
A33500	Income tax paid	(11,510)	(23,530)	E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	658,917	397,364
AAAA	Net cash inflow from operating activities	178,207	98,507	E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 587,017	\$ 658,917

(See Notes to Consolidated Financial Statements)

EARNINGS APPROPRIATION REPORT

	\$	Unit: NT\$
Undistributed earnings in the beginning of the period	0	0
Add:		
Net income after tax in 2022		141,716,031
Re-measurement of defined benefit plans		<u>3,006,696</u>
Distributable earnings		<u>144,722,727</u>
Less:		
Appropriate legal reserve (10%)		(14,472,273)
Add:		
Reversal of special reserve		15,571
Distributable items:		
Shareholders' dividend - cash (NT\$1.9545 per share)		<u>(130,266,025)</u>
Undistributed earnings at the end of the period		<u><u>0</u></u>

Note 1: The dividend payout ratio for shareholders' dividend is calculated based on the outstanding quantity of common stock (66,648,450 shares).

Note 2: The distribution of cash dividends this time shall be rounded down to the nearest NTD according to the distribution percentage. Any portion of cash dividend less than NTD 1 will be recognized as other income of the Company.

Chairman: Han, Kai-Cheng



Manager: Han, Tai-Xian



Accounting Supervisor: Guo, Ru-Ling



## Appendix VIII

### (1) List of director candidates:

Serial	Name	Education	Experience	Current job	No. of shares
1	Han, Kai-Cheng	Military Academy of the Republic of China	Chairman of the Company	1. Chairman of the Company 2. Director of UNI PROFIT INDUSTRIAL LIMITED	1,887,880
2	Yang, Ming-Kung	Sanchong Elementary School	1. Chairman/President of Main Super Enterprises Co., Ltd. 2. Responsible person of Dongguan Huabao Electronics Plant 3. Juridical Person Director Representative of Jess-link Products Co., Ltd. 4. President of Ting Zhun Investment Co., Ltd. 5. Director, Ivy Life Science Corporation	1. Juridical Person Director Representative of Jess-link Products Co., Ltd. 2. President of Ting Zhun Investment Co., Ltd. 3. Director, Ivy Life Science Corporation	2,936,230
3	Yang Li, Shu-Lan	Yu Lok Secondary School	1. Responsible person of Chang Chen Technology Co., Ltd. 2. Vice President of Main Super Enterprises Co., Ltd. 3. Person-in-charge of Ting Zhun Investment Co., Ltd.	Person-in-charge of Ting Zhun Investment Co., Ltd.	2,712,682
4	Han, Tai-Wei	Ph.D. in Environmental Biology and Fisheries Science, National Taiwan Ocean University	Legal representative of Cheng Ze Medical (Shanghai) Co., Ltd.	Legal representative of Cheng Ze Medical (Shanghai) Co., Ltd.	255,513
5	Pan, Zong-Wei	Master, Institute of Maritime Funding, National Sun Yat-Sen University	1. Vice President of the Company 2. Person in charge of Cheng Ze Medical Device (Shanghai) Co., Ltd. 3. Researcher, Institute of Maritime Capital Affairs, National Sun Yat-Sen University	1. Vice President of the Company 2. Person in charge of Cheng Ze Medical Device (Shanghai) Co., Ltd.	2,848
6	Guo, Ru-Ling	Department of Accounting, National Chung Hsing University	1. Vice President of the Company 2. Senior Auditor of Concord CPAs	Vice President of the Company	438,511

(2) List of Independent Director Candidates:

Serial	Name	Education	Experience	Current job	No. of shares	Reasons for nomination for Serving as Independent Director for 3 consecutive terms
1	Chen, Rung-Chao	<ol style="list-style-type: none"> <li>1. Department of Accounting, National Chung Hsing University College of Business and Law</li> <li>2. Master of Law, National Chung Cheng University</li> </ol>	<ol style="list-style-type: none"> <li>1. Water Certified Public Accountant</li> <li>2. Compensation Committee member, Jung Shing Wire Co. Ltd.</li> <li>3. Independent Director, Ya Horng Electronic Co., Ltd.</li> <li>4. Independent Director, HEC/COMPUCASE Enterprise Co., Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Water Certified Public Accountant</li> <li>2. Compensation Committee member, Jung Shing Wire Co. Ltd.</li> <li>3. Independent Director, Ya Horng Electronic Co., Ltd.</li> <li>4. Independent Director, HEC/COMPUCASE Enterprise Co., Ltd.</li> </ol>	0	Not applicable
2	Chen, Shuei-Tsung	<ol style="list-style-type: none"> <li>1. Department of Law, National Taiwan University</li> <li>2. Completion of the Master of Law, National Chengchi University</li> </ol>	<ol style="list-style-type: none"> <li>1. Attorney of Chen &amp; Kuo Attorneys-At-Law</li> <li>2. Legal Advisor, Kaohsiung City Council</li> <li>3. Independent Director, EST GLOBAL APPAREL CO., LTD</li> </ol>	<ol style="list-style-type: none"> <li>1. Chief Attorney of Chen &amp; Kuo Attorneys-At-Law</li> <li>2. Independent Director, EST GLOBAL APPAREL CO., LTD</li> </ol>	0	Not applicable
3	Chen, Chao-Long	<ol style="list-style-type: none"> <li>1. Department of Medicine, Kaohsiung Medical University, Taiwan</li> <li>2. Honorary Doctoral Degree, Zhengxiu University of Science and Technology</li> <li>3. Honorary Doctoral Degree, University of Asuncion, Paraguay</li> <li>4. Honorary Doctoral Degree, University of San Carlos, Guatemala</li> </ol>	<ol style="list-style-type: none"> <li>1. Professor of Surgery, Chang Gung University</li> <li>2. Director, Chang Gung Memorial Hospital, Kaohsiung</li> <li>3. Academician, Chinese Academy of Engineering</li> <li>4. Honorary President, Chang Gung Memorial Hospital, Kaohsiung</li> <li>5. Independent Director, King's Town Bank</li> <li>6. Independent Director, Nanliu Enterprise Co., Ltd.</li> <li>7. Chairman of CHO Pharma, Inc.</li> <li>8. Director, Taiwan Branch, Fulin Plastic Industry Company (British Cayman Islands)</li> <li>9. Chairman, Chen Chao-long Foundation</li> <li>10. Director, Taiwan Bio-development Foundation</li> <li>11. Director, Fooyin University of Science and Technology</li> </ol>	<ol style="list-style-type: none"> <li>1. Honorary President, Chang Gung Memorial Hospital, Kaohsiung</li> <li>2. Independent Director, King's Town Bank</li> <li>3. Independent Director, Nanliu Enterprise Co., Ltd.</li> <li>4. Chairman of CHO Pharma, Inc.</li> <li>5. Director, Fulin Plastic Industry (Cayman) Holding Co., Ltd (Taiwan Branch)</li> <li>6. Chairman, Chen Chao-long Foundation</li> <li>7. Director, Taiwan Biotechnology and Medicine Foundation</li> <li>8. Director, Fooyin University of Science and Technology</li> <li>9. Director, National Taipei Medical University</li> <li>10. Chairman, Chen, Chao-long Liver Transplant Foundation</li> <li>11. Director, HI-LAIFOODS CO., LTD</li> <li>12. Chairman of Microbio</li> </ol>	0	Not applicable

			12. Director, National Taipei Medical University 13. Chairman, Chen, Chao-long Liver Transplant Foundation 14. Director, HI- LAIFOODS CO., LTD 15. Chairman of Microbio (Shanghai) Co., Ltd.	(Shanghai) Co., Ltd.		
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## SciVision Biotech Inc.

## Comparison Table for Amendment of "Articles of Incorporation"

Provisions	Provisions after amendment	Provisions before amendment	Explanation of amendments
Article 18-1	<p>The Company is in the midst of a technology- and capital-intensive business that is growing up. The Company adopts a residual dividend policy for the purpose of coordinating with its long-term capital planning for sustainable operation and stable growth. Any net profits concluded at the end of the year shall be distributed in the following order:</p> <p>(I) Taxes to be paid first and covering past losses.</p> <p>(II) Appropriate 10% of the legal reserve unless the legal reserve reaches the amount of the Company's paid-in capital.</p> <p>(III) Appropriate or reverse special reserves as required by the Company's operations, as ordered by the competent authority or as required by laws and regulations.</p> <p>(IV) The remaining amount after setting aside the amounts specified in paragraphs 1 to 3 for shareholders' dividends, together with the undistributed earnings of the previous years, <u>will be prepared by the board of directors and distributed in the form of new shares; in cash at that time, more than two-thirds of the directors should be present at the board meeting, and half of the directors present should pass a resolution, and report to the shareholders' meeting.</u> 50% or more of distributable earnings shall be distributed as a percentage of earnings. Cash dividends from the distribution of earnings shall not be less than 30% of the total dividends distributed in the current year.</p> <p>(V) <u>The Company may distribute all or part of the legal reserve and the capital surplus according to the laws and regulations. When such distribution is made by issuing new shares, a proposal shall be submitted to the shareholders' meeting for resolution to be distributed. More than two-thirds of the directors present at the board of directors' meeting, and a majority of</u></p>	<p>The Company is in the midst of a technology- and capital-intensive business that is growing up. The Company adopts a residual dividend policy for the purpose of coordinating with its long-term capital planning for sustainable operation and stable growth. Any net profits concluded at the end of the year shall be distributed in the following order:</p> <p>(I) Taxes to be paid first and covering past losses.</p> <p>(II) Appropriate 10% of the legal reserve unless the legal reserve reaches the amount of the Company's paid-in capital.</p> <p>(III) Appropriate or reverse special reserves as required by the Company's operations, as ordered by the competent authority or as required by laws and regulations.</p> <p>(IV) The remainder after setting aside the amounts specified in paragraphs 1 to 3 for shareholders' dividends, together with the undistributed earnings of the previous years, the board of directors will draft a earnings appropriation and <del>submit to the shareholders' meeting for resolution.</del> The earnings distribution shall account for more than 50% of the distributable earnings. Cash dividends from the distribution of earnings shall not be less than 30% of the total dividends distributed in the current year.</p>	Amend it according to the Company's operational needs

Provisions	Provisions after amendment	Provisions before amendment	Explanation of amendments
	<u>the directors present at the meeting shall present the resolution.</u>		
Article 20	These Articles of Incorporation were enacted on October 23, 2001. The first amendment was made on November 9, 2001. (Omitted) The 19th amendment on June 29, 2022. <u>The 20th amendment on June 28, 2023.</u>	These Articles of Incorporation were enacted on October 23, 2001. The first amendment was made on November 9, 2001. (Omitted) The 19th amendment on June 29, 2022.	Addition of the date of the last amendment



## SciVision Biotech Inc.

## Details of Removal of New Directors from Non-competition

Title	Name	Serving other profit-seeking businesses
Chairman	Han, Kai-Cheng	Director of UNI PROFIT INDUSTRIAL LIMITED
Director	Yang, Ming-Kung	1. Juridical Person Director Representative of Jess-link Products Co., Ltd. 2. Person-in-charge of Ting Zhun Investment Co., Ltd. 3. Director, Ivy Life Science Corporation
Director	Yang Li, Shu-Lan	Person-in-charge of Ting Zhun Investment Co., Ltd.
Director	Han, Tai-Wei	Legal representative of Cheng Ze Medical (Shanghai) Co., Ltd.
Director	Pan, Zong-Wei	Person in charge of Cheng Ze Medical Device (Shanghai) Co., Ltd.
Independent director	Chen, Rung-Chao	1. Independent Director, Ya Horng Electronic Co., Ltd. 2. Compensation Committee member, Jung Shing Wire Co. Ltd. 3. Independent Director, HEC/COMPUCASE Enterprise Co., Ltd.
Independent director	Chen, Shuei-Tsung	1. Chen & Kuo Attorneys-At-Law 2. Independent Director, EST GLOBAL APPAREL CO., LTD
Independent director	Chen, Chao-Long	1. Honorary President, Chang Gung Memorial Hospital, Kaohsiung 2. Independent Director, King's Town Bank 3. Independent Director, Nanliu Enterprise Co., Ltd. 4. Chairman of CHO Pharma, Inc. 5. Director, Fulin Plastic Industry (Cayman) Holding Co., Ltd (Taiwan Branch) 6. Chairman, Chen Chao-long Foundation 7. Director, Taiwan Biotechnology and Medicine Foundation 8. Director, Fooyin University of Science and Technology 9. Director, National Taipei Medical University 10. Chairman, Chen, Chao-long Liver Transplant Foundation 11. Director, HI-LAIFOODS CO., LTD 12. Chairman of Microbio (Shanghai) Co., Ltd.

# [Appendix]

## Appendix I

### SciVision Biotech Inc. Articles of Incorporation

#### Chapter 1 General Provisions

- Article 1: The Company is incorporated under the Company Act and its name is SciVision Biotech Inc.
- Article 2: The business scope of the Company is as follows:
- I. C801030 Precision Chemical Material Manufacturing (Limited to 1810 Basic Chemical Material Manufacturing of the R.C.C. Industrial Standards); nitroglycerin, mercury alkali chloride, CFC, hydroxybenzoic, trichloroethane, carbon tetrachloride, and chemicals scheduled by the United Nations Convention on the Prohibition of Chemical Weapons. (except Class A chemicals).
  - II. F107200 Wholesale of Chemical Materials (Limited to 4621 Wholesale of Chemical Materials).
  - III. F401010 International Trade (Limited to the I/O operation corresponding to the registered business items).
  - IV. F113030 Wholesale of Precision Instruments (limited to 4564 Wholesale of Household Photographic Equipment and Optical Products and 4649 Wholesale of Other Mechanical Appliances).
  - V. F213040 Retail sale of Precision Instruments (limited to Retail sale of Other Household Appliances and Articles Used in Industrial Standard Classification of 4749 of the R.O.C.).
  - VI. IG01010 Biotechnology Services (limited to 7210 Natural and Engineering Scientific Research Development Services).
  - VII. Other food manufacturing industry not classified according to CI99990 (limited to 0899 Industrial Standard Classification of the Republic of China, other food manufacturing industry not classified).
  - VIII. F102170 Wholesale of Foods and Groceries (limited to 4544 Wholesale of Frozen Prepared Foods, 4545 Wholesale of Dairy Products, Eggs, Edible Oils, 4548 Wholesale of Coffee, Tea and Flavoring Products, and 4549 Wholesale of Other Foods agricultural product wholesale market).
  - IX. C801990 Other Chemical Material Manufacturing (Limited to 1810 Basic Chemical Material Manufacturing of the Republic of China; nitroglycerin, mercury-method chloride, CFC, hydroxybenzoic, trichloroethane, carbon tetrachloride, and chemicals listed under the United Nations Convention on the Prohibition of Chemical Weapons). (except Class A chemicals).
  - X. C802100 Cosmetics Manufacturing (limited to Industrial Standard Classification 1940 Cosmetics Manufacturing).
  - XI. F108040 Wholesale of Cosmetics (limited to 4572 Wholesale of Cosmetics by Industrial Standard Classification of the Republic of China).
  - XII. C110010 Beverage Manufacturing (Limited to Industrial Standard Classification of the Republic of China 0920 Non-Alcoholic Beverage Manufacturing).
  - XIII. C802041 Western Medicine Manufacturing (limited to 2001 bulk drug manufacturing, 2003 biological drug manufacturing and 2005 in-vitro testing reagent manufacturing).
  - XIV. F108021 Wholesale of Western Medicines (only for 4571 Wholesale of Medicines and Medical Supplies).
  - XV. F108031 Wholesale of Medical Devices (limited to 4565 Wholesale of Watches, Optical Devices, 4571 Drugs and Medical Supplies Wholesale and 4649 Wholesale of Other Mechanical Appliances).
  - XVI. CF01011 Medical Apparatus Manufacturing (limited to 2760 Radiation and Electro-medical Equipment Manufacturing of the Industrial Standard Classification of the People's Republic of China, 3321 Optical Manufacturing and 3329 Other Medical Apparatus and Supplies Manufacturing).
  - XVII. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1: The Company may endorse endorsements and guarantees for business purposes in accordance

with the Company's Procedures for Endorsement and Guarantee.

- Article 2-2: The Company may invest in other businesses under the resolution of the board of directors as deemed necessary for its business operations, and the total amount of such reinvestment may exceed 40% of the Company's paid-in capital, notwithstanding the restrictions imposed by Article 13 of the Company Act.
- Article 3: The head office of the Company shall be established in Kaohsiung City. If necessary, upon the resolution of the Board of Directors, branch offices may be established domestically or overseas.
- Article 4: The public announcement method of the Company shall be handled in accordance with Article 28 of the Company Act.

## Chapter 2 Shares

- Article 5: The total capital of the Company shall be NTD 1,000,000,000, divided into 100,000,000 shares, at the end of each share, NTD 10, shall be issued in tranches.
- Article 6: The share certificates of the Company shall be in registered form, signed or sealed by the Directors representing the Company, and certified for issuance by the competent authority in accordance with the laws.
- Where necessary, the shares of the Company may be consolidated and exchanged for large denominations or printing of share certificates may be exempted.
- Shares issued under the preceding paragraph should be deposited with the Centralized Securities Depository Enterprise for custody or registration.
- Article 7: No change or transfer of shares may be made within 60 days before a regular session of the General Meeting of Shareholders, or within 30 days before a special session of the General Meeting of Shareholders is convened, or within 5 days prior to the record date for the distribution of dividends, bonuses, or other interests by the Company.

## Chapter 3 Shareholders' Meeting

- Article 8: The shareholders' meeting shall be of two types, the ordinary shareholders' meeting and the extraordinary shareholders' meeting. The ordinary shareholders' meeting shall be convened once per year, and shall be convened within six months after the close of each fiscal year.
- Extraordinary meetings are convened whenever necessary. The Board of Directors is responsible for convening the General Meeting of Shareholders unless otherwise provided in the Company Act.
- Article 8-1: When the Company wishes to withdraw its shares from public offering, it shall not only be subject to the approval of the Board of Directors, but also by the presence of more than two-thirds of the total outstanding shares in person or by proxy, with a majority votes of the shareholders attending the meeting. Revocation of the public offering may proceed after approval.
- In the event the total number of shares represented by the shareholders present at a shareholders' meeting is less than the percentage of the total shareholdings required in the preceding Paragraph, the resolution may be adopted by two-third of the voting rights exercised by the shareholders present at the shareholders' meeting who represent a majority of the outstanding shares of the company.
- Article 9: In addition to complying with Article 177 of the Company Act, the requirements for proxy attendance by shareholders shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.
- Article 10: Each shareholder of the Company shall have one voting right for each share held except for the non-voting rights granted under Article 179 and Article 197-1 of the Company Law.
- Article 11: Unless otherwise specified in the Company Law, resolutions in a shareholders' meeting shall be made by a majority vote of the shareholders present, who represent a majority of the total number of issued shares.

## Chapter 4 Directors

- Article 12: The Company shall have nine to eleven directors with a term of office of three years. The candidate nomination system shall be adopted. The directors shall be elected by the shareholders' meeting from the candidate list, and may be eligible for re-elections. The total number of registered shares held by all Directors shall not be less than the ratio specified in the "Rules Governing and Auditing of Director and Supervisor Share Ownership Ratios in Public Companies." The Company may purchase liability insurances for the directors within their terms of office for the indemnification liabilities of the directors in accordance with the law. The number of independent directors referred to in the preceding paragraph shall consist of at least three independent directors and no less than one fifth of the total number of directors.
- Article 12-1: The Company established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee or its members are responsible for implementing the supervisory functions of the Company Act, Securities and Exchange Act, other laws and regulations authority. The Audit Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.
- Article 13: The Directors shall form the Board of Directors. With the attendance of more than two-thirds of the Directors and the consents of more than half of the attending Directors, a Chairman shall be elected from among the Directors to represent the Company externally. Where a director cannot attend the board meeting for any cause, the proxy shall be handled in accordance with Article 205 of the Company Act.
- Article 14: Unless otherwise specified in the Company Act, the Board of Directors' meeting shall be convened by the Chairman. In the event that the Chairman of the Board is on leave or is unable to perform the duty, the proxy thereof shall be handled in accordance with the provisions of Article 208 of the Company Act.  
Unless otherwise specified by law, resolution of the Board of Directors shall be made with the attendance of a majority of the directors and the consent of a majority of the directors present. A director who fails to attend the meeting in person may authorize another director in writing to attend the meeting. If a Board of Directors' meeting is held by teleconference, Directors who participate in the meeting through videoconference will be deemed to attend the meeting in person. The Board of Directors may be convened in writing, E-mail or fax.
- Article 15: The Board of Directors is authorized to determine the remuneration of Directors based on the level of participation of Directors in the operation of the Company and the value of their contribution as well as the remuneration at the general level in the same industry.

## Chapter 5 Managerial Officers

- Article 16: The Company may have one President and several Vice Presidents and the manager. The appointment, dismissal and the remuneration of such persons shall be decided in accordance with Article 29 of the Company Act.

## Chapter 6 Accounting

- Article 17: The fiscal year of the Company shall begin on January 1 and end on December 31 of each year. The Company shall complete the accounts at the end of each fiscal year. After the fiscal year is concluded, the Board of Directors shall prepare the following statements in accordance with the Company Law: and submit the request for approval in the general shareholders' meeting for approval:
- I. Business Report.
  - II. Financial Statements.
  - III. Proposal for distribution of earnings or covering losses.
- Article 18: Where the Company has annual profit, the Company shall set aside no less than 5% as the

remuneration to the employees and no more than 5% as the remuneration to the Directors. However, the Company shall reserve amounts to compensate in advance if it still has accumulated losses.

Article 18-1: The Company is a technology-intensive and capital-intensive business that is in the growth phase. To align with the Company's long-term capital planning for sustainable operation and stable growth, the dividend policy adopts residual dividend policy. Any net profits concluded at the end of the year shall be distributed in the following order:

- (I) Tax must be paid first and then made up for past losses.
- (II) 10% of the appropriation shall be the legal reserve unless the legal reserve reaches the amount of the Company's paid-in capital.
- (III) Appropriate or reverse special reserve according to the needs of the Company's operation, the orders of the competent authority, or the regulations.
- (IV) The remainder after setting aside the amounts specified in paragraphs 1 to 3 for shareholders' dividends, together with the undistributed earnings of the previous years, the board of directors will draft a earnings appropriation and submit to the shareholders' meeting for resolution. The earnings distribution shall account for more than 50% of the distributable earnings. Cash dividends from the distribution of earnings shall not be less than 30% of the total dividends distributed in the current year.
- (V) The Company may distribute all or part of the legal reserve and the capital surplus by law. over two-thirds of the Board of Directors attend the meeting, and a majority of the directors present at the meeting shall have the decision resolved, and shall report the matter to the shareholders' meeting.

#### Chapter 7 Supplementary Provisions

Article 19: Any matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act, the Securities and Exchange Act and the relevant laws and regulations.

Article 20: These Articles of Incorporation were enacted on October 23, 2001.

The first amendment was made on November 9, 2001.

The 2nd amendment on June 14, 2002.

The 3rd amendment on October 23, 2002.

The 4th amendment on June 30, 2003.

The 5th amendment on June 30 2004.

The 6th amendment on June 29, 2005.

The 7th amendment on June 30, 2008.

The 8th amendment on June 10 2009.

The 9th amendment on June 8 2010.

The 10th amendment on June 9 2011.

The 11th amendment on June 29 2012.

The 12th amendment on June 28 2013.

The 13th amendment on June 22 2015.

The 14th amendment on June 16 2016.

The 15th amendment on May 29 2018.

The 16th amendment on June 25 2019.

The 17th amendment on June 22, 2020.

The 18th amendment on August 23 2021.

The 19th amendment on June 29, 2022.

### SciVision Biotech Inc. Rules of Procedure for Shareholders' Meetings

Article 1 Article 1 In order to establish a sound shareholders' meeting governance system, improve the function of supervision, and strengthen the management function of the Company, these Rules are established for compliance in accordance with Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 2 The rules of procedure for the Company's shareholders' meetings, except as otherwise provided by laws and regulations or the Articles of Incorporation, shall be in accordance with these Rules.

Article 3 Shareholders' meetings of the Company shall be convened by the Board of Directors, unless otherwise specified in the laws and regulations.

30 days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, the Company shall prepare electronic files of the meeting notice, proxy form, information on proposals for ratification, matters for discussion, election or dismissal of directors, and other matters on the shareholders' meeting agenda and upload them to the Market Observation Post System (MOPS). Meanwhile, 21 days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, it shall prepare an electronic file of the shareholders' meeting agenda handbook and the supplementary materials and upload them to the MOPS. Make the shareholders' meeting brochure and supplemental materials available for the shareholders' review at any time fifteen days prior to a shareholders' meeting, and leave the copies at the Company and the shareholder service agency appointed by the Company and at the venue of the shareholders' meeting. The notice and announcement shall specify the cause of the convening meeting; the notice may be made in electronic form at the consent of the respondent.

Election or dismissal of directors, amendments to Articles of Incorporation, capital reduction, application for suspension of public offering, directors' business approval, capital increase by retained earnings, company dissolution, merger, spin-off, The motion shall not be proposed as an extempore motion. The main content of the motion may be posted on the website designated by the securities competent authority or the company, and the website address shall be disclosed in the notice. Also, the matters specified in Article 26-1, Article 43-6, Regulations Governing Offering and Issuance of Securities by Articles 56-1 and Article 60-2 of the Securities and Exchange Act shall be listed in the cause of the meeting, and explain the main contents. It shall not be proposed as an extempore motion.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting, no extempore motion or inauguration date may be changed in the same meeting.

A shareholder holding one percent or more of the total number of the issued shares may submit to the Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited only to one, and no proposal containing more than one item will be included in the meeting agenda. However, if the shareholder's proposal is to urge the Company to promote public interests or fulfill its social responsibilities, the Board of Directors may still include the motion. A shareholder's proposal in alignment with any circumstance under any subparagraph of paragraph 4 of Article 172-1 of the Company Act may not be included in the meeting agenda by the Board of Directors.

Before the date on which share transfer registration is suspended prior to the convention of a regular shareholders' meeting, the company shall announce acceptance of shareholders' proposals, submission by paper or electronic means, submission location and time of submission; the submission period shall not be less than ten days.

A shareholder's proposal should be limited to 300 words. Any proposal exceeds 300 words will not be included as a motion. The shareholder shall attend the general meeting in person or by proxy, and participate in the discussion of that motion.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting

notice the proposals that conform to the provisions of this article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.

Article 4 Shareholders may appoint a proxy to attend the shareholders' meeting through a letter of appointment printed by the Company, stating the scope of authorization to the proxy. Each shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting and shall deliver the proxy form to the Company at least five days before the date of the shareholders' meeting. When a duplicate proxy form is served, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy form. Once a proxy form is received by the Company, if a shareholder wishes to attend the shareholders' meeting in person or to exercise their voting rights in writing or by electronic means, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 5 A shareholders' meeting shall be held at the premises of the Company, or at a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting shall begin no earlier than 9:00 a.m. or later than 3:00 p.m. The opinions of independent directors should be considered sufficiently.

Article 6 The Company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The shareholders' meeting reporting time referred to in the preceding paragraph shall be 30 minutes prior to the meeting started. There should be clear signs at the reporting place with adequate staff assigned to handle the process.

Shareholders or their proxies (collectively referred to as "shareholders") shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Persons requesting for authorization of agent shall bring their ID documents for verification.

The Company shall furnish the attending shareholders with a sign-in book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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

When the government or a juridical person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juridical person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting.

Article 7 For a shareholders' meeting convened by the Board of Directors, the Chairman of the Board shall preside over the meeting. In the event that the Chairman of the Board is on leave or for any reason unable to exercise the powers and powers of the Chairman, the Vice Chairman shall preside over the meeting. If the Chairman is unable to exercise his/her powers, the Chairman is to appoint a Managing Director to act as his or her representative. If there is no managing director, the Chairman is to appoint an acting director. If the Chairman does not have a representative appointed to perform this duty, one of the Managing Directors or Directors shall be elected to perform the job.

When a managing director or director serves as the chair, as referred to in the preceding paragraph, the director shall have held that position for six months or more with great understanding of the Company's financial position and business conditions. The same shall apply for a representative of a institutional director to serve as the chair.

A shareholders' meeting convened by the board of directors shall be attended by a majority of the directors.

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

The Company may appoint its attorneys, CPAs, or relevant persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8 The Company shall keep uninterrupted audio and video recording of the shareholder check-in

process, the meeting proceeding and the voting counting process from the time shareholder check-in is accepted.

The audio and video recording in the preceding paragraph shall be kept for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 9 The attendance of a shareholders' meeting shall be counted by share. The shares in attendance shall be counted according to the sign-in sheet or the attendance sign-in cards submitted, plus the shares of paper-based or electronic voting.

The chair shall declare the meeting in session. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements for a combined total of not more than one day of meeting shall be allowed. hour. If the number of shares held by the shareholders present at the meeting does not exceed one-third of the total outstanding shares after two postponements, the chair shall announce the adjournment.

In the event of the preceding two postponements and the presence of shareholders representing more than one-third of the total number of issued shares, a tentative resolution may be resolved pursuant to Article 175-1 of the Company Act, and each shareholder shall be notified of the tentative resolution. The shareholders may convene another shareholders' meeting within one month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of outstanding shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10 If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors and the relevant proposals (including extempore motions and amendment of original proposals) shall be voted on in order. It cannot be changed.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene other than the Board of Directors.

Before the proceedings (including extraordinary motions) of the preceding two paragraphs are completed, the chair may not announce the meeting is adjourned unless a resolution is reached. The shareholders present with more than half of the voting rights agree to nominate one person to be the chairman and the meeting will continue.

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

Article 11 Before a shareholder may speak in the meeting, an attending shareholder must fill out a statement slip stating the purpose of the speech, the shareholder account number (or attendance card number), and account name for the Chairman to determine the order of speakers.

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes; if the shareholder's speech violates the rules or exceeds the scope of the motion, the chair may have the shareholder stop the speech.

Attending shareholders may not interfere with the speaking shareholders without the Chairman's consent and the speaking shareholders. The Chairman will have the violating shareholders stopped.

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

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

Article 12 Voting at a shareholders' meeting shall be based on the number of shares held.

With respect to resolutions by a shareholders' meeting, the number of shares held by a shareholder without voting rights shall not be calculated as part of the total number of outstanding shares.

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



The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be counted toward the number of the voting rights represented by attending shareholders. With the exception of a trust enterprise or a stock affairs agency approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of the issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the counting.

Article 13 Shareholders are entitled to one vote per share except for the restricted shares or non-voting shares specified in Article 179, paragraph 2 of the Company Act.

When the Company calls a shareholders' meeting, the voting rights shall be exercised by electronic means and may be exercised by correspondence. When exercising voting rights in writing or electronically, the method of exercising shall be specified in the shareholders' meeting convening notice. A shareholder's exercise of voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. But to have waived their rights with respect to the extempore motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extempore motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company at least two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

In case a shareholder who has exercised his/her/its voting power in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he/she/it shall, two days prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his/her/its voting power, serve a separate declaration of intention to rescind his/her/its previous declaration of intention made in exercising the voting power under the preceding Paragraph Two. In the absence of a timely rescission of the previous declaration of intention, the voting power exercised in writing or by way of electronic transmission shall prevail. If the shareholder exercises the voting right in writing or by electronic means and appoints a proxy with a proxy form to attend the shareholders' meeting, the voting right exercised by the attending proxy at the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

When the chair inquires for any objections on a proposal from all of the attending shareholders but no objection is raised, it shall be deemed approved, and its effect shall be identical to the voting. In case of any objections, the voting method shall be adopted according to the preceding paragraph. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

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

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

Article 14 The director election at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the

Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 15 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders within 20 days after the close of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The minutes of meeting shall record the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the voting results (including the number of votes) of the meeting. In the event of an election of directors, the number of votes received by each candidate shall be disclosed. weights. The minutes shall be retained for the duration of the existence of the Company.

Article 16 The Company shall prepare a table in designated format for the statistical data on the quantity of shares represented by proxies or parties requesting for representation to the meeting on the day of the General Meeting and disclose the information at the venue of the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (Taipei Exchange) regulations, the Company shall upload the information to the MOPS within stipulated time. .

Article 17 Administrative personnel of a shareholders' meeting shall wear ID badge or arm badge.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification badge or an armband, reading "Proctor."

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

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

Article 18 When a meeting is in progress, the chairperson may announce a break based on time considerations.

If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

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

Article 19 These Rules shall be implemented after having been approved by a shareholders' meeting, and the same shall apply to any amendment thereto.

Article 20 Enacted on June 28, 2013

The 1st amendment on June 22, 2015

The 2nd amendment on June 25, 2019

The 3rd amendment on June 22, 2020

**SciVision Biotech Inc.  
Procedures for Election of Directors**

- Article 1. To ensure a fair, just, and open election of directors, these Procedures are established pursuant to Article 21 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."
- Article 2. Unless otherwise specified in the laws or the Articles of Incorporation, the election of the Company's directors shall be handled in accordance with these Procedures.
- Article 3. The overall composition of the Board of Directors shall be considered in the election of the Company's directors. The composition of the Board shall take diversity into consideration and formulate an appropriate policy for diversity based on the Company's operations, business types, and development needs. It is advisable that the policy include, but is not limited to, the following two general standards:
- I. Basic requirements and values: Gender, age, nationality, and culture.
  - II. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.
- Members of the Board of Directors should generally possess the knowledge, skills, and qualities necessary to perform their duties. The overall abilities that should be possessed by them are as follows:
- I. The ability to make operational judgments.
  - II. Accounting and financial analysis.
  - III. Operational and management competency.
  - IV. Crisis management capability.
  - V. Knowledge of the industry.
  - VI. An international market perspective.
  - VII. Leadership.
  - VIII. Decision-making ability.
- A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company.
- The board of directors of the Company shall consider adjusting the composition of the members of the board of directors according to the results of the performance evaluation.
- Article 4. The qualifications of independent directors of the Company shall meet the requirements specified in Articles 2, 3 and 4 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."
- The election of the Company's independent directors shall comply with Articles 5 and 6 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and Article 24 of the "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies" to be processed.
- Article 5. The election of the Company's directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a director by-election.
- Where the number of independent directors falls below the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting. by-election in a special session.
- The term of office of the succeeding director (independent director) shall expire until the term of the original director expires.
- Article 6. The election of the Company's directors shall adopt the cumulative voting method. Each share is entitled to vote in numbers equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 7. The board of directors shall prepare separate ballots for Directors in numbers corresponding to the

Directors to be elected, with the number of voting rights specified on the ballots specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

- Article 8. According to the number of directors specified in the Company's Articles of Incorporation, the voting rights of independent directors and non-independent directors are calculated separately, and the number of votes received by each director shall represent the highest number of votes. The winners receiving the same number of votes shall draw lots to determine the winner, and the chair shall draw lots on behalf of the candidates who are not in attendance.
- Article 9. Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 10. A ballot is invalid under any of the following circumstances:
- I. The ballot is not prepared by a person with the right to convene.
  - II. A blank ballot is cast into the ballot box.
  - III. Ballots are illegible or altered.
  - IV. The candidate whose name is entered in the ballot does not conform to the director candidate list.
  - V. Ballots that contain writings other than the number of voting rights allotted.
- Article 11. The voting rights shall be calculated on site immediately after the end of the poll, and the results of the list of persons elected as Directors and the numbers of votes with which they are elected shall be announced by the chair on site.  
The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least one year.  
However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.
- Article 12. The Board of Directors of the Company shall issue a notice to the elected Directors.
- Article 13. Any matters not addressed in this Procedure shall be handled in accordance with the Company Act, the Articles of Incorporation and relevant laws and regulations.
- Article 14. These Procedures shall be implemented after approval by a shareholders' meeting, same as for amendments.
- Article 15. Enacted on May 27, 2008  
The 1st amendment on June 9, 2011  
The 2nd amendment on June 22, 2015  
Amendment for the 3rd instance on June 25, 2019 (original title: Election of Directors and Supervisors)  
The 4th amendment on June 29, 2022 (original name: Regulations for Election of Directors)

**SciVision Biotech Inc.**  
**Rules and Procedures for Board of Directors Meetings**

- Article 1: (The basis for establishing this Standard)  
For the purpose of establishing a sound board governance system, improving the function of supervision, and strengthening the management function, this Board of Directors is enacted for compliance in accordance with Article 2 of "Regulations Governing the Procedure for Board of Directors Meetings of Public Companies."
- Article 2: (Scope of the Norm)  
The rules and procedures for board of directors meetings, the main content of the procedures, the operating procedures, the matters specified in the meeting minutes, announcements, and other matters to be followed should be handled in accordance with the rules of the rules.
- Article 3: (Notices for Convening of Board of Directors and Meetings)  
The board of directors of the Company shall be convened at least once every quarter.  
For the convening of a Board of Directors' meeting, the reasons for holding the Board of Directors' meeting shall be stated and notified to all directors seven days in advance. In case of emergency, they may be convened at any time.  
With the consent of the respondent, the notice of convening meeting referred to above may be made in electronic form.  
Matters referred to in Paragraph 1, Article 12 of the Rules shall be stated in the cause of call for convening the meeting and cannot be proposed as extempore motions, except for emergencies or for justifiable reasons.
- Article 4: Meeting Notice and Meeting Materials  
The Finance Department is the unit responsible for handling decisions made by the Company's Board of Directors.  
The department concerned with meeting affairs shall draft the content of the Board of Directors' meeting, provide sufficient meeting materials and deliver the notice by mail at the time of convening the meeting.  
If the directors believe that the meeting materials are insufficient, they may request the meeting concerned to make up the materials. If the directors are of the opinion that the information in the proposal is insufficient, the board of directors may decide to postpone the discussion.
- Article 5: (Preparation of Documents including Attendance Book, and Appointment of Directors to Attend Attendance)  
At the Company's Board of Directors' meeting, a sign-in book shall be prepared for the attendance of directors to sign for inspection.  
Directors shall attend the meeting in person. If they are unable to attend the meeting in person, they may appoint another director to attend the meeting as a proxy according to the provisions of the Articles of Incorporation of the Company.  
In case a director appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.  
The proxy referred to in Paragraph 2 is limited to one person.
- Article 6: (Guidelines for the Location and Time of Board Meetings)  
The meeting place and time of the Company's Board of Directors' meeting shall be during the Company's premises and during business hours or a place and time that is convenient for the attendance of Directors and suitable for Board of Directors' meeting.
- Article 7: (Board Chairperson and Proxies)  
Where the Board of Directors is convened by the Chairman, the Chairman shall preside over the meeting. If the first board meeting of each term is to be convened by the Director receiving the highest voting rights, the chair shall be the chair of the meeting. If there are two or more persons with the convening right, the chair shall be elected from among them.  
According to Paragraph 4, Article 203, or Paragraph 3, Article 203-1 of the Company, where a majority of the directors shall convene the meeting of the directors, the directors shall select a chair from among themselves.

Where the Chairman is on leave or is unable to exercise his/her power for any reason, the Vice Chairman shall act on his/her behalf. In the case of directors, one Director shall be appointed to act as a representative. If the Chairman does not have a representative appointed to perform this duty, one of the general directors or directors is to be elected to perform this duty.

Article 8: (Board meeting materials, attendees, and board meeting materials)

When convening a Board of Directors' meeting, the management department (or the body designated by the Board of Directors) should prepare relevant materials for the inspection of the directors attending the meeting at any time.

The personnel of the relevant departments or subsidiaries may be notified to attend the board meeting depending on the contents of the proposal. Where necessary, CPAs, lawyers, or other professionals may also be invited to attend meetings and give explanations. However, they shall be excused during the discussion and balloting.

The chair of the board of directors shall announce the board meeting in session when attended by a majority of the directors at the end of the holding time.

If more than half of the Directors fail to attend the last board meeting, the Chairman may announce to postpone the meeting up to two times for a total of not more than 1 hour. If the quota is still insufficient after two postponements, the chair may convene a new session in accordance with Article 3 Section 2.

The board referred to in the preceding paragraph and Article 16 Section 2 Paragraph 2 shall be counted based on the incumbents.

Article 9: (Evidence of Audiotaping or Videotaping of Board Meeting Process)

The Company's Board of Directors' meetings shall be kept by audio or video recording for evidence and shall be retained for at least 5 years, which may be preserved by electronic means. Before the expiration of the retention period referred to in the preceding paragraph, in the event of a litigation concerning the matters reached by the Board of Directors, the relevant audio or video evidence shall be retained until the conclusion of the litigation.

For meetings convened by videoconference, the audio and video recordings shall form part of the meeting minutes and shall be retained permanently.

Article 10: (Discussion content)

The contents of the periodic board of directors meetings of the Company shall at least include the following items:

I. Matters to be reported:

- (I) Minutes of the previous meeting and the progress of the meeting.
- (II) Important financial and business reports.
- (III) Internal audit report.
- (IV) Other important reporting matters.

II. Matters for discussion:

- (I) Items retained for discussion in the previous meeting.
- (II) Matters to be discussed in the meeting.

III. Extempore motions.

Article 11: (Discussion of motions)

The Board of Directors of the Company shall proceed to the discussion as scheduled in the meeting notice. However, it may be amended with the consent of a majority of the directors present.

The chair may not announce for the adjournment of the meeting, without the consent of a majority of the directors present, before the conclusion of the meeting, as described in the preceding paragraph.

If a majority of the directors present at a board meeting does not constitute a majority of the attending directors, the chair shall announce the suspension of the meeting upon motion of the directors present. Also, Paragraph 3, Article 8 shall apply.

Article 12: (Matters that should be discussed by the board of directors)

The following matters should be presented to the board of directors for discussion:

- I. The business plan of the Company.
- II. The annual and semi-annual financial reports signed or stamped by the Chairman, managers, and accounting officer, except for the semi-annual financial reports that are not required to be audited by CPAs.

- III. Establishment or amendment of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act (hereinafter referred to as the "SEA").
- IV. Stipulating or amending the procedures for the acquisition and disposal of assets, trading of derivative instruments, lending of funds, and making endorsements or guarantees for others in accordance with Article 36-1 of the Securities and Exchange Act and other material financial business activities.
- V. Public offering, issuance, or private placement of equity-type securities.
- VI. Appointment and dismissal of financial, accounting or internal audit managers.
- VII. Donations to related parties or material donations to non-related parties. However, the donation for emergency relief due to a major natural disaster may be submitted at the next board meeting for ratification.
- VIII. Any of the important matters that are required by Article 14-3 of the Securities and Exchange Act and other laws and regulations or the Articles of Incorporation to be resolved in the shareholders' meeting or the board meeting or regulated by the competent authorities.

The term "related party" referred to in Paragraph 7 of the preceding paragraph means the related party defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The material donation to non-related Over NT\$100 million, or 1% of the net operating revenue or 5% of the paid-in capital in the most recent financial statements certified by a certified public accountant.

The alleged "within one year" referred to above means for the one year prior to the board meeting convening date, excluding the part that has already been resolved in the board meeting.

At least one independent director of the company shall attend the board meeting in person. For the matters that shall be submitted to the board of directors for resolution referred to in paragraph 1, all of the independent directors shall attend the meeting or if they are unable to attend the meeting in person, another independent director shall be appointed to attend the meeting as a proxy. Any objections or reservations of independent directors shall be documented in the minutes of the meeting. If an independent director cannot attend the meeting in person to express their objections or reservations, unless there are valid reasons, have a written opinion documented in advance in the minutes of the meeting .

Article 13: (Voting "I")

When the Chairman is of the opinion that a proposal of the Board of Directors has been discussed sufficiently to put it to a vote, the Chairman may announce the discussion closed and call for a vote.

When voting on a proposal of the Board of Directors of the Company unanimously by all directors attending the meeting upon the chairperson's inquiry, it shall be deemed as having been passed, and its effect shall be the same as that adopted in the voting. Any objection raised by the Chairman shall be put to the vote.

The Chairman shall choose the voting method in accordance with the following paragraphs, but in case of objections, the opinions of the majority shall be sought and decided:

- I. Voting by show of hands.
- II. Roll-call voting.
- III. Voting.
- IV. Voting for the Company's choice.

The "present directors" referred to in the preceding two paragraphs does not include the directors who are prohibited from exercising their voting rights under Article 15 Section 1.

Article 14: (Voting "II" and monitoring and counting of votes)

Unless otherwise specified in the Securities and Exchange Act and the Company Act, resolutions at any board meeting of the Company shall be executed with the attendance of a majority of the directors and the consent of a majority of the directors present.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they

will be put to a vote. However, if any of the motions is passed, the other motions will be deemed rejected and no further voting is required.

The chair shall appoint personnel to supervise ballot and tally votes if necessary, provided that the personnel shall be directors.

The outcome of a vote at the audit committee meeting shall be reported on the spot and be recorded accordingly.

Article 15: (Regulation on the recusal of directors' interests)

If a director, or the corporate entity that the director represents, is considered a stakeholder to the discussed agenda, he or she must state the stakes involved during the current board meeting and state and answer any queries that may be detrimental to the Company's interests during the current board meeting, and voting by the Director shall withdraw from the discussion and voting at the time of voting, and shall not exercise the voting right of other Directors on a proxy.

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

For the Company's board directors who cannot exercise their voting rights in accordance with the preceding two paragraphs, according to Article 206 Section 4 of the Company Law, the resolution of the board of directors can be handled in accordance with Article 180 Section 2 of the Company Law.

Article 16: (Meeting minutes and signatures)

The minutes of meeting must be prepared for the Company's board meeting with the following information detailed:

- I. The session (or year), time and place of the meeting.
- II. The name of the chairman.
- III. Status of directors' attendance, including the name and the number of directors who are present, leave of absence, or absence.
- IV. The names and titles of the attendees.
- V. Name as recorded.
- VI. Matters to be reported.
- VII. Items to be discussed: resolution methods and results of each motion, statements of the directors, experts, and other staff members; the directors and directors with interests concerned in accordance with Paragraphs 1 and 2 of the preceding article, the names of their stakeholders, and important details of the interests and the reasons for the recusal, the circumstances of the recusal, the recorded objections or reservations, and the written opinion issued by the independent directors in accordance with Article 12 Section 4.
- VIII. Name of proposer, proposal resolution method and result, directors, experts and other staff's speech summary; and their interested parties who are interested in accordance with the section 1 and section 2 of the preceding article, and an explanation of important content, reasons for recusal or non-repudiation, and written or written objections or reservations.
- IX. Other information required to be disclosed.  
The resolutions reached by the Board of Directors that fall under any of the following categories must be documented in the minutes of the meeting and announced and reported on-line at the information network designated by the competent authorities within two days from the board meeting date:
  - (I) Independent directors have documented objections or reservations in writing.
  - (II) For matters not approved by the Audit Committee, if they have been approved by more than two thirds of all directors.

The board of directors' attendance register shall be an integral part of the minutes of meeting and shall be kept permanently.

The minutes of meeting must be signed or sealed by the chairperson of the meeting and the person taking minutes, and then distributed to all Directors within 20 days after the meeting. The minutes shall be included in the important files of the Company and kept permanently throughout the duration of the Company.



The preparation and distribution of the minutes of meeting referred to in Section 1 may be processed electronically.

Article 17: (Principle of authorization by the Board of Directors)

Except for the matters that shall be brought to the board of directors for discussion in Paragraph 1 of Article 12, the Board of Directors may authorize the Chairman to exercise the powers of the board of directors according to laws or regulations or the Articles of Incorporation of the Company when the Board of Directors is not in session. The details of such authorization are as follows:

- I. According to the Company's Approval Authority Chart.
- II. Appointed in accordance with the Company's management rules, regulations, and guidelines.
- III. Appointment of the directors of the investee company.
- IV. Approval of the record date of capital increase or decrease and the distribution of cash dividends.

Article 18: (Executive Board of Directors)

If the Company has a Board of Directors of the general management, then these Rules shall apply also in the Rules of Procedure for the Board of Directors. However, if the board of directors meeting is scheduled to be convened within 7 days, the general directors' notice may be made two days in advance.

Article 19: (Supplementary Provisions)

The establishment and amendment of these Rules and Procedures shall be with the consent of the Board of Directors and reported to the Shareholders' Meeting.

Article 20: Enacted on December 29, 2006

The 1st amendment on March 14, 2011

The 2nd amendment on December 28, 2012

The 3rd amendment on October 26, 2017

The 4th amendment on March 28, 2019

The 5th amendment on May 7, 2020

**SciVision Biotech Inc.**  
**Shareholding of All Directors**

Title	Name	Shareholding increase	Percentage of ownership (Note)
Chairman	Han, Kai-Cheng	1,887,880	2.82%
Director	Yang, Ming-Kung	2,936,230	4.38%
Director	Yang Li, Shu-Lan	2,712,682	4.04%
Director	Representative of Thermal Asia International Co., Ltd.: Huang, Jie-Ching	1,138,649	1.70%
Director	Han, Tai-Wei	255,513	0.38%
Director	Pan, Zong-Wei	2,848	0.00%
Independent director	Lei, Tsu-Kang	0	0.00%
Independent director	Chen, Rung-Chao	0	0.00%
Independent director	Chen, Shuei-Tsung	0	0.00%
Total		8,933,802	13.32

Explanatory Notes:

1. As of April 30, 2023, the Company had issued 67,052,579 shares.
2. The statutory minimum shareholding of all directors shall not be less than 5,364,206 shares.
3. The Company has established an Audit Committee as required by law; therefore, there is no requirement on the minimum shareholdings of shares for supervisors.

## Appendix VI

**The impact of the distribution of bonus shares proposed in the current shareholders' meeting on the business performance, earnings per share, and shareholders' rate of return of the company:**

Not applicable since no gratis allotment of shares was made in the current year.