



**Stock code: 6589**

# **EirGenix, Inc.**

## **2025 Annual Shareholders' Meeting**

### **Meeting Agenda**

**(Translation)**

Date and Time : June 27, 2025 09:30 a.m.

Meeting Location :

International Conference Hall, Development Center for Biotechnology

(1F, No.102, Lane.169, Kangning St., Xizhi Dist., New Taipei City)

Physical Shareholders' Meeting

**DISCLAIMER:**

THIS IS A TRANSLATION OF THE HANDBOOK FOR THE 2024 ANNUAL SHAREHOLDERS' MEETING (THE "HANDBOOK") OF EIRGENIX, INC. (THE "COMPANY"). THIS TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NOTHING ELSE, THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE HANDBOOK SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

# **Table of Contents**

<b>I. Meeting Agenda .....</b>	<b>1</b>
<b>II. Report Item .....</b>	<b>2</b>
<b>III. Acknowledged Item .....</b>	<b>6</b>
<b>IV. Discussion Item .....</b>	<b>7</b>
<b>V. Election .....</b>	<b>13</b>
<b>VI. Other Proposals.....</b>	<b>14</b>
<b>VII. Extemporary Motions .....</b>	<b>14</b>
<b>VIII. Attachment</b>	
<b>1. Annual Business Report .....</b>	<b>15</b>
<b>2. Audit Committee's Review Report.....</b>	<b>20</b>
<b>3. 2024 Remuneration for the Directors .....</b>	<b>21</b>
<b>4. 2024 Implementation Report for the Sound Business Plan .....</b>	<b>23</b>
<b>5. Comparison Table for the Transfer Repurchased Shares to Employees Rules</b>	<b>24</b>
<b>6. Financial Statements and Independent Auditors' Report .....</b>	<b>25</b>
<b>7. 2024 Deficit Offset Statement .....</b>	<b>51</b>
<b>8. Comparison Table for the Company's Articles of Incorporation .....</b>	<b>52</b>
<b>9. Education and Experience of the Candidates .....</b>	<b>55</b>
<b>10. Release the Prohibition on Newly Appointed Directors or Representatives of         Directors from Participation in Competitive Business .....</b>	<b>61</b>
<b>IX. Appendix</b>	
<b>1. The Rules of Procedure for Shareholders Meetings .....</b>	<b>63</b>
<b>2. The Company's Articles of Incorporation (Before the Revision).....</b>	<b>75</b>
<b>3. Rules for Election of Directors .....</b>	<b>83</b>
<b>4. Shareholding of All Directors .....</b>	<b>85</b>



**EirGenix, Inc.**  
**2025 Annual Shareholders' Meeting**  
**Meeting Agenda**  
(Translation)

**Type of Meeting: Physical Shareholders' Meeting**

**Time: 9:30 a.m., June 27, 2025**

**Place: International Conference Hall, Development Center for Biotechnology**  
**(1F, No.102, Lane.169, Kangning St., Xizhi Dist., New Taipei City)**

**Meeting Procedures:**

**I. Call the Meeting to Order**

**II. Chairman Remarks**

**III. Report Items**

- (1) Report the Business Results
- (2) Audit Committee's Review Report
- (3) Remuneration for the Directors
- (4) The Implementation Report for the Sound Business Plan
- (5) Discontinue the Private Security Offering Approved by 2024 Shareholders' Meeting
- (6) Execution of Treasury Stock
- (7) Amendment to the "Transfer Repurchased Shares to Employees Rules"
- (8) Changes in Accounting Estimates

**IV. Acknowledged Item:**

- (1) Accept 2024 Financial Statements and Business Report
- (2) Ratification of the 2024 Deficit Offset Proposal

**V. Discussion Item:**

- (1) Amendment to the Company's Articles of Incorporation
- (2) Adoption of the Issuance of Employee Restricted Stock Awards
- (3) Approval of Private Placement of Securities

**VI. Election:**

Re-Election of Directors (Including Independent Directors)

**VII. Other Proposals:**

Proposal to Release the Prohibition on Newly Appointed Directors or Representatives of Directors from Participation in Competitive Business

**VIII. Extemporary Motions**

**IX. Meeting Adjourned**

## **【Report Items】**

### **1. Report the Business Results**

**Explanatory Notes :** Please refer to Attachment 1.

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

**Explanatory Notes :** Please refer to Attachment 2.

### **3. Remuneration for the Directors**

**Explanatory Notes :**

Please refer to Attachment 3.

### **4. The Implementation Report for the Sound Business Plan**

**Explanatory Notes :**

The 2024 Implementation Report for the Sound Business plan is submitted to the Board of Directors for monitoring and reported to the Shareholders' Meeting. Please refer to Attachment 4.

### **5. Discontinue the Private Security Offering Approved by 2024 Shareholders' Meeting.**

**Explanatory Notes :**

- (1) It was authorized in the Shareholders' Meeting on May 30, 2024 that the Board of Directors may raise funds of at most 30,000,000 shares of common stocks by private placement depending on the market status and the Company's actual demands. The private placement shall be conducted one to three times within one year after the authorization starting from the resolution date.
- (2) As the termination date is near, in consideration of working capital and market status, the said private placement shall not be renewed and continued.

## 6. Execution of Treasury Stock

### Explanatory Notes :

The Company has completed 2024 first share buyback. The execution details are as follows:

Date of the Board resolution	Dec. 16, 2024
Buy back installments	1 <sup>st</sup>
Purpose of the buyback	Transfer of shares to employees
Expected buyback period	2024/12/17 ~ 2025/02/16
Expected number of repurchases	Common stock 4,000,000 shares
Price range per share	NTD 68 ~ 100
The actual period bought back	2024/12/18 ~ 2025/02/11
The actual category & quantity bought back	Common stock 4,000,000 shares
Amount of shares bought back	NTD 305,465,238
Average buyback price per share	NTD 76.37
The ratio of the quantity bought back to the quantity scheduled to be bought back (%)	100%
Number of shares canceled and transferred	0 shares
Cumulative number of shares held in the Company	Common stock 4,000,000shares
Ratio of the cumulative number of shares held in the company to the total number of issued shares (%)	1.31%

## 7. Amendment to the Transfer Repurchased Shares to Employees Rules

### Explanatory Notes :

Please refer to Attachment 5.

## 8. Changes in Accounting Estimates

### Explanatory Notes :

1. Nature of the change: Based on IFRS IAS 8 and Regulations Governing the preparation of Financial Reports by Securities Issuers, to reasonably reflect assets future economic benefits, The Company entrust China Real Estate Appraiser Firm to evaluate the economic durability life of the Buliding A of Zhubei Plant, and by certified public accountant to issue a review statement on rational of durability life change.

2. Reason for the change: The Company based on the fact that the Buliding A of Zhubei Plant is steel construction building, production is not carried out for the entire year and perform annual maintenance on yearly basis, thus its durability life should be longer. To better conform with The Company's asset status and operation achievement, the Company thus entrust China Real Estate Appraiser Firm to appraisal the Buliding A of Zhubei Plant, its evaluate process is to send people on site to observe and survey subject matter's maintain status, also consider construction/ valuation expert's professional opinion, in the end they suggest the durability life of the company's Buliding A of Zhubei Plant should be extended up to 50 years of provision for depreciation.
3. The Company planned to change partial factory buildings' estimated service life starts from 2025/01/01, is based on "Regulations Governing the Preparation of Financial Reports by Securities Issuers" Article 6, in terms of the Company change account estimate, reason behind is change account estimate can provide reliable and more crucial information and predicted account estimate number of impacts, our review statement as follow:

I. Change account estimate's nature and theoretical basis

- i. Based on International Financial Reporting Standards(IFRS) #8 accounting standard, as enterprise operation implicit uncertainty result, financial statements' many content cannot be accurately measured but only estimated, thus by acquires new information or gain more experience therefore is able to revise previous estimate.
- ii. Per the Company management authority statements, the Company was based on Ministry of Finance's fixed assets service life table to establish facility service life, but because the Company's production is not carried out for the entire year and perform annual maintenance on yearly basis, thus intend to reference China Real Estate Appraiser Firm issued economically durability service year extension rational evaluation report to extend service life from 20 years to 50 years on partial facility / plant.

II. Reason that Change account estimate can provide reliable and more crucial information

Per the Company management authority statements, based on the production schedule and annual maintenance factors the Company estimated facility/ plant's actual service life has a difference in gap compared with currently used service life. Its service life was estimated to be 20 years. According to China Real Estate Appraiser Firm's evaluation report, the firm performs a survey on the facility/ plant, and evaluate its service life in 3 characteristics, physical, functionality and economic, the service life of facility/ plant should be 50 years.

### III. Use new accounting estimates' number of impacts

Per the Company's design data, if extend factory buildings service life from 20 years to 50 years started from 2025/01/01, estimates depreciation expense should reduce about NTD 21,876,000 in fiscal year 2025.

After the accountant reviewed related estimation data, no significant unreasonable issues were found.

## **【Acknowledged Item】**

### **1. Accept 2024 Financial Statements and the Business Report**

**(Proposed by the Board of Directors)**

**Explanatory Notes :**

- (1) EirGenix's 2024 Financial Statements, including consolidated financial statement and parent company only financial statement, were audited by independent auditors, Ms. Yu, Shu-Fen and Ms. Yen, Yu-Fang, of PricewaterhouseCoopers Taiwan.
- (2) 2024 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements are attached hereto as Attachments 1 and 6.

### **2. Ratification of the 2024 Deficit Offset Proposal**

**(Proposed by the Board of Directors)**

**Explanatory Notes :**

- (1) In accordance with the Company's Articles of Incorporation, no dividends shall be distributed due to net loss for the fiscal year 2024
- (2) EirGenix's 2024 financial statement showed an accumulated deficit is NTD 698,343,112. According to the Company's Articles of Incorporation, EirGenix does not intend to distribute dividends and bonuses this year.
- (3) It is proposed to compensate the total amount of the deficit by capital surplus; please refer to Attachment 7.



## **【Discussion Item】**

### **1. Amendment to the Company's Articles of Incorporation**

**(Proposed by the Board of Directors)**

**Explanatory Notes :**

- (1) To comply with the amendments to the “Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEX Listed Companies,” which include newly added provisions on the minimum proportion of independent directors and term limits for consecutive service.
- (2) In line with the amendment to Article 14, Paragraph 6 of the Securities and Exchange Act, the proportion of earnings is to be allocated for adjusting salaries or distributing compensation to grassroots employees.
- (3) The comparison table is attached hereto as Attachment 8.

### **2. Adoption of the Issuance of Employee Restricted Stock Awards**

**(Proposed by the Board of Directors)**

**Explanatory Notes :**

- (1) To attract and retain the professional talents required by EirGenix, to enhance the coherence of employees, EirGenix intends to issue a total of 520,000 shares at NTD 10 per share, and the total amount is NTD 5,200,000, according to Article 267 of the Company Act and related rules, including the Regulations Governing the Offering and Issuance of Securities by Securities Issuers to lay down the Regulations of 1<sup>st</sup> Employee Restricted Stocks in 2025. The actual number of shares to be issued will be resolved by the Board of Directors after the issuance of employee restricted stock awards is approved at the shareholders' meeting and by the competent authority.
- (2) The content and items of the Restricted Employee Stock are as follows:
  - I. Issue Price: NTD 0 per share.
  - II. The Eligibility of Employee:

Only the Company's and controlling and subordinate company's regular

employees are already employed when RSAs are granted. The term” controlling and subordinate company” is recognized in accordance with the standard from Financial Supervisory Commission (official letter No.1070121068).

III. Condition of Vesting:

Condition A: When the Company’s annual Key-Performance-Indicator (KPI) is at least 2.5, the employee will be eligible to receive 100% shares of the Company's restricted stock.

Condition B: When the Company and employee’s annual Key-Performance-Indicator (KPI) is at least 2.5, the employee will be eligible to receive 100% shares of the Company's restricted stock.

IV. Category of Restricted Employee Stock: Common shares of the Company.

V. Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance: Where an executive fails to meet the vesting conditions, the Company will reclaim the granted RSAs and cancel the same at no extra cost to the Company; for exceptional events, including but not limited to inheritance, the Company will take measures as set forth in the Employee Restricted Stock Awards Rules.

VI. Number of Restricted Employee Stock eligible for subscription: The number for subscription to the respective employee is determined by the job level, salary, job tenure, performance, the contribution of the company’s primary operation goals, the regulations at the subscription time and other caused as the reference.

VII. Restricted rights before employees meet the vesting conditions:

- i. During the vesting period, the employee may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, restricted stock awards.
- ii. Voting right in Shareholders’ Meetings and Dividend: The same as common stock.

- (3) Expected expense amount: The calculation of the expected expense amount is based on EirGenix 's outstanding 306,780,416 shares, including the estimated issue of 520,000 shares by restricted stock, and the average closing price in February 2025 is NTD 81.40 as fair value. If all employees achieve the condition, the total estimated expense amount is NTD 42,328 thousands. Based on the estimated issue date and given date are one to ten years, the annual amortized expense from 2026 to 2027, respectively, will be NTD

21,164 thousand and NTD 21,164 thousands. However, the actual amount will be calculated by the fair value on the given date and recognized related expenses in installments during the vested period.

- (4) Dilution of EPS and other factors affecting shareholders' equity: EirGenix issues Restricted Employee Stock, representing 0.17% of an aggregate number of all shares issued, the potential impact from the above-mentioned expenses to the Company's EPS is preliminarily estimated at approximately NTD 0.138 and from 2026 to 2027 are NTD 0.069 and NTD 0.069, respectively.
- (5) The Employee Restricted Stock issued may be deposited in a trust account.
- (6) It is proposed to the shareholders' meeting to authorize the board of directors to adjust the condition or regulation of the Employee Restricted Stock this time by law or as required by the competent authority and to also authorize the board of directors to decide the actual list of subscribers and the amount. The board of directors shall have full power to handle the issue without violating the principle of content agreed upon by the shareholder's meeting.

### 3. Approval of Private Placement of Securities

**(Proposed by the Board of Directors)**

**Explanatory Notes :**

- (1) EirGenix has considered the timeliness of financing activities and the operational needs, and it will conduct private placements of common shares at a proper time, depending on the capital market. The maximum number of total shares issued will be 30,000,000 shares. It will be issued from one to three closings within one year of a resolution adopted by a shareholder meeting to increase the flexibility of EirGenix's financing activities. The anticipated issuance information is as follows. The actual issuance limit will be submitted to the shareholders' meeting to authorize the board of directors to determine it based on market conditions and the result of negotiations with investors.

Anticipated number of closings	Anticipated number of shares	It is estimated to conduct private placements for the capital increase in three closings. The unissued number of shares may be combined with the next closing or the anticipated number of shares of each closing may be combined together. The total number of shares issued shall not exceed 30,000,000 shares.
First time	10,000,000	
Second time	10,000,000	
Third time	10,000,000	

- (2) The issuance of private placements is conducted in accordance with the "Securities and Exchange Act" and "Directions for Public Companies Conducting Private Placements of Securities."
- (3) The basis and reasonableness of the private placement pricing:

The reference price is the simple average closing price of the common shares of the TWSE listed or TPEX listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction; or the simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction. The price shall be the higher of the above two calculations. The private placement pricing shall not be lower than 80% of the reference price.

- (4) Source and the total amount of the private placement: The total estimated amount of offering securities to specific persons pursuant to Article 43-6 of the Securities Exchange Act.
- (5) The method for selecting the specific persons and the anticipated benefits:
- I. The places of the private placement are strategic investors. In accordance with Article 43-6 of the Securities and Exchange Act and the regulatory interpretation issued by the competent authority, it states to select those who are beneficial to the long-term development of the Company, and improve the operational performance, strengthen competitiveness, and generate benefits for existing shareholders' equity.
  - II. The method and purpose for selecting the places: the purpose for the places selected this time is to introduce strategic investors. The main targets are strategic investors who have developing experiences in biomedicine and health and can stabilize the Company's equity and capital structure.
  - III. The necessity of the places: to accelerate the product developing efficiency as well as the process of the same drug series to complete the production line. By the comprehensive effect of expanding the market, it can establish EirGenix's unique status in the international biosimilars and CDMO field. In order to sustain EirGenix's operation and development, it is necessary to conduct private placement to introduce strategic investors by resolution.
  - IV. The relationship between the places and the company: The places haven't been arranged.
  - V. There is no significant change in managerial control within the one year period immediately preceding the day on which the board of directors resolves on the private placement and no significant change in managerial control after the introduction of strategic investors through private placement.
  - VI. Anticipated benefits: improve EirGenix's operating scale, horizontal and vertical integration, and product or market development collaboration, assist EirGenix improving technology, efficiency, expand the operational scale, and improve the market status. It has positive benefits in creating EirGenix and shareholder value.
- (6) The reasons for the necessity of conducting the private placement:
- I. The reasons for not using a public offering:  
With the considerations of the timeliness of financing activities and the uncertainty of the capital market, and the benefit for the Company's long-term operating development because of the transfer limit of the private placement common share, it plans to conduct the financial activities with the private placement.
  - II. The use of the funds for each closing of the private placement and the anticipated

benefits:

- i. The use of the funds for each closing of the private placement of common shares is to replenish operating capital for research and development expenses, plant expansion, horizontal and vertical integration, and other operational funding needs. It could strengthen EirGenix's financial structures and promote stable growth in operation.
  - ii. Anticipated benefits: each closing is to act in concert with EirGenix's long-term development. It can cope with product development needs and expand operational scales to strengthen EirGenix's financial structure.
- (7) The rights and obligations of the private placement of the common share are technically the same as the issued share. However, in accordance with the Securities and Exchange Act, the private placement of common shares may not be resold within three years after the delivery date except for the transfer objects in accordance with Article 43-8 of the Securities and Exchange Act. The private placement of common shares may be submitted to the shareholders meeting to authorize the board of directors to file an application to the Competent Authority with relevant regulations for supplemental public issuance and listed transactions depending on the condition after three years of the delivery date and meet certain conditions of the competent authority.
- (8) The main content of the private placement plan, except with the actual issuance price, includes the number of shares for issuance, terms of issuance, the period for payment of subscription, the record date of the capital increase, planned item, estimated progress, estimated possible benefits, and all other matters related to the issuance plan. It is proposed to the shareholders' meeting to authorize the board of directors to adjust, establish, and handle according to market conditions. Any changes in the future due to changes in law and regulation, amendments instructed by the competent authority, and changes based on operational evaluation or objective circumstance shall be proposed to the shareholders' meeting to authorize the board of directors to take full charge of it.
- (9) According to Article 43-6 of the Securities and Exchange Act, the explanation of the Company's private placement of security resolutions can be found on the Market Observation Post System (<https://mops.twse.com.tw>) and EirGenix website (<http://www.eirgenix.com>).

## 【Election】

### Item No.1 (Proposed by the Board of Directors)

#### Subject: Re-Election of Directors (Including Independent Directors)

Explanatory Notes :

1. EirGenix's Articles of Incorporation state the Company shall have 9 to 11 directors. The term of the Company's 5<sup>th</sup> Board of Directors will expire on June 9, 2025. In line with the Company's operational planning, it is proposed that 11 directors (including 5 Independent Directors) be elected at this Annual Shareholders' Meeting. The terms of the Directors to be elected shall be three years, commencing on June 27, 2025, and expiring on June 26, 2028. The term of the current directors shall end upon the conclusion of this Shareholders' Meeting.
2. The candidates of the 6<sup>th</sup> Board of Directors are as follows. For related information, please refer to Attachment 9.

Director	Lee-Cheng Liu
	Formosa Laboratories, Inc. Representative: Cheng-Yu Cheng
	National Development Fund, Executive Yuan Representative: Hsiu-Hui Chen
	Yao-Hwa Glass Co., Ltd, Management Commission Representative: Ku-Sung Weng
	Foxconn Technology Co., Ltd. Representative: Chun-Fu Lu
	Foxconn Technology Co., Ltd. Representative: Yu-Ting Chen
Independent Director	Ming-Shen Chen
	John-See Lee
	Li-Jiuan Shen
	Yao-Kuo Chiang
	Yin, Chung-En

3. In accordance with Article 14-4 of the Securities and Exchange Act, the Audit Committee shall be composed entirely of Independent Directors. Therefore, the 4<sup>th</sup> Audit Committee will be established and take effect upon the election of the new Independent Directors, with a term concurrent with that of the 6<sup>th</sup> Board of Directors.
4. Voting by Poll:

## **【Other Proposals】**

### **1. Proposal to Release the Prohibition on Newly Appointed Directors or Representatives of Directors from Participation in Competitive Business (Proposed by the Board of Directors)**

#### **Explanatory Notes :**

- (1) According to Article 209 of the Company Act, “A director who does anything for himself or on behalf of another person that is within the scope of the Company's business shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.”
- (2) It is proposed that the Annual Shareholders’ Meeting agree to release the prohibition on newly appointed directors or representatives of directors from participation in the competitive business; please refer to Attachment 10.

## **【Extemporaneous Motions】**

## **【Meeting Adjourned】**



## **EirGenix, Inc.**

### **2024 Annual Business Report**

#### **1. 2024 Business Result**

##### **(1) Business plan implementing results**

EirGenix was established on December 21, 2012 and listed in the market on June 28, 2019. It is a biotechnology and medical company focusing on biosimilars, drug discovery, and biopharmaceutical Contract Development and Manufacturing Organization (CDMO). The revenue was NT\$1,008,960 thousand in 2024 and NT\$1,022,653 thousand in 2023. The difference was mainly due to deferred recognition of the milestone payments as a result of a delay in overseas medicine certificate, and slight growth in the CDMO business. EirGenix holds the critical technology of biotechnological drug development and manufacture and is able to provide differentiated services with high value-added. Once production line expansion and upgrade have been completed, the growth momentum of revenues will resume. The consistent and stable operating income can cover part of the development expense for biosimilars. Various drug development projects are being implemented successively as planned. EirGenix's financial and business conditions will rise substantially after obtaining the medicine certificate for mass production and selling in the Europe and United State.

##### **(2) Research and development status**

- I. Establish competitive and complete production line development strategies:
  - A. EirGenix is currently developing the product for the treatment of HER2+ breast cancer. The dual-target treatment with Pertuzumab in combination with Trastuzumab for late-stage HER2+ breast cancer is gradually being used for early-stage breast cancer. EG1206A is one of the biosimilar leaders in the Pertuzumab market. This will also boost the market share of EG12014.
  - B. Sandoz remains in close contact with the US FDA and EirGenix to reach a resolution in a timely manner. In the US market, 420 mg strength is in high demand, Sandoz and EirGenix are working together to get 150 mg and 420 mg products approved by FDA and launch them into the U.S. market together as planned.
  - C. The biosimilar drug EIRGASUN of 420mg lyophilized powder for intravenous administration has been submitted to TFDA.
  - D. Phase III clinical trial of EG1206A (Pertuzumab Biosimilar) has been approved by

FDA in January 2025 and the application has been submitted to TFDA in February 2025.

- E. The antibody-drug conjugate (ADC) EG12043 (TSY0110), jointly developed by the Company and Formosa Pharmaceuticals, expected to apply for Phase I clinical trial in 2025.

## II. Outstanding development and manufacture technology of biotechnological drugs:

- A. The CDMO contracts signed in 2024 reached a total value of NT\$1.3 billion (US\$39.89 million). The CAGR (compound annual growth rate) was 22.38% in 2017-2024.
- B. In 2024, the mammalian capacity reached 25,500L and the microbial capacity reached 150 L. Building B at the Zhubei plant is expected to be completed in 2026, to increase the microbial capacity to 1,500 L. Meanwhile, a three-stage expansion of the mammalian plant which has 150,000 L capacity, is under planned at Ciaotou Science Park, Kaohsiung.
- C. Granted Accreditation Certificate of Foreign Drug Manufacturer by Japan MHLW, with the accreditation category of "biological products" and effective date from October 24, 2022, to October 30, 2027.

## III. Affirmation on business performance:

- A. Top 5% among TPEx-listed companies in the 10<sup>th</sup> Corporate Governance Evaluation.
- B. Won the Taiwan Biopharma Excellence Awards (TBEA) 2024 Most Promising Monoclonal Antibodies Pipeline Award.
- C. Won the Asia-Pacific Bioprocessing Excellence Awards Best ADC CDMO in Taiwan.

### **(3) Financial revenue and expenditure and profitability analysis**

The annual operating incomes are NT\$ 1,008,960 thousand dollars, which are mainly contributed by CDMO business and cooperative development revenue. The gross profit is NT\$ 218,985 thousand dollars with a 21.70% gross margin rate. The major expenditures were biosimilars development and research expenses. The reason for that is because the products are still in the development stage and require more investments for research and development funds, such as clinical study expenses, research and development material expenses, and research and development staff salaries. CDMO sales and other revenues are still unable to fully cover the research and development expenditure mentioned previously at this point, which is the main reason that caused EirGenix's loss. The investment of research and development expenditures now is to accumulate the energy for future profit growth after the product launches.

Unit: %

Year		2024	2023
Item			
<b>Financial Structure</b>	Debt Ratio	14.88	10.26
	Long Term Funds to property, plant, and equipment	254.19	313.25
<b>Solvency</b>	Current Ratio	628.27	977.92
	Quick Ratio	544.50	868.41
<b>Profitability</b>	Rate of return on assets	(6.29)	(7.88)
	Rate of return on equity	(7.25)	(8.84)
	Net Profit Margin	(69.21)	(89.49)
	Earnings per share (NTD)	(\$2.28)	(\$3.00)

(4) Budget implementation status

EirGenix had only set up an internal budget goal for 2024 and did not disclose the financial forecast to the public. The overall budget implementation has met the goal.

## **2. 2024 Business plan summary**

### **(1) Business policy**

EirGenix's business policy is to maintain the sustainable growth since its establishment. It came up with three major service items after considering the three factors of the sales and developing time of drugs, risk value, and potential returns, three stages of the business focus have been set: 1. Contract Development and Manufacturing Organization (CDMO); 2. Biosimilar Development, and 3. Me too and Novel biologics development to make the best of EirGenix's cGMP production factory, equipment, and high-end technology human resources.

### **(2) Estimated sales, and its basis, and important production and sales policy**

EirGenix's biosimilars in development are still in the developing stage. The main revenue resource comes from Contract Development and Manufacturing Organization and authorized product collaborations. The senior management team proposes the overall goal and strategy, and the research and development team make various development project plans. The project schedule for plan implementation and sales projection is made by feasibility analysis, market potential and financial evaluation.

## **3. EirGenix's future development strategy**

### **(1) The short-term development strategy is "Build up the foundation and move forward step by step." The strategy plans for products in-development and CDMO sales & marketing development are as follows:**

- A. EG12014 approved by the FDA and other countries in Aisa.
- B. EG12014 (HERWENDA® - Sandoz | EIRGASUN® - EirGenix) market launch.
- C. EG1206A submit the application for Phase III trials.
- D. Application for EG12043 (TSY0110) clinical trials (IND).
- E. EG1211X pre-clinical preparation completed.
- F. Expansion of Building B at Zhubei plant to increase the microbial capacity to 1,500 L in 2026.

### **(2) The medium and long-term development strategy is "Products are developing and launching one after another to promote stable growth in revenue. The strategy plans for products in-development and CDMO sales development are as follows:**

- A. New dosage forms or new drug delivery systems of biosimilars: development of Trastuzumab high-concentration subcutaneous doses; planning for the development of EG12014+EG1206A dual-targeting high-concentration subcutaneous doses. The successful development of high-concentration



subcutaneous doses will strengthen the product market share of these products and enable EirGenix as the primary supplier of biosimilar drugs for the treatment of HER2+ breast cancer.

- B. Developing the biosimilar for the treatment of blood cancer are currently ongoing. According to the development schedule, one new product will be introduced to the market each one to two years starting in 2027. Hence, a three-stage expansion of the mammalian capacity by 150,000L is under planning at Ciaotou Science Park, Kaohsiung. The new capacity can be used to manufacture in-house developed drugs and accept customers' orders for commercial and scale production.

#### **4. Effects by the external competitive environment, legal environment, and overall business environment**

The mission of EirGenix at the beginning is to provide high-quality and cost-effective Contract Development and Manufacturing Organization and develop biosimilars with commercial values. The medium to long-term goal is focusing on Niche Biologics development to benefit the human and the society and improve the life quality. EirGenix insists on making the technology first with excellent quality as the foundation and be responsible for customer's success. The goal is to become an international biotechnology and medicine company that begins in Taiwan and focuses on the global market.

We would like to thank all of the shareholders, customers, and collaborating business partners for encouraging and supporting us, as well as the contribution and hard work from our employees. Together it brings prosperity and constant growth for EirGenix.

**EirGenix, Inc.**

**Chairman & President: Lee-Cheng Liu**

**Head of Accounting Department: Hsiu-Chuan Yang**

**EirGenix, Inc.**  
**Audit Committee's Review Report**

The Board of Directors has prepared EirGenix's 2024 Business Report, Financial Statement, and Deficit Offset Statement. The CPA Yu, Shu-Fen and Yu-Fang Yen of PricewaterhouseCoopers Taiwan was retained to audit EirGenix's Financial Statement and has issued an audit report relating to the Financial Statement.

The Business Report, Financial Statement, and Deficit Compensation Statement have been reviewed and determined to be correct and accurate by the Audit Committee member of EirGenix. According to relevant requirements of the Securities and Exchange Act and the Company Act, we hereby submit this report.

To

EirGenix, Inc. 2025 Annual Shareholders' Meeting

EirGenix, Inc.

Chairman of Audit Committee: Ming-Thaur Chang

Member of Audit Committee: Po-Chih Chen

Member of Audit Committee: Fu-Shiow Yin

Member of Audit Committee: Ming-Shen Chen

March 12, 2025

## Attachment 3

### Remuneration for the Directors

If the Company has net profit in this fiscal year, the Company shall set aside 3% (inclusive) or less of its profits as bonus to Directors. The distribution of director remuneration shall be heard by over two-thirds of the Board of Directors, be voted in favor for implementation by over one-half of the directors present and represented, and also be reported at the shareholders' meeting. The Company shall first offset its losses in previous years that have not been previously offset, and then set aside annual profits as a bonus to Directors.

EirGenix did not distribute bonuses to directors for the aforementioned two years. Director Remuneration is the travel expenditure spent to attend Board. The compensation paid to the independent directors is on a fixed monthly basis or for the purposes of carrying out their duties. Remuneration paid to the general manager is handled determined by considering the position of the chairman in the Company, the responsibility they assume, and their contribution to the Company, as well as industry benchmarks. The remuneration is proposed by the Company to the Remuneration Committee for approval and presented to the Board of Directors for review.

Unit: NT\$ thousands; %

Title	Name	Remuneration								Ratio of Total Remuneration (A+B+C+D) to Net Income (%)		Relevant Remuneration Received by Directors Who are Also Employees								Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income (%)		Remuneration from ventures other than subsidiaries or from the parent company
		Base Compensation (A)		Severance Pay (B)		Directors Compensation(C)		Allowances (D)				Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Employee Compensation (G)						
		The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company		Companies in the consolidated financial statements		The company	Companies in the consolidated financial statements	
																Cash	Stock	Cash	Stock			
Chairman Lee-Cheng Liu		0	0	0	0	0	0	35	35	35 (0.005)	35 (0.005)	20,131 (Note)	20,131 (Note)	0	0	0	0	0	0	20,166 (2.888)	20,166 (2.888)	0
Director National Development Fund, Executive Yuan		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Director Representative Hsiu-Hui Chen		0	0	0	0	0	0	30	30	35 (0.005)	35 (0.005)	0	0	0	0	0	0	0	0	35 (0.005)	35 (0.005)	0
Director Formosa Laboratories, Inc.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Director Representative Cheng-Yu Cheng		0	0	0	0	0	0	25	25	35 (0.005)	35 (0.005)	0	0	0	0	0	0	0	0	35 (0.005)	35 (0.005)	0

Director Yao-Hwa Glass Co., Ltd, Management Commission	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Director Representative Ku-Sung Weng	0	0	0	0	0	0	25	25	35 (0.005)	35 (0.005)	0	0	0	0	0	0	0	35 (0.005)	35 (0.005)	0
Director Foxconn Technology Co., Ltd.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Director Representative Yu-Ting Chen	0	0	0	0	0	0	25	25	35 (0.005)	35 (0.005)	0	0	0	0	0	0	0	35 (0.005)	35 (0.005)	0
Director Representative Chun-Fu Lu	0	0	0	0	0	0	25	25	30 (0.004)	30 (0.004)	0	0	0	0	0	0	0	30 (0.004)	30 (0.004)	0
Independent Director Ming-Thaur Chang	960	960	0	0	0	0	30	30	995 (0.142)	995 (0.142)	0	0	0	0	0	0	0	995 (0.142)	995 (0.142)	0
Independent Director Po-Chih Chen	960	960	0	0	0	0	25	25	990 (0.142)	990 (0.142)	0	0	0	0	0	0	0	990 (0.142)	990 (0.142)	0
Independent Director Fu-Shiow Yin	960	960	0	0	0	0	30	30	995 (0.142)	995 (0.142)	0	0	0	0	0	0	0	995 (0.142)	995 (0.142)	0
Independent Director Ming-Shen Chen	960	960	0	0	0	0	30	30	995 (0.142)	995 (0.142)	0	0	0	0	0	0	0	995 (0.142)	995 (0.142)	0

a. Salary, Bonuses, and Allowances (E) including the share-based payment.

b. Please describe the policy, system, standard, and structure of remuneration to independent directors, and the correlation between duties, risk, and time input with the amount of remuneration:

If the Company has net profit in this fiscal year, the Company shall set aside 3% (inclusive) or less of its profits as a bonus to Directors. The distribution of director remuneration shall be heard by over two-thirds of the Board of Directors, be voted in favor of implementation by over one-half of the directors present and represented and also be reported at the shareholders' meeting.

The Company did not pay any director remuneration during the previous two years. Directors only received traffic allowance for conducting businesses. Independent directors receive fixed emoluments for performing businesses. The aforesaid traffic allowance and emoluments for conducting business have been reviewed by the Remuneration Committee and approved by the Board of Directors.

c. In addition to the above remuneration, director remuneration shall be disclosed as follows when received from companies included in the consolidated financial statements in the most recent year to compensate directors for their services, such as being independent contractors: None.

1. Please describe the policy, system, standard, and structure of remuneration to independent directors, and the correlation between duties, risk, and time input with the amount of remuneration:

If the Company has net profit in this fiscal year, the Company shall set aside 3% (inclusive) or less of its profits as bonus to Directors. The distribution of director remuneration shall be heard by over two-thirds of the Board of Directors, be voted in favor for implementation by over one-half of the directors present and represented and be reported at the shareholders' meeting.

The Company did not pay any director remuneration during the previous two years. Directors only received traffic allowances for conducting businesses. Independent directors receive fixed emoluments for performing businesses. The aforesaid traffic allowances and emoluments for conducting businesses have been reviewed by Remuneration Committee and approved by the Board of Directors.

2. In addition to the above remuneration, director remuneration shall be disclosed as follows when received from companies included in the consolidated financial statements in the most recent year to compensate directors for their services, such as being independent contractors: **None**.



**EirGenix, Inc.**  
**2024 Implementation Report for the Sound Business Plan**

Unit: NT thousand dollars

Item	Actual	Estimate	Increase (decrease) amount	Increase (decrease) percentage
Operating Revenue	1,008,960	973,806	35,154	3.61%
Operating Cost	789,975	769,672	20,303	2.64%
Gross Profit	218,985	204,134	14,851	7.28%
Operating Expenses	1,172,786	1,202,051	(29,265)	(2.43%)
Operating Loss	(953,801)	(997,917)	(44,116)	(4.42%)
Non-Operating Loss	257,296	230,869	26,427	11.45%
Net Loss before Income Tax	(696,505)	(767,048)	(70,543)	(9.20%)

EirGenix achieved 103.61% of the target for 2024 revenues. The gross profit exceeded the estimation by NTD14,851 thousands. The 2024 operating expenses were NTD29,265 thousand less than estimated, primarily due to the R&D expense on self-development product was less than anticipated. The operating loss were NTD44,116 thousands less than the estimation, mainly as a result of unfavorable movements of R&D expenses.

In addition, the non-operating income was NTD26,427 thousands more than estimated, primarily due to the favorable movements of the fluctuations in international exchange rate, and lead to the effects on foreign exchange gains and losses.

In conclusion, the net loss before tax decreased by NTD70,543 thousands compared to the estimated amount primarily due to the favorable movements of R&D expenses and international exchange rate. Therefore, implementation status of EirGenix's 2024 sound operation plan was reasonable.

## Comparison Table for the Transfer Repurchased Shares to Employees Rules

After the Revision	Before the Revision	Explanation
<p><b>Article 5 Eligibility of the Transferee</b> (Omitted)</p> <p>If the transferee fails to subscribe and pay within the designated subscription period, it shall be deemed a waiver. <u>The unsubscribed balance may be allocated to other employees by the Board of Directors during the same subscription process. The identity of the new subscribers shall be submitted to the Audit Committee or the Compensation Committee for review, and subsequently submitted to the Board of Directors for resolution.</u></p> <p>(Omitted)</p>	<p><b>Article 5 Eligibility of the Transferee</b> (Omitted)</p> <p>If the transferee fails to complete the subscription and payment within the prescribed period, it shall be deemed a waiver of rights, and the Chairman may allocate the unsubscribed shares to other employees.</p> <p>(Omitted)</p>	<p>The revisions in accordance with the requirements of the Financial Supervisory Commission.</p>

## **Attachment 6**

### **Financial Statements and Independent Auditors' Report**

#### **INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE**

To the Board of Directors and Shareholders of EirGenix Inc.

#### ***Opinion***

We have audited the accompanying consolidated balance sheets of EirGenix Inc. and subsidiaries (the “Group”) as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

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

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

***Key audit matters***

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

Key audit matters for the Group's 2024 consolidated financial statements are stated as follows:

**Accuracy of recognising service revenue and sales revenue over time****Description**

Refer to Note 4(25) for accounting policy on recognising service revenue and sales revenue over time, Note 5(2) for significant accounting estimates and assumptions on recognising service revenue and sales revenue over time, and Note 6(19) for details of operating revenue. The amount of service revenue and sales revenue recognised over time for the year ended December 31, 2024 were NTD 592,158 thousand and NTD 308,386 thousand, respectively.

The Group's service and sales revenue recognised over time primarily arise from offering biopharmaceutical contract development and manufacturing services. Revenue is recognised based on the stage of completion at the balance sheet date provided that such transaction amounts can be reliably estimated. Since the information process, recording and maintenance are partially performed manually, the service and sales revenue recognised over time contains a high degree of uncertainty resulting in a complex calculation process, and revenue recognition is significant to the financial statements, we considered the accuracy of recognising service revenue and sales revenue over time a key audit matter.

#### How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Obtained management's accounting policies on the service and sales revenue recognised over time and confirmed whether they are reasonable.
2. Selected samples and examined the contract in order to confirm whether the judgement made by the management was in line with the contract and generally accepted accounting principles.
3. For the performance obligation which was satisfied over time, selected samples and examined each data of contract costs and assessed whether the method and parameters used to measure the completion of performance obligation are reasonable.
4. Recalculated the accuracy of amount recognised as revenue and respective timing of recognition.

#### **Impairment assessment of property, plant and equipment**

##### Description

Refer to Note 4(17) for accounting policy on impairment of non-financial assets, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to property, plant and equipment and Note 6(8) for description of property, plant and equipment.

On December 31, 2024, property, plant and equipment amounted to NTD 3,906,086 thousand, which were constructed to extend the production capacity of GMP. The Company assesses at each balance sheet date the fair value or recoverable value of those assets whether there is any indication that they may be impaired based on internal and external information. Since the impairment indication assessment and information and assumptions used to assess recoverable amount of assets have a significant impact to property, plant and equipment, we considered the impairment assessment of property, plant and equipment a key audit matter.

#### How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Reviewed and assessed the reasonableness of each data in the impairment assessment.
2. Assessed the estimation procedure of future cash flows, and checked whether the cash flows listed in the assessment is consistent with operating plans.
3. Interviewed management to discuss the Group's operations and reviewed the actual performance of prior years' operating plans in order to understand the Group's intention and ability.
4. Assessed the reasonableness of the significant assumptions adopted in estimating cash flows.

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

We have audited and expressed an unmodified opinion on the parent company only financial statements of EirGenix Inc. as at and for the years ended December 31, 2024 and 2023.

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

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

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

Those charged with governance, including 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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



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

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

---

Yu, Shu-Fen

---

Yen, Yu-Fang

For and on behalf of PricewaterhouseCoopers, Taiwan

March 12, 2025

---

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

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



EIRGENIX INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 4,097,584	38	\$ 5,053,183	45
1136	Current financial assets at amortised cost	6(3)	500,000	5	500,000	5
1140	Current contract assets	6(19) and 7	385,940	4	293,694	3
1150	Notes receivable, net	6(4)	50	-	19	-
1170	Accounts receivable, net	6(4)	110,596	1	253,390	2
1180	Accounts receivable, net-related parties	7	3,100	-	2,636	-
1200	Other receivables		34,266	-	20,497	-
1220	Current income tax assets		26,863	-	17,648	-
130X	Inventories	6(5)	552,088	5	680,637	6
1410	Prepayments	6(6)	241,515	2	93,802	1
11XX	Total current assets		5,952,002	55	6,915,506	62
Non-current assets						
1510	Non-current financial assets at fair value through profit or loss	6(2) and 7	102,142	1	80,298	1
1517	Non-current financial assets at fair value through other comprehensive income	6(7)	263,125	2	325,887	3
1535	Non-current financial assets at amortised cost	6(3) and 8	129,326	1	40,720	-
1600	Property, plant and equipment, net	6(8), 7 and 8	3,906,086	36	3,337,685	30
1755	Right-of-use assets	6(9)	319,084	3	329,236	3
1780	Intangible assets	6(10)	21,115	-	28,269	-
1990	Other non-current assets	6(8)(11) and 8	183,536	2	104,958	1
15XX	Total non-current assets		4,924,414	45	4,247,053	38
1XXX	Total assets		\$ 10,876,416	100	\$ 11,162,559	100

(Continued)



EIRGENIX INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			December 31, 2024		December 31, 2023			
			Notes	AMOUNT	%	AMOUNT	%	
Current liabilities								
2130	Current contract liabilities	6(19) and 7	\$	46,176	1	\$	56,766	-
2170	Accounts payable			87,287	1		79,556	1
2200	Other payables	6(12)		568,428	5		530,299	5
2220	Other payables - related parties	7		7,619	-		7,993	-
2230	Current tax liabilities			709	-		992	-
2280	Current lease liabilities			27,905	-		28,622	-
2320	Long-term liabilities, current portion	6(13) and 8		205,629	2		-	-
2399	Other current liabilities, others			3,617	-		2,937	-
21XX	Total current liabilities			947,370	9		707,165	6
Non-current liabilities								
2540	Long-term borrowings	6(13) and 8		359,768	3		120,460	1
2570	Deferred tax liabilities	6(25)		1,892	-		1,380	-
2580	Non-current lease liabilities			307,998	3		316,085	3
2640	Net defined benefit liability, non-current	6(14)		1,131	-		-	-
2670	Other non-current liabilities, others			-	-		6	-
25XX	Total non-current liabilities			670,789	6		437,931	4
2XXX	Total liabilities			1,618,159	15		1,145,096	10
Equity								
	Capital	6(16)						
3110	Common stock			3,062,162	28		3,060,516	28
3140	Advance receipts for share capital			330	-		-	-
	Capital reserve	6(17)						
3200	Capital surplus			6,954,889	64		7,830,216	70
	Accumulated deficit	6(18)						
3350	Accumulated deficit		(	698,344)	( 6)	(	915,208)	( 8)
	Other equity interest							
3400	Other equity interest			230	-		41,939	-
3500	Treasury shares	6(16)	(	61,010)	( 1)		-	-
3XXX	Total equity			9,258,257	85		10,017,463	90
	Significant contingent liabilities and unrecognised contract commitments	9						
	Significant events after the balance sheet date	11						
3X2X	Total liabilities and equity		\$	10,876,416	100	\$	11,162,559	100

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



**EIRGENIX INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars, except for loss per share amount)

			Year ended December 31			
			2024		2023	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Operating Revenue	6(19) and 7	\$ 1,008,960	100	\$ 1,022,653	100
5000	Operating Costs	6(5)(10)(24) and 7	( 789,975 )	( 79 )	( 785,912 )	( 77 )
5900	Gross Profit		218,985	21	236,741	23
	Operating Expenses	6(10)(24) and 7				
6100	Sales and marketing expenses		( 74,943 )	( 7 )	( 62,232 )	( 6 )
6200	General and administrative expenses		( 224,027 )	( 22 )	( 254,196 )	( 25 )
6300	Research and development expenses		( 785,882 )	( 78 )	( 952,290 )	( 93 )
6450	Expected credit impairment loss	12(2)	( 87,934 )	( 9 )	-	-
6000	Total operating expenses		( 1,172,786 )	( 116 )	( 1,268,718 )	( 124 )
6900	Operating Loss		( 953,801 )	( 95 )	( 1,031,977 )	( 101 )
	Non-operating Income and Expenses					
7100	Interest income	6(3)(4)(20)	140,509	14	134,471	13
7010	Other income	6(21)	1,957	-	5,439	-
7020	Other gains and losses	6(2)(9)(22)	121,260	12	( 11,180 )	( 1 )
7050	Finance costs	6(8)(9)(23)	( 6,430 )	-	( 10,403 )	( 1 )
7000	Total non-operating income and expenses		257,296	26	118,327	11
7900	Loss before Income Tax		( 696,505 )	( 69 )	( 913,650 )	( 90 )
7950	Income tax	6(25)	( 1,839 )	-	( 1,558 )	-
8200	Net Loss		( \$ 698,344 )	( 69 )	( \$ 915,208 )	( 90 )
	Other Comprehensive Income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8316	Unrealised gains or losses from investments in equity instruments measured at fair value through other comprehensive income	6(7)	( \$ 92,762 )	( 9 )	\$ 45,939	5
8310	Other comprehensive (loss) income that will not be reclassified to profit or loss		( 92,762 )	( 9 )	45,939	5
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Exchange differences on translation of foreign financial statements		-	-	220	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(25)	-	-	( 41 )	-
8360	Other comprehensive income that will be reclassified to profit or loss		-	-	179	-
8300	Other Comprehensive (Loss) Income		( \$ 92,762 )	( 9 )	\$ 46,118	5
8500	Total Comprehensive Loss		( \$ 791,106 )	( 78 )	( \$ 869,090 )	( 85 )
	Loss per share (in dollars)	6(26)				
9750	Basic and diluted loss per share		( \$ 2.28 )	( \$ 3.00 )		

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



EIRGENIX INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent									
		Capital Reserves					Retained Earnings	Other Equity Interest			
								Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Unearned compensation	Treasury shares	Total equity
Notes	Common stock	Additional paid-in capital	Employee stock options	Restricted stock to employees	Capital surplus, others	Accumulated deficit	Exchange differences on translation of foreign financial statements				
<b>Year ended December 31, 2023</b>											
Balance at January 1, 2023	\$ 3,043,358	\$ 7,532,828	\$ 95,289	\$ 105,148	\$ 876	(\$ 115,540 )	(\$ 17 )	\$ 64,922	(\$ 43,986 )	\$ -	\$ 10,682,878
Loss for 2023	-	-	-	-	-	( 915,208 )	-	-	-	-	( 915,208 )
Other comprehensive income 6(7)	-	-	-	-	-	-	179	45,939	-	-	46,118
Total comprehensive income (loss)	-	-	-	-	-	( 915,208 )	179	45,939	-	-	( 869,090 )
Capital surplus used to offset against accumulated deficit 6(18)	-	( 114,664 )	-	-	( 876 )	115,540	-	-	-	-	-
Compensation costs of share-based payments 6(15)	-	-	84,285	-	-	-	-	-	96,615	-	180,900
Employee stock options exercised 6(15)(16)	7,270	25,769	( 10,264 )	-	-	-	-	-	-	-	22,775
Employee stock options expired 6(15)	-	-	( 1,810 )	-	1,810	-	-	-	-	-	-
Issuance of employee restricted stocks 6(15)(16)	11,818	-	-	109,895	-	-	-	-	( 121,713 )	-	-
Redemption of employee restricted stocks 6(15)(16)	( 1,930 )	-	-	1,930	-	-	-	-	-	-	-
Restricted stocks vested	-	71,119	-	( 71,119 )	-	-	-	-	-	-	-
Balance at December 31, 2023	\$ 3,060,516	\$ 7,515,052	\$ 167,500	\$ 145,854	\$ 1,810	(\$ 915,208 )	\$ 162	\$ 110,861	(\$ 69,084 )	\$ -	\$ 10,017,463
<b>Year ended December 31, 2024</b>											
Balance at January 1, 2024	\$ 3,060,516	\$ 7,515,052	\$ 167,500	\$ 145,854	\$ 1,810	(\$ 915,208 )	\$ 162	\$ 110,861	(\$ 69,084 )	\$ -	\$ 10,017,463
Loss for 2024	-	-	-	-	-	( 698,344 )	-	-	-	-	( 698,344 )
Other comprehensive loss 6(7)	-	-	-	-	-	-	-	( 92,762 )	-	-	( 92,762 )
Total comprehensive income (loss)	-	-	-	-	-	( 698,344 )	-	( 92,762 )	-	-	( 791,106 )
Capital surplus used to offset against accumulated deficit 6(18)	-	( 913,398 )	-	-	( 1,810 )	915,208	-	-	-	-	-
Compensation costs of share-based payments 6(15)	-	-	58,137	( 28,946 )	-	-	-	-	45,827	-	75,018
Employee stock options exercised 6(15)(16)	5,128	21,613	( 8,849 )	-	-	-	-	-	-	-	17,892
Employee stock options expired 6(15)	-	-	( 8,448 )	-	8,448	-	-	-	-	-	-
Issuance of employee restricted stocks 6(15)(16)	4,024	-	-	31,950	-	-	-	-	( 35,974 )	-	-
Redemption of employee restricted stocks 6(15)(16)	( 7,176 )	-	-	( 34,024 )	-	-	-	-	41,200	-	-
Restricted stocks vested	-	62,707	-	( 62,707 )	-	-	-	-	-	-	-
Repurchase of treasury stock 6(16)	-	-	-	-	-	-	-	-	-	( 61,010 )	( 61,010 )
Balance at December 31, 2024	\$ 3,062,492	\$ 6,685,974	\$ 208,340	\$ 52,127	\$ 8,448	(\$ 698,344 )	\$ 162	\$ 18,099	(\$ 18,031 )	(\$ 61,010 )	\$ 9,258,257

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



**EIRGENIX INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before tax		( \$ 696,505 )	( \$ 913,650 )
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(8)(9)(24)	293,024	227,544
Amortization	6(10)(24)	8,549	11,296
Net (gain) loss on financial assets or liabilities at fair value through profit or loss	6(2)(22)	( 6,844 )	1,122
Interest expense	6(23)	6,430	10,403
Interest income	6(20)	( 140,509 )	( 134,471 )
Dividend income	6(21)	( 246 )	( 475 )
Compensation costs of share-based payments	6(15)(24)	75,018	180,900
Expected credit impairment loss	12(2)	87,934	-
Losses on lease modification	6(9)(22)	42	413
Losses on disposal of property, plant and equipment	6(22)	934	-
Changes in operating assets and liabilities			
Changes in operating assets			
Contract assets		( 106,997 )	( 59,295 )
Notes receivable, net		( 31 )	( 19 )
Accounts receivable, net		69,611	( 220,608 )
Accounts receivable, net - related parties		( 464 )	( 2,636 )
Other receivables		( 13,101 )	6,736
Inventories		128,549	58,826
Prepayments		( 148,410 )	29,640
Changes in operating liabilities			
Contract liabilities		( 10,590 )	( 93,709 )
Accounts payable		7,731	( 55,051 )
Other payables		19,229	( 5,604 )
Other payables - related parties		( 374 )	261
Other current liabilities, others		260	( 167 )
Net defined benefit liability, non-current		1,131	-
Cash outflow generated from operations		( 425,629 )	( 958,544 )
Interest received		140,374	132,183
Interest paid		( 15,597 )	( 10,386 )
Dividends received		246	475
Income tax received		4,834	1,128
Income tax paid		( 15,671 )	( 13,412 )
Net cash flows used in operating activities		( 311,443 )	( 848,556 )

(Continued)



**EIRGENIX INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2024	2023
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of financial assets at fair value through other comprehensive income	6(7) and 12(3)	(\$ 30,000 )	(\$ 623 )
Acquisition of financial assets at amortised cost		( 1,589,139 )	( 3,700,000 )
Proceeds from disposal of financial assets at amortised cost		1,500,300	4,200,403
Acquisition of property, plant and equipment	6(8)(27)	( 725,448 )	( 575,270 )
Proceeds from disposal of property, plant and equipment		15	-
Acquisition of intangible assets	6(10)(27)	( 5,973 )	( 15,142 )
Decrease in refundable deposits (shown as other non-current assets)		94	56,253
Decrease (increase) in prepayments for investments (shown as other non-current assets)		31,270	( 46,270 )
Increase in prepayments for business facilities (shown as other non-current assets)	6(8)	( 196,222 )	( 138,453 )
Decrease in other non-current assets		55	84
Net cash flows used in investing activities		( 1,015,048 )	( 219,018 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from long-term borrowings	6(28)	444,937	-
Repayments of lease principal	6(28)	( 31,343 )	( 29,307 )
Increase in guarantee deposits received (shown as other current liabilities, others)	6(28)	414	-
Decrease in guarantee deposits received (shown as other non-current liabilities, others)	6(28)	-	( 288 )
Employee stock options exercised		17,892	22,775
Repurchase of treasury stock	6(16)	( 61,010 )	-
Net cash flows from (used in) financing activities		370,890	( 6,820 )
Effect of exchange rate		2	692
Net decrease in cash and cash equivalents		( 955,599 )	( 1,073,702 )
Cash and cash equivalents at beginning of year		5,053,183	6,126,885
Cash and cash equivalents at end of year		<u>\$ 4,097,584</u>	<u>\$ 5,053,183</u>

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

## INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of EirGenix Inc.

### ***Opinion***

We have audited the accompanying parent company only balance sheets of EirGenix Inc. (the “Company”) as at December 31, 2024 and 2023, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

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

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants 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 Company's 2024 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2024 parent company only financial statements are stated as follows:

#### **Accuracy of recognising service revenue and sales revenue over time**

##### Description

Refer to Note 4(25) for accounting policy on recognising service revenue and sales revenue over time, Note 5(2) for significant accounting estimates and assumptions on recognising service revenue and sales revenue over time, and Note 6(20) for details of operating revenue. The amount of service revenue and sales revenue recognised over time for the year ended December 31, 2024 were NTD 592,158 thousand and NTD 308,386 thousand, respectively.

The Company's service and sales revenue recognised over time primarily arise from offering biopharmaceutical contract development and manufacturing services. Revenue is recognised based on the stage of completion at the balance sheet date provided that such transaction amounts can be reliably estimated. Since the information process, recording and maintenance are partially performed manually, the service and sales revenue recognised over time contains a high degree of uncertainty resulting in a complex calculation process, and revenue recognition is significant to the financial statements, we considered the accuracy of recognising service revenue and sales revenue over time a key audit matter.

#### How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Obtained management's accounting policies on the service and sales revenue recognised over time and confirmed whether they are reasonable.
2. Selected samples and examined the contract in order to confirm whether the judgement made by the management was in line with the contract and generally accepted accounting principles.
3. For the performance obligation which was satisfied over time, selected samples and examined each data of contract costs and assessed whether the method and parameters used to measure the completion of performance obligation are reasonable.
4. Recalculated the accuracy of amount recognised as revenue and respective timing of recognition.

#### **Impairment assessment of property, plant and equipment**

##### Description

Refer to Note 4(17) for accounting policy on impairment of non-financial assets, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to property, plant and equipment and Note 6(9) for description of property, plant and equipment.

On December 31, 2024, property, plant and equipment amounted to NTD 3,905,678 thousand, which were constructed to extend the production capacity of GMP. The Company assesses at each balance sheet date the fair value or recoverable value of those assets whether there is any indication that they may be impaired based on internal and external information. Since the impairment indication assessment and information and assumptions used to assess recoverable amount of assets have significant impact to property, plant and equipment, we considered impairment assessment of property, plant and equipment a key audit matter.

#### How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Reviewed and assessed the reasonableness of each data in the impairment assessment.
2. Assessed the estimation procedure of future cash flows, and checked whether the cash flows listed in the assessment is consistent with operating plans.
3. Interviewed management to discuss the Company's operations and reviewed the actual performance of prior years' operating plans in order to understand the Company's intention and ability.
4. Assessed the reasonableness of the significant assumptions adopted in estimating cash flows.

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

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

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

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

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

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

---

Yu, Shu-Fen

---

Yen, Yu-Fang

For and on behalf of PricewaterhouseCoopers, Taiwan

March 12, 2025

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

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



EIRGENIX INC.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 4,090,925	38	\$ 5,048,604	45
1136	Current financial assets at amortised cost	6(3)	500,000	5	500,000	5
1140	Current contract assets	6(20) and 7	385,940	4	293,694	3
1150	Notes receivable, net	6(4)	50	-	19	-
1170	Accounts receivable, net	6(4)	110,596	1	253,390	2
1180	Accounts receivable, net-related parties	7	3,100	-	2,636	-
1200	Other receivables		34,266	-	20,497	-
1220	Current income tax assets		26,863	-	17,648	-
130X	Inventories	6(5)	552,088	5	680,637	6
1410	Prepayments	6(6) and 7	243,338	2	92,677	1
11XX	Total current assets		5,947,166	55	6,909,802	62
Non-current assets						
1510	Non-current financial assets at fair value through profit or loss	6(2) and 7	102,142	1	80,298	1
1517	Non-current financial assets at fair value through other comprehensive income	6(7)	263,125	2	325,887	3
1535	Non-current financial assets at amortised cost	6(3) and 8	129,326	1	40,720	-
1550	Investments accounted for using equity method	6(8)	10,307	-	7,743	-
1600	Property, plant and equipment, net	6(9), 7 and 8	3,905,678	36	3,337,069	30
1755	Right-of-use assets	6(10)	319,084	3	329,236	3
1780	Intangible assets	6(11)	21,115	-	28,269	-
1990	Other non-current assets	6(9)(12) and 8	182,562	2	104,764	1
15XX	Total non-current assets		4,933,339	45	4,253,986	38
1XXX	Total assets		\$ 10,880,505	100	\$ 11,163,788	100

(Continued)



EIRGENIX INC.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2130	Current contract liabilities	6(20) and 7	\$ 46,176	1	\$ 56,766	-
2170	Accounts payable		87,287	1	79,556	1
2200	Other payables	6(13)	558,701	5	519,762	5
2220	Other payables - related parties	7	22,144	-	20,751	-
2280	Current lease liabilities		27,905	-	28,622	-
2320	Long-term liabilities, current portion	6(14) and 8	205,629	2	-	-
2399	Other current liabilities, others		3,617	-	2,937	-
21XX	Total current liabilities		951,459	9	708,394	6
Non-current liabilities						
2540	Long-term borrowings	6(14) and 8	359,768	3	120,460	1
2570	Deferred tax liabilities	6(26)	1,892	-	1,380	-
2580	Non-current lease liabilities		307,998	3	316,085	3
2640	Net defined benefit liability, non-current	6(15)	1,131	-	-	-
2670	Other non-current liabilities, others		-	-	6	-
25XX	Total non-current liabilities		670,789	6	437,931	4
2XXX	Total liabilities		1,622,248	15	1,146,325	10
Equity						
	Capital	6(17)				
3110	Common stock		3,062,162	28	3,060,516	28
3140	Advance receipts for share capital		330	-	-	-
	Capital reserve	6(18)				
3200	Capital surplus		6,954,889	64	7,830,216	70
	Accumulated deficit	6(19)				
3350	Accumulated deficit		( 698,344 )	( 6 )	( 915,208 )	( 8 )
	Other equity interest					
3400	Other equity interest		230	-	41,939	-
3500	Treasury shares	6(17)	( 61,010 )	( 1 )	-	-
3XXX	Total equity		9,258,257	85	10,017,463	90
	Significant contingent liabilities and unrecognised contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 10,880,505	100	\$ 11,163,788	100

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





EIRGENIX INC.  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars, except for loss per share amount)

				Year ended December 31			
				2024		2023	
Items	Notes			AMOUNT	%	AMOUNT	%
4000 Operating Revenue	6(20) and 7			\$ 1,008,960	100	\$ 1,022,653	100
5000 Operating Costs	6(5)(11)(25) and 7	(		789,975)	( 78)	( 785,912)	( 77)
5900 Gross Profit				218,985	22	236,741	23
Operating Expenses	6(11)(25) and 7						
6100 Sales and marketing expenses		(		76,115)	( 8)	( 62,593)	( 6)
6200 General and administrative expenses		(		223,446)	( 22)	( 254,196)	( 25)
6300 Research and development expenses		(		789,179)	( 78)	( 955,346)	( 94)
6450 Expected credit impairment loss	12(2)	(		87,934)	( 9)	-	-
6000 Total operating expenses		(		1,176,674)	( 117)	( 1,272,135)	( 125)
6900 Operating Loss		(		957,689)	( 95)	( 1,035,394)	( 102)
Non-operating Income and Expenses							
7100 Interest income	6(3)(4)(21)			140,509	14	134,471	13
7010 Other income	6(22)			1,957	-	5,439	1
7020 Other gains and losses	6(2)(10)(23)			121,260	12	( 11,180)	( 1)
7050 Finance costs	6(9)(10)(24)	(		6,430)	-	( 10,403)	( 1)
7070 Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(8)			2,561	-	2,324	-
7000 Total non-operating income and expenses				259,857	26	120,651	12
7900 <b>Loss before Income Tax</b>		(		697,832)	( 69)	( 914,743)	( 90)
7950 Income tax	6(26)	(		512)	-	( 465)	-
8200 <b>Net Loss</b>		(		698,344)	( 69)	( \$ 915,208)	( 90)
<b>Other Comprehensive Income</b>							
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>							
8316 Unrealised gains or losses from investments in equity instruments measured at fair value through other comprehensive income	6(7)	(		92,762)	( 9)	\$ 45,939	5
8310 Other comprehensive (loss) income that will not be reclassified to profit or loss		(		92,762)	( 9)	45,939	5
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>							
8361 Exchange differences on translation of foreign financial statements				-	-	220	-
8399 Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	6(26)			-	-	( 41)	-
8360 Other comprehensive income that will be reclassified to profit or loss				-	-	179	-
8300 <b>Other Comprehensive Loss (income)</b>		(		92,762)	( 9)	\$ 46,118	5
8500 <b>Total Comprehensive Loss</b>		(		791,106)	( 78)	( \$ 869,090)	( 85)
Loss per share (in dollars)	6(27)						
9750 Basic and diluted loss per share		(		2.28)		( \$ 3.00)	

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



EIRGENIX INC.  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

		Capital Reserves					Retained Earnings		Other Equity Interest			
									Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income			
	Notes	Common stock	Additional paid-in capital	Employee stock options	Restricted stock to employees	Capital surplus, others	Accumulated deficit	Exchange differences on translation of foreign financial statements		Unearned compensation	Treasury shares	Total equity
Year ended December 31, 2023												
Balance at January 1, 2023		\$ 3,043,358	\$ 7,532,828	\$ 95,289	\$ 105,148	\$ 876	(\$ 115,540)	(\$ 17 )	\$ 64,922	(\$ 43,986 )	\$ -	\$ 10,682,878
Loss for 2023		-	-	-	-	-	( 915,208 )	-	-	-	-	( 915,208 )
Other comprehensive income	6(7)	-	-	-	-	-	-	179	45,939	-	-	46,118
Total comprehensive income (loss)		-	-	-	-	-	( 915,208 )	179	45,939	-	-	( 869,090 )
Capital surplus used to offset against accumulated deficit	6(19)	-	( 114,664 )	-	-	( 876 )	115,540	-	-	-	-	-
Compensation costs of share-based payments	6(16)	-	-	84,285	-	-	-	-	-	96,615	-	180,900
Employee stock options exercised	6(16)(17)	7,270	25,769	( 10,264 )	-	-	-	-	-	-	-	22,775
Employee stock options expired	6(16)	-	-	( 1,810 )	-	1,810	-	-	-	-	-	-
Issuance of employee restricted stocks	6(16)(17)	11,818	-	-	109,895	-	-	-	-	( 121,713 )	-	-
Redemption of employee restricted stocks	6(16)(17)	( 1,930 )	-	-	1,930	-	-	-	-	-	-	-
Restricted stocks vested		-	71,119	-	( 71,119 )	-	-	-	-	-	-	-
Balance at December 31, 2023		\$ 3,060,516	\$ 7,515,052	\$ 167,500	\$ 145,854	\$ 1,810	(\$ 915,208 )	\$ 162	\$ 110,861	(\$ 69,084 )	\$ -	\$ 10,017,463
Year ended December 31, 2024												
Balance at January 1, 2024		\$ 3,060,516	\$ 7,515,052	\$ 167,500	\$ 145,854	\$ 1,810	(\$ 915,208 )	\$ 162	\$ 110,861	(\$ 69,084 )	\$ -	\$ 10,017,463
Loss for 2024		-	-	-	-	-	( 698,344 )	-	-	-	-	( 698,344 )
Other comprehensive loss	6(7)	-	-	-	-	-	-	-	( 92,762 )	-	-	( 92,762 )
Total comprehensive loss		-	-	-	-	-	( 698,344 )	-	( 92,762 )	-	-	( 791,106 )
Capital surplus used to offset against accumulated deficit	6(19)	-	( 913,398 )	-	-	( 1,810 )	915,208	-	-	-	-	-
Compensation costs of share-based payments	6(16)	-	-	58,137	( 28,946 )	-	-	-	-	45,827	-	75,018
Employee stock options exercised	6(16)(17)	5,128	21,613	( 8,849 )	-	-	-	-	-	-	-	17,892
Employee stock options expired	6(16)	-	-	( 8,448 )	-	8,448	-	-	-	-	-	-
Issuance of employee restricted stocks	6(16)(17)	4,024	-	-	31,950	-	-	-	-	( 35,974 )	-	-
Redemption of employee restricted stocks	6(16)(17)	( 7,176 )	-	-	( 34,024 )	-	-	-	-	41,200	-	-
Restricted stocks vested		-	62,707	-	( 62,707 )	-	-	-	-	-	-	-
Repurchase of treasury stock	6(17)	-	-	-	-	-	-	-	-	-	( 61,010 )	( 61,010 )
Balance at December 31, 2024		\$ 3,062,492	\$ 6,685,974	\$ 208,340	\$ 52,127	\$ 8,448	(\$ 698,344 )	\$ 162	\$ 18,099	(\$ 18,031 )	(\$ 61,010 )	\$ 9,258,257

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



EIRGENIX INC.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2024	2023
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>			
Loss before tax		(\$ 697,832 )	(\$ 914,743 )
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(9)(10)(25)	292,792	227,208
Amortization	6(11)(25)	8,549	11,296
Net (gain) loss on financial assets or liabilities at fair value	6(2)(23)	( 6,844 )	1,122
Interest expense	6(24)	6,430	10,403
Interest income	6(21)	( 140,509 )	( 134,471 )
Dividend income	6(22)	( 246 )	( 475 )
Compensation costs of share-based payments	6(16)(25)	75,018	180,900
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(8)	( 2,561 )	( 2,324 )
Losses on lease modification	6(10)(23)	42	413
Expected credit impairment loss	12(2)	87,934	-
Losses on disposal of property, plant and equipment	6(23)	934	-
Changes in operating assets and liabilities			
Changes in operating assets			
Contract assets		( 106,997 )	( 59,295 )
Notes receivable, net		( 31 )	( 19 )
Accounts receivable, net		69,611	( 220,608 )
Accounts receivable, net-related parties		( 464 )	( 2,636 )
Other receivables		( 13,101 )	6,736
Inventories		128,549	58,826
Prepayments		( 150,661 )	29,825
Changes in operating liabilities			
Contract liabilities		( 10,590 )	( 93,709 )
Accounts payable		7,731	( 55,051 )
Other payables		20,039	7,338
Other payables - related parties		1,393	4,354
Other current liabilities, others		260	( 169 )
Net defined benefit liability, non-current		1,131	-
Cash outflow generated from operations		( 429,423 )	( 945,079 )
Interest received		140,374	132,183
Interest paid		( 15,597 )	( 10,393 )
Dividends received		246	475
Income tax received		4,834	1,128
Income tax paid		( 14,049 )	( 12,813 )
Net cash flows used in operating activities		( 313,615 )	( 834,499 )

(Continued)



EIRGENIX INC.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2024	2023
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>			
Acquisition of financial assets at fair value through other comprehensive income	6(7) and 12(3)	( \$ 30,000 )	( \$ 623 )
Acquisition of financial assets at amortised cost		( 1,589,139 )	( 3,700,000 )
Proceeds from disposal of financial assets at amortised cost		1,500,300	4,200,403
Acquisition of property, plant and equipment	6(9)(28)	( 725,431 )	( 575,239 )
Proceeds from disposal of property, plant and equipment		15	-
Acquisition of investments accounted for using equity method	6(8)	( 3 )	-
Acquisition of intangible assets	6(11)(28)	( 5,973 )	( 15,142 )
Decrease in refundable deposits (shown as other non-current assets)		229	56,253
Decrease (increase) in prepayments for investments (shown as other non-current assets)		31,270	( 46,270 )
Increase in prepayments for business facilities (shown as other non-current assets)	6(9)	( 196,222 )	( 138,453 )
Net cash flows used in investing activities		( 1,014,954 )	( 219,071 )
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>			
Proceeds from long-term borrowings	6(29)	444,937	-
Repayments of lease principal	6(29)	( 31,343 )	( 29,307 )
Increase in guarantee deposits received (shown as other current liabilities, others)	6(29)	414	-
Decrease in guarantee deposits received (shown as other non-current liabilities, others)	6(29)	-	( 288 )
Employee stock options exercised		17,892	22,775
Repurchase of treasury stock	6(17)	( 61,010 )	-
Net cash flows from (used in) financing activities		370,890	( 6,820 )
Net decrease in cash and cash equivalents		( 957,679 )	( 1,060,390 )
Cash and cash equivalents at beginning of year		5,048,604	6,108,994
Cash and cash equivalents at end of year		<u>\$ 4,090,925</u>	<u>\$ 5,048,604</u>

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

**Attachment 7****2024 Deficit Offset Statement**

	In NTD
Undistributed Earnings in the beginning of the year	-
2024 Net loss after tax	(698,343,112)
Capital Surplus-Others	8,448,380
Capital Surplus-Additional Paid-In Capital	689,894,732
Deficit to be offset at the end of the year	-

Chairman: Lee-Cheng Liu

Officer: Lee-Cheng Liu

Head of the Accounting Dept.:  
Hsiu-Chuan Yang

## Comparison Table for the Company's Articles of Incorporation

After the Revision	Before the Revision	Explanation
<p>Article 18</p> <p>The Company shall have nine to eleven directors, who will hold office for three years and be elected from legally competent persons at the shareholders' meeting; re-elected directors may serve consecutive terms; <u>the re-election limitations for Independent Directors shall be in accordance with relevant laws and regulations.</u> The candidate nomination system shall be adopted, and the shareholders meeting shall elect directors from the list of candidates. When terms of directors expire prior to elections, terms may be extended until the newly elected directors assume office.</p> <p>(Omitted)</p> <p>The Board of Directors shall be composed of at least <u>three</u> independent directors, and no less than one-fifth of the aforementioned quota shall be independent directors. The professional qualifications, shareholding ratios, concurrent appointment restrictions, nomination, election methods, and other matters for compliance shall be based on relevant authorities' relevant regulations in charge of securities.</p> <p>(Omitted)</p>	<p>Article 18</p> <p>The Company shall have nine to eleven directors, who will hold office for three years and be elected from legally competent persons at the shareholders' meeting; re-elected directors may serve consecutive terms; <u>the candidate nomination system shall be adopted, and the shareholders meeting shall elect directors from the list of candidates.</u> When terms of directors expire prior to elections, terms may be extended until the newly elected directors assume office.</p> <p>(Omitted)</p> <p>The Board of Directors shall be composed of at least <u>two</u> independent directors, and no less than one-fifth of the aforementioned quota shall be independent directors. The professional qualifications, shareholding ratios, concurrent appointment restrictions, nomination, election methods, and other matters for compliance shall be based on relevant authorities' relevant regulations in charge of securities.</p> <p>(Omitted)</p>	<p>The revisions to this Article are proposed in accordance with Company Act and EirGenix's operation planning.</p>
<p>Article 25</p> <p>Suppose the Company has net profit in</p>	<p>Article 25</p> <p>Suppose the Company has net profit in</p>	

After the Revision	Before the Revision	Explanation
<p>this fiscal year. In that case, the Company shall set aside between 1% to 5% of its profits as a bonus to the Company's employees <u>(with no less than 10% of this amount to be distributed to grassroots employees)</u>. And set aside 3% (inclusive) or less of its profits as a bonus to Directors, <u>which shall be paid in cash only</u>. Over two-thirds shall hear the distribution of employee remuneration and director remuneration of the Board of Directors, be voted in favor for implementation by over one-half of the directors present and represented and be reported at the shareholders' meeting.</p> <p>(Omitted)</p>	<p>this fiscal year. In that case, the Company shall set aside between 1% to 5% of its profits as a bonus to the Company's employees and set aside 3% (inclusive) or less of its profits as a bonus to Directors. <u>The distribution of bonus to employees may be made by way of cash or shares by the resolution of the Board of Directors</u>. Over two-thirds shall hear the distribution of employee remuneration and director remuneration of the Board of Directors, be voted in favor for implementation by over one-half of the directors present and represented and be reported at the shareholders' meeting.</p> <p>(Omitted)</p>	
<p>Article 25-1</p> <p>Suppose the Company has earnings at the end of the fiscal year. In that case, the Company shall first pay all relevant taxes, offset its losses in previous years, and set aside a legal capital reserve at 10% of the net profit until the accumulated legal capital reserve has equaled the paid-in <del>total</del> capital of the Company; then set aside a special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge. The board of directors may propose the distribution for approval in the shareholders' meeting.</p> <p>(Omitted)</p>	<p>Article 25-1</p> <p>Suppose the Company has earnings at the end of the fiscal year. In that case, the Company shall first pay all relevant taxes, offset its losses in previous years, and set aside a legal capital reserve at 10% of the net profit until the accumulated legal capital reserve has equaled the paid-in <u>total</u> capital of the Company; then set aside a special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge. The board of directors may propose the distribution for approval in the shareholders' meeting.</p> <p>(Omitted)</p>	
<p>Article 27</p> <p>The Procedure was enacted on December 20<sup>th</sup>, 2012.</p> <p>The 1<sup>st</sup> amendment was made on March</p>	<p>Article 27</p> <p>The Procedure was enacted on December 20<sup>th</sup>, 2012.</p> <p>The 1<sup>st</sup> amendment was made on March</p>	<p>Add the date of amendments.</p>

After the Revision	Before the Revision	Explanation
14 <sup>th</sup> , 2013. The 2 <sup>nd</sup> amendment was made on June 14 <sup>th</sup> , 2013. The 3 <sup>rd</sup> amendment was made on July 24 <sup>th</sup> , 2013. The 4 <sup>th</sup> amendment was made on June 20 <sup>th</sup> , 2014. The 5 <sup>th</sup> amendment was made on June 23 <sup>rd</sup> , 2015. The 6 <sup>th</sup> amendment was made on June 3 <sup>rd</sup> , 2016. The 7 <sup>th</sup> amendment was made on September 13 <sup>th</sup> , 2016. The 8 <sup>th</sup> amendment was made on June 12 <sup>th</sup> , 2018. The 9 <sup>th</sup> amendment was made on March 21 <sup>st</sup> , 2019. The 10 <sup>th</sup> amendment was made on June 12 <sup>th</sup> , 2019. The 11 <sup>th</sup> amendment was made on November 27 <sup>th</sup> , 2019. The 12 <sup>th</sup> amendment was made on August 3 <sup>rd</sup> , 2021. The 13 <sup>th</sup> amendment was made on June 10 <sup>th</sup> , 2022. The 14 <sup>th</sup> amendment was made on May 31 <sup>st</sup> , 2023. <u>The 15<sup>th</sup> amendment was made on June 27<sup>th</sup>, 2025.</u>	14 <sup>th</sup> , 2013. The 2 <sup>nd</sup> amendment was made on June 14 <sup>th</sup> , 2013. The 3 <sup>rd</sup> amendment was made on July 24 <sup>th</sup> , 2013. The 4 <sup>th</sup> amendment was made on June 20 <sup>th</sup> , 2014. The 5 <sup>th</sup> amendment was made on June 23 <sup>rd</sup> , 2015. The 6 <sup>th</sup> amendment was made on June 3 <sup>rd</sup> , 2016. The 7 <sup>th</sup> amendment was made on September 13 <sup>th</sup> , 2016. The 8 <sup>th</sup> amendment was made on June 12 <sup>th</sup> , 2018. The 9 <sup>th</sup> amendment was made on March 21 <sup>st</sup> , 2019. The 10 <sup>th</sup> amendment was made on June 12 <sup>th</sup> , 2019. The 11 <sup>th</sup> amendment was made on November 27 <sup>th</sup> , 2019. The 12 <sup>th</sup> amendment was made on August 3 <sup>rd</sup> , 2021. The 13 <sup>th</sup> amendment was made on June 10 <sup>th</sup> , 2022. The 14 <sup>th</sup> amendment was made on May 31 <sup>st</sup> , 2023.	



## Education and Experience of the Candidates

### Directors

Candidate's Name (Gender)	Education & Professional Qualifications, Experience & Major Past Positions, and Current Position	Shares
Lee-Cheng Liu (Male)	<b>Education &amp; Professional Qualifications:</b> Columbia University Ph D, Chemical Engineering & Applied Chemistry <b>Experience &amp; Major Past Positions:</b> President and COO of AnGes, Inc. Head of Process Development, Novartis Inc. <b>Current Position:</b> Chairman & President of EirGenix, Inc. Chairperson, Taiwan Bio Industry Organization Industry Advisor to Forward BioT Venture Capital	2,507,330
Formosa Laboratories, Inc. Representative: Cheng-Yu Cheng (Male)	<b>Education &amp; Professional Qualifications:</b> Ph.D., University of California, San Francisco <b>Experience &amp; Major Past Positions:</b> Post-doctoral Researcher, Massachusetts Institute of Technology Research Scientist, DuPont de Nemours, Inc. Professor, Department of Pharmacy, National Taiwan University Chairman, L. C. United Chemical Co., Ltd. <b>Current Positions:</b> Chairman & President, Formosa Laboratories, Inc. Chairman, Formosa Pharmaceuticals, Inc. Authorized Representative of Epione Investment Cayman Ltd., the Corp. Director Director, Epione Investment HK Ltd. Chairman, Activus Pharma Co., Ltd. Chairman & President, Epione Pharmaceuticals, Inc. Authorized Representative of A. R. Z Taiwan Ltd., the Corp. Director Director, Rayoung Chemtech Inc. Consultant, An Rui Management Consulting Co., Ltd.	18,552,818

Candidate's Name (Gender)	Education & Professional Qualifications, Experience & Major Past Positions, and Current Position	Shares
National Development Fund, Executive Yuan Representative: Hsiu-Hui Chen (Female)	<b>Education &amp; Professional Qualifications:</b> Ph.D., Institute of Agricultural Chemistry, National Taiwan University <b>Experience &amp; Major Past Positions:</b> Vice President, Development Center for Biotechnology Researcher, Yi-Cheng Biotech Inc. Post-doctoral Researcher, Institute of Plant Biology, Academia Sinica <b>Current Position:</b> Acting President, Development Center for Biotechnology Director, Genovate Biotechnology Co., Ltd.	15,288,860
Yao-Hwa Glass Co., Ltd, Management Commission Representative: Ku-Sung Weng (Male)	<b>Education &amp; Professional Qualifications:</b> M.S., Chemical Engineering, National Tsing Hua University <b>Experience &amp; Major Past Positions:</b> Deputy Director, the Consumer Goods and Chemical Industry Division, Industrial Development Administration, Ministry of Economic Affairs Director, Stone & Resource Industry R&D Center Director, Printing Technology Research Institute Director, SAR Technology Inc. <b>Current Position:</b> Director, the Consumer Goods and Chemical Industry Division, Industrial Development Administration, Ministry of Economic Affairs Researcher, Yao Hua Glass Co., Ltd. Management Commission Director, Food Industry Research and Development Institute	13,078,082
Foxconn Technology Co., Ltd. Representative: Chun-Fu Lu (Male)	<b>Education &amp; Professional Qualifications:</b> Master of EMBA program, Chinese University of HK Master of EMBA program, National Sun Yat-sen University <b>Experience &amp; Major Past Positions:</b> Chairman, Foxconn Technology Co., Ltd. CFO and Spokesman of Foxsemicon Integrated Technology Inc. <b>Current Position:</b> Director, Q-RUN Holdings Ltd. Director, Zap Medical System Ltd. Chairman, Q-Run Investment Co., Ltd. Chairman, Ultimate Aluminum Magnesium Technology Co., Ltd. Director, Foxconn Technology Pte. Ltd. Director, Atkinson Holdings Ltd. Director, Double Wealth Profits Ltd. Director, Eastern Star Ltd. Director, Foxconn Precision Components Holding Company Ltd. Director, Gold Glory International Ltd. Director, High Tempo International Ltd. Director, Kenny International Ltd.	27,500,000

Candidate's Name (Gender)	Education & Professional Qualifications, Experience & Major Past Positions, and Current Position	Shares
	Director, Precious Star International Ltd. Director, Q-Run Far East Corp. Director, Topfry Industrial Ltd. Director, World Trade Trading Ltd. Chairman, Refront IoMT Corp.	
Foxconn Technology Co., Ltd. Representative: Yu-Ting Chen (Female)	<b>Education &amp; Professional Qualifications:</b> MBA in Finance, National Taiwan University <b>Experience &amp; Major Past Positions:</b> Special Assistant to CIO, Hon Hai Precision Industry Co., Ltd. Director, Retain Biotech Corp. <b>Current Position:</b> Managing Director, GTM Management Co., Ltd. Senior Investment Manager, Honghan Investment Co., Ltd. Director, YongLin Healthcare Foundation Director, YL Capital Ltd.	

#### Independent Director

Candidate's Name (Gender)	Education & Professional Qualifications, Experience & Major Past Positions and Current Position	Shares
Ming-Shen Chen (Male)	<b>Education &amp; Professional Qualifications:</b> Ph.D., Michigan State University, Finance <b>Current Position:</b> Professor of Finance at National Taiwan University Director, Foundation for Autistic Children and Adults in Taiwan <b>Rationale for nomination of independent director who has served for three or more consecutive terms:</b> Consecutive Terms: 3 (2016 ~ 2025) Professor Chen was first elected on September 13, 2016. Considering the importance of inheriting Professor Chen's independent director role, along with his professional knowledge in finance and accounting and his extensive experience, the Board believes he could provide valuable advice to the Company and offer supervision and recommendations to the Board of Directors.	-
John-See Lee (Male)	<b>Education &amp; Professional Qualifications:</b> Ph.D. in Chemical Engineering, Illinois Institute of Technology MBA, University of Chicago Graduate of Harvard Business School's Advanced Management Program	-

Candidate's Name (Gender)	Education & Professional Qualifications, Experience & Major Past Positions and Current Position	Shares
	<p><b>Experience &amp; Major Past Positions:</b></p> <p>President, Industrial Technology Research Institute</p> <p>Chairman, Development Center for Biotechnology</p> <p>Director, the Biomedical Engineering Research Institute, Industrial Technology Research Institute</p> <p>Director, the Chemical Industry Research Institute, Industrial Technology Research Institute</p> <p>Principal Investigator, Argonne National Laboratory</p> <p>Senior Manager, Johnson Matthey Inc.</p> <p>Co-Director, National Program for Biotechnology and Pharmaceuticals</p> <p>President, the Federation of Asian Chemical Societies (FACS)</p> <p>Chairman, the Asia-Pacific Industry Analysis Association</p> <p>Founding Chairman, Taiwan Telecare Industry Association</p> <p>Chairman, Monte Jade Science and Technology Association (Taiwan)</p> <p>Professor, School of Medical and Health Science, Taipei Medical University</p> <p>Director, Taiwan Semiconductor Manufacturing Company (TSMC)</p> <p><b>Current Position:</b></p> <p>Honorary Chairman, Taiwan Bio Industry Organization</p> <p>Honorary Chairman, Taiwan Precision Medicine Industry Association</p> <p>Independent Director, Brim Biotechnology, Inc.</p> <p>Director, Taiwan Hopax Chemicals Mfg. Co., Ltd.</p> <p>Chairman, Personal Genomics Taiwan, Inc.</p> <p>Chairman, Quark Biosciences Taiwan, Inc.</p> <p>Chairman, Pharos Taiwan, Inc.</p> <p>Managing Director, Development Center for Biotechnology</p>	
Li-Jiuan Shen (Female)	<p><b>Education &amp; Professional Qualifications:</b></p> <p>B.S., Department of Pharmacy, National Taiwan University</p> <p>M.S., Graduate Institute of Clinical Pharmacy, National Taiwan University</p> <p>Ph.D. in Pharmaceutical Sciences, University of Southern California</p> <p><b>Experience &amp; Major Past Positions:</b></p> <p>Director, China Jing Kang Pharmacy Foundation</p> <p><b>Current Position:</b></p> <p>Vice Dean and Director, Office of International Affairs, College of Medicine, National Taiwan University</p> <p>Professor, Graduate Institute of Clinical Pharmacy, National Taiwan</p>	-

<b>Candidate's Name (Gender)</b>	<b>Education &amp; Professional Qualifications, Experience &amp; Major Past Positions and Current Position</b>	<b>Shares</b>
	University Dean, School of Pharmacy, National Taiwan University Director, Development Center for Biotechnology Chairman, China Jing Kang Pharmacy Foundation	
Yao-Kuo Chiang (Male)	<b>Education &amp; Professional Qualifications:</b> MBA, College of Management, National Taiwan University Bachelor of Medicine, Kaohsiung Medical University Passed the Medical Licensing Examination, R.O.C <b>Experience &amp; Major Past Positions:</b> President, Keelung Municipal Hospital President, the 2 <sup>nd</sup> MBA Association, College of Management, National Taiwan University Chairman, the 4 <sup>th</sup> EMBA Foundation, College of Management, National Taiwan University Board Member and Supervisor, Keelung Medical Association <b>Current Position:</b> Attending Plastic Surgeon, Qishoja Aesthetic Clinic	34,486
Yin, Chung-En (Female)	<b>Education &amp; Professional Qualifications:</b> M.S., Department of Accounting, National Chengchi University B.S., Department of Business Administration, Fu Jen Catholic University Passed the Certified Public Accountant Examination, R.O.C <b>Experience &amp; Major Past Positions:</b> Associate Professor of Specialized Technology, General Education Center, Soochow University Adjunct Lecturer, Department of Accounting, Chung Yuan Christian University Adjunct Assistant Professor, Chihlee University of Technology Review Committee Member, Yunlin District Prosecutors Office, Taiwan Financial Review for Science and Technology Projects, Taiwan Institute of Economic Research, Council of Agriculture, Executive Yuan <b>Current Position:</b> Partner, Everest CPA & Co. Director, Ruentex Precision Materials Co., Ltd. Vice Chairman, ESG Committee, National Federation of CPA Associations, R.O.C (Taiwan) Member, Materials Committee, SEMI	-

Candidate's Name (Gender)	Education & Professional Qualifications, Experience & Major Past Positions and Current Position	Shares
	Supervisor, Ruentex Security Co., Ltd. Supervisor, Ruenfuh Lifestyle Enterprises Co., Ltd. Director, Ruentex Leasing Co., Ltd. Director, Memorial Mr. Yin Shun-Juo Education Foundation Consultant, Industry Sustainability Development Center, National Cheng Kung University	

## Release the Prohibition on Newly Appointed Directors or Representatives of Directors from Participation in Competitive Business

### Directors

Candidate's Name	Position in Biotech Peer Company
Lee-Cheng Liu	Industry Consultant, Forward BioT Venture Capital
Formosa Laboratories, Inc.	Chairman, Formosa Pharmaceuticals, Inc. Director, A. R. Z Taiwan Ltd. Director, Epione Investment Cayman Ltd. Director & Supervisor, Epione Pharmaceuticals, Inc.
Representative: Cheng-Yu Cheng	Chairman & President, Formosa Laboratories, Inc. Chairman, Epione Investment Cayman Ltd. Authorized Representative of Epione Investment Cayman Ltd., the Corp. Director Director, Epione Investment HK Ltd. Chairman, Activus Pharma Co., Ltd. Chairman & President, Epione Pharmaceuticals, Inc. Authorized Representative of A. R. Z Taiwan Limited, the Corp. Director Director, Director, Rayoung Chemtech Inc. Consultant, An Rui Management Consulting Co., Ltd.
National Development Fund, Executive Yuan	Director, Genovate Biotechnology Co., Ltd. Director, Taiwan Biotech Co., Ltd. Director, ScinoPharm Taiwan., Ltd. Director, Taiwan Flower Biotechnology Co., Ltd. Director, United Biomedical, Inc., Asia. Director, Adimmune Corp. Director, TaiGen Biotechnology Holdings, Ltd. Director, PharmaEssentia Corp. Director, PharmaEngine, Inc. Director, TaiAn Technologies Corp. Director, Intech Biopharm Corp. Director, Point Robotics Holding Ltd. Director, Locus Cell Corp. Director, MetaTech (AP) Inc. Director, Wellell Inc. Director, TaiMed Biologics, Inc.

<b>Candidate's Name</b>	<b>Position in Biotech Peer Company</b>
	Director, Taiwan Bio-Manufacturing Corp.
Representative: Hsiu-Hui Chen	Acting President, Development Center for Biotechnology Director, Genovate Biotechnology Co., Ltd.
Yao-Hwa Glass Co., Ltd, Management Commission	Director, Adimmune Corp. Director, Locus Cell Corp. Director, Taiwan Bio-Manufacturing Corp. Director, Zhi Kang Venture Capital Investment Company, Ltd.
Foxconn Technology Co., Ltd.	Director and Supervisor, Hua-Zhun Investment Co., Ltd.
Representative: Chun Fu Lu	Director, Q-Run Holdings Ltd. Director, Zap Medical System Ltd. Chairman, Q-Run Investment Co., Ltd. Chairman, Refront IoMT Corp.
Representative: Yu-Ting Chen	Managing Director, GTM Management Co., Ltd. Senior Investment Manager, Honghan Investment Co., Ltd. Director, YongLin Healthcare Foundation Director, YL Capital Ltd.

#### Independent Director

<b>Candidate's Name</b>	<b>Position in Biotech Peer Company</b>
Li-Jiuan Shen	Director, Development Center for Biotechnology Chairman, China Jing Kang Pharmacy Foundation
John-See Lee	Independent Director, Brim Biotechnology, Inc. Director, Taiwan Hopax Chemicals Mfg. Co., Ltd. Chairman, Personal Genomics Taiwan, Inc. Chairman, Quark Biosciences Taiwan, Inc. Chairman, Pharos Taiwan, Inc. Managing Director, Development Center for Biotechnology



**EirGenix, Inc.****The Rules of Procedure for Shareholders Meetings****Article 1**

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

**Article 2**

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

When the Company convene a visual communication shareholders meeting, it is not subject to the restrictions on the venue.

**Article 3**

The Company shall specify in its shareholders meeting notices the time during which shareholder and their solicitors and proxies (collectively, "shareholders") attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations in accordance. For the visual communication shareholders meeting, registration should be accepted on the e-meeting platform of the shareholders' meeting 30 minutes before the start of the meeting. Shareholders who have completed the registration shall be deemed to have attended the shareholders' meeting in person.

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

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation 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, pre-printed ballots shall also be furnished.

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

When the Company convenes a visual communication shareholders meeting, the shareholders intend to attend the shareholders' meeting by visual communication network should register with the company before two days before the shareholders' meeting.

When the Company convenes a visual communication shareholders meeting, the company shall upload the meeting agenda book, annual report and other relevant materials to the e-Meeting platform of the shareholders' meeting at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting.

### **Article 3-1**

When the Company convenes a visual communication shareholders meeting, the following matters shall be stated in the notice of convening the shareholders' meeting:

- 3.1.1 Shareholders' participation in visual communication shareholders meeting and methods of exercising their rights.
- 3.1.2 Due to natural disasters, incidents or other force majeure circumstances, the handling of obstacles to the e-Meeting platform or participating in video conferences shall include at least the following matters:
  - 3.1.2.1 The time at which the pre-occupational obstacle persists and cannot be ruled out causing the meeting to be adjourned or resumed, and the date of the meeting if it is to be postponed or resumed.
  - 3.1.2.2 Shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the postponed or resumed meeting.
  - 3.1.2.3 To hold visual communication assisted shareholders meeting, if the video conference cannot be continued, after deducting the number of shares attending the shareholders meeting by video, the total number of shares attending the shareholders meeting reaches the statutory quota for the shareholders meeting, then the shareholders meeting should continue. The number of shares present of attending the shareholders meeting by video shall be included in the total number of shares of shareholders present, and all resolutions of this shareholders' meeting shall be deemed as abstention by them.
  - 3.1.2.4 The handling method, in the event that the resolutions of all the motions have been announced, but no questions and motions has been made.
- 3.1.3 When the Company convenes a visual communication shareholders meeting, it should set out appropriate alternatives to shareholders who would have difficulty participating in video conferences.

#### **Article 4**

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice-chairperson shall act in place of the chairperson; if there is no vice-chairperson or the vice-chairperson also is on leave or for any reason unable to exercise the powers of the vice-chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with the power to convene but 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.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

#### **Article 5**

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote-counting procedures. The recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

If the Company convenes a visual communication shareholders meeting, the company shall record and preserve the shareholders' registration, registration, check-in, questioning, voting and company vote counting results, etc., and make continuous and uninterrupted audio and video recording of the entire video conference.

The information and audio and video shall be properly preserved by the company during the period of existence, and the audio and video recordings shall be provided to those who are entrusted to handle video conference affairs for preservation.

If the Company convenes a visual communication shareholders meeting, the company should make an audio and video record of the background operation interface of the e-Meeting platform.

#### **Article 6**

Attendance at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards and the e-Meeting platform handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chair shall declare the meeting adjourned; When a visual communication shareholders meeting is held, the company shall also announce the meeting adjourned on the e-Meeting platform of the shareholders' meeting.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution, and another shareholders meeting shall be convened within one month; when a visual communication shareholders meeting of the shareholders meeting is held by video conference, shareholders who intend to attend shareholders' meetings by video conference should re-register with the company in accordance with Article 3.

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

## **Article 7**

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

Changes to the means of holding the shareholders' meeting shall be subject to a resolution of the board of directors, and before the notice of the shareholders' meeting is dispatched.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

## **Article 8**

Convening a shareholders meeting, this Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS. This Corporation shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

The Company shall provide shareholders the shareholders meeting agenda and supplemental meeting materials for shareholders' reference in the following ways on the day of the shareholders' meeting:

- 8-1 In case of holding a physical shareholders meeting, it should be distributed on-site at the meeting place.
- 8-2 In case of holding a visual communication assisted shareholders meeting, it should be distributed on-site at the meeting place and uploaded the electronic version to the video conference platform.
- 8-3 In case of holding a visual communication shareholders meeting, the electronic version should be uploaded to the video conference platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in the electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out, and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary 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 such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to



this Corporation a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the “Company Act” apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date, before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than ten days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in the discussion of the proposal.

Prior to the date for issuance of the notice of a shareholders meeting, this Corporation 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. At the shareholders meeting, the board of directors shall explain the reasons for the exclusion of any shareholder proposals not included in the agenda.

## **Article 9**

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

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 does not correspond to the subject given 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 agenda item, the chair may terminate the speech.

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

When a juristic person 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.



When a visual communication shareholders meeting is held, the shareholders who attend shareholders' meetings by video conference may ask questions in text form on the e-Meeting platform of the shareholders meeting after the chairman announces the meeting and before the announcement of the adjournment of the meeting. The number of questions for each motion shall not exceed two times, and each time shall be limited to 200 words.

If the questions do not violate the regulations or do not exceed the scope of the motion in accordance, it is advisable to expose the questions on the video conference platform of the shareholders' meeting, so that it is known to everyone.

## **Article 10**

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

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued 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 this Corporation, 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 calculated as part of the voting rights represented by attending shareholders.

With the except of a trust enterprise or a shareholder services agent 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 issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

## **Article 11**

A shareholder shall be entitled to one vote for each share held, except as otherwise provided by law or regulation.

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is, therefore, advisable that this Corporation avoid the submission of extraordinary 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 this Corporation 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.

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

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting virtually, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Except as otherwise provided in the Company Act and in this Corporation'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. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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 the vote. When anyone among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

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 this Corporation, that shareholder may not vote on that item and may not exercise voting rights as a proxy for any other shareholder.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

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

When the company convenes a visual communication shareholders meeting, shareholders who participate virtually should conduct voting on all motions and voting on election proposals through the e-Meeting platform after the chairman announces the beginning of the meeting. The voting should be completed before the chairman announces the close of voting. Overtime will be deemed a waiver.

If the shareholders meeting is held by visual communication, the votes shall be counted at one





time after the chairman announces the close of voting, and then the voting and election results shall be announced.

When the company holds a visual communication assisted shareholders meeting, shareholders who have registered to attend the shareholders' meeting virtually in accordance with the provisions of Article 3 ,but intend to attend physically should withdraw their registration in the same way they have made the registration two days prior to the date of shareholders' meetings. Participants who fail to withdraw their registration by the said deadline can only attend virtually.

Shareholders who attend shareholders' meetings virtually and do not withdraw their declaration of intent after exercising their voting right via written or electronic means can only exercise their proposing and voting rights regarding extempore motions. They cannot vote on the original meeting proposals and the amendments to the content of the original meeting proposals or propose to amend the content of the original meeting proposals.

## **Article 12**

The election of directors at a shareholders' meeting shall be held in accordance with the rules for the election of directors adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

## **Article 13**

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights) and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.

If the shareholders' meeting is held by video conference, the minutes of the shareholders' meeting shall record the starting and ending time of the shareholders' meeting, the method of holding the meeting, the name of the chairman and the recorder, and the names of the shareholders' meeting due to natural disasters and incidents, in addition to the matters to be recorded in accordance or other force majeure events to the video conferencing platform or the handling method and handling

situation in the event of an obstacle to participation by video.

Except that it should be handled in accordance, when the company hold a visual communication shareholders meeting, the company shall also state in the minutes of the meeting the alternative measures provided to shareholders who have difficulty in participating in videoconference.

#### **Article 14**

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies and the number of shares by written or electronic means and shall make an express disclosure of the same at the place of the shareholders meeting.

When a visual communication shareholders meeting is held, the company shall upload the above-mentioned information to the e-Meeting platform of the shareholders' meeting at least 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting. The company holds a visual communication shareholders meeting.

When announcing the meeting to start, the total number of shareholders' shares present shall be disclosed on the e-Meeting platform. If the total number of shares and voting rights of the shareholders attending the meeting are otherwise counted during the meeting, the same shall be applied.

If matters put to a resolution at a shareholders meeting, constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

#### **Article 15**

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or armbands.

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 card or armband bearing the word "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 this Corporation, 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 16**

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce

a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

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

#### **Article 17**

When the visual communication shareholders meeting is held, the chairman and the recorder shall be in the same place in Taiwan, and the chairman shall announce the address of the place at the time of the meeting.

When the visual communication shareholders meeting is held, the company shall immediately disclose the voting results and election results of all resolutions on the e-Meeting platform of the shareholders' meeting in accordance with the regulations and shall continue to disclose for 15 minutes after the chairman announces the adjournment of the meeting.

#### **Article 18**

When the visual communication shareholders meeting is held, the company may provide a friendly connection test for shareholders before the meeting and provide relevant services immediately before and during the meeting to assist in handling technical communication problems.

When the visual communication shareholders meeting is held, the chairman shall, upon announcing the meeting to start, separately announce that except for there is no need to postpone or continue the meeting according to the circumstances stipulated in Article 44-24 of the "Regulations Governing the Administration of Shareholder Services of Public Companies ". Before the chairman announces the adjournment of the meeting, if natural disasters, incidents or other force majeure events lead to an obstacle to the video conference platform or participation in the form of video, which lasts for more than 30 minutes, the date of the meeting should be postponed or resumed within five days. The provisions of Article 182 of the "Company Act "are not applicable.

In the event of the preceding paragraph, the meeting should be postponed or continued. Shareholders who have not registered to participate in the original shareholders meeting by video conference shall not participate in the postponed or continued meeting.

In the event of the preceding paragraph, the meeting should be postponed or continued. Shareholders who have registered to participate in the original shareholders' meeting by video and completed the registration, but do not participate in the postponed or continued meeting, the number of shares attended, and the voting rights exercised at the original shareholders' meeting and voting rights, shall be included in the total number of shares, voting rights and voting rights of shareholders present at the postponed or continued meeting.

In the event of the preceding paragraph, when the shareholders meeting is postponed or reconvened, there is no need to repeat to discuss and resolve the motions that have completed voting and counting and announced the voting results or the list of elected directors.



When the company convenes a video-assisted shareholders meeting, and the video conference cannot be continued according to the event of the preceding paragraph, if the total number of attended shares still reaches the legal quota for the shareholders' meeting after deducting the number of shares attended by video-conferencing, the shareholders' meeting shall continue and need not to postpone or renew the meeting in accordance with the event of the preceding paragraph.

In the event of the preceding paragraph, the meeting should be continued, the number of shares present should be included the shareholders who participate in the shareholders' meeting by video in the total number of shares of the shareholders present, but all the resolutions of the shareholders' meeting will be regarded as abstention.

The company shall postpone or continue the shareholders meeting in accordance with the event of the preceding paragraph. For the continuation of the meeting, the relevant pre-requisites shall be handled in accordance with the provisions of Article 44-27 of the "Regulations Governing the Administration of Shareholder Services of Public Companies ", the date of the original shareholders' meeting and the provisions of these articles. The latter paragraph of Article 12 and Paragraph 3 of Article 13 of "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies ", Paragraph 2 of Article 44-5 and Paragraph 4 of Article 44 of "Regulations Governing the Administration of Shareholder Services of Public Companies " During the period specified in Paragraph 1 of Article 4-15 and Article 44-17, the company shall postpone or renew the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.

When the company convenes a video conference shareholders meeting, it shall provide appropriate alternative measures for shareholders who have difficulty in attending the shareholders meeting by video conferencing.

## **Article 19**

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be affected in the same manner.

## **Article 20**

These Rules were enacted on July 24, 2013.

Amended on Sep. 13, 2016 for the 1<sup>st</sup> time.

Amended on June 12, 2018 for the 2<sup>nd</sup> time.

Amended on June 29, 2020 for the 3<sup>rd</sup> time.

Amended on Aug. 3, 2021 for the 4<sup>th</sup> time.

Amended on June 10, 2022 for the 5<sup>th</sup> time.

Amended on May 30, 2024 for the 6<sup>th</sup> time.

**EirGenix, Inc.****The Company's Articles of Incorporation (Before the Revision)****Chapter I  
General Provisions****Article 1**

The Company has been named EirGenix, Inc. pursuant to relevant regulations set forth in the Company Act. The English name is EirGenix, Inc.

**Article 2**

The Company shall engage in the following business lines :

1. C199990 Other Food Manufacturing Not Elsewhere Classified
2. C802041 Drugs and Medicines Manufacturing
3. C802060 Animal Use Medicine Manufacturing
4. C802990 Other Chemical Products Manufacturing
5. F107990 Wholesale of Other Chemical Products
6. F108021 Wholesale of Drugs and Medicines
7. F108031 Wholesale of Drugs, Medical Goods
8. F208021 Retail Sale of Drugs and Medicines
9. F208031 Retail sale of Medical Equipments
10. F401010 International Trade
11. I 199990 Other Consultancy
12. IC01010 Pharmaceuticals Examining Services
13. IG01010 Biotechnology Services
14. IG02010 Research Development Service
15. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

**Article 3**

The Company is headquartered in New Taipei City and may, when necessary, set up the branches elsewhere domestically or abroad by the Board of Directors' resolutions.

**Article 4**

Public announcements of the Company shall be duly made in accordance with the Company Law and other regulations by the competent securities authority.

#### Article 5

The Company may engage in external endorsements or guarantees to meet business or investment needs by the resolution of the Board of Directors.

## **Chapter II Share Capital**

#### Article 6

The Company has a total capital amounting to four billion New Taiwan Dollars, divided into four hundred million shares at ten New Taiwan Dollars par value per share, issued in installments. The Board of Directors is authorized to issue the unissued shares in installments, from which twelve million shares shall be reserved for issuance upon the exercise of any stock options, preferred shares with warrants, or equity warrant bonds.

#### Article 6-1

The Company issue employee stock warrants that are not subject to the exercise price restriction set out in Article 53 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers; an issuer is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing half of the total issued shares. The issuer is allowed to register multiple issues over a period of 1 year.

When the Company lists on the Taipei Exchange or Taiwan Stock Exchange, to transfer shares to employees at less than the average actual share repurchase price, a company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares

#### Article 7

The Company's total investment amount is not subject to the restriction in Article 13 of the Company Act, which states that the Company's investments shall not exceed forty percent of its paid-in capital.

#### Article 8

The Company's shares shall be registered, numbered, and with the signatures or personal seals by the directors representing the Company, and be issued upon certification by the competent authority or its designated registration agency.

The Company may issue shares without certificates, and such shares shall be registered with a central securities depository.

#### Article 9

Registration for the transfer of shares shall be completed sixty (60) days before the date of the annual meeting of the shareholders, thirty (30) days before the date of any special meeting of the shareholders, or five (5) days before the date on which dividends, bonus, or other distributions will be paid or made by the Company.

#### Article 10

The handling of the Company's shares shall be governed by the Regulations Governing the Administration of Shareholder Service of Public Companies prescribed by the competent authority.

#### Article 10-1

Suppose the company may apply for approval of ceasing its status as a public company by a resolution adopted at a shareholders' meeting by Article 156 of the Company Act. This provision will not be changed during the period of exchange-listed and TPEX-listed.

### **Chapter III Shareholders' Meeting**

#### Article 11

Two types of Shareholders' Meeting of the Company:

1. Regular shareholders meeting, to be convened at least once a year within six (6) months after the end of every fiscal year.
2. Special shareholders meeting, to be convened as required in accordance with the applicable laws and regulations.

Convening a shareholders meeting, this Corporation shall prepare electronic versions or correspondence of the date and the place of meeting, and the shareholders meeting notice and shall be notified all shareholders before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting.

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

With the consent of the addressee, the meeting notice may be given in the electronic form. The public announcement shall specify the reasons for convening a shareholders' meeting for less than 1,000 shares.

When this Corporation holds a shareholder meeting, when voting rights are exercised by correspondence or electronic means, the exercise method shall be specified in the shareholders' meeting notice.

A shareholder exercising the voting rights by correspondence or electronic means with the relevant rules and regulations will be deemed to have attended the meeting in person.

#### Article 12

The Chairperson of the board shall chair the shareholders' meetings. The Chairperson of the



board shall appoint a director to act as his or her proxy when the Chairperson of the board is on leave or for any reason unable to exercise the powers of the Chairperson. The Chairperson does not make such a designation; the directors shall select one person to serve as chair.

#### Article 13

A shareholder who is unavailable to attend a shareholders' meeting may duly issue a power of attorney printed and provided by the Company, expressly bearing the authorized powers' scope, duly sign and affix seal hereon to entrust a proxy to be present on behalf. The rules of shareholder proxy are governed by Article 177 of the Company Act, Article 25-1 of the Securities and Exchange Act, and the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies decreed by the competent authority.

#### Article 14

A shareholder shall be entitled to one vote for each share held, except as otherwise provided by law or regulation, does not include the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares by Article 179 and Article 197-1 of the Company Act.

#### Article 15

The shareholder meeting resolutions require the attendance of shareholders representing over 50% of the issued voting shares unless the Company Act stipulates otherwise and the approval by over 50% of the voting rights represented at the meeting.

#### Article 16

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the meeting chair and a copy distributed to each shareholder within 20 days after the meeting's conclusion.

The meeting minutes of the preceding paragraph may be produced and distributed in electronic form. This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

#### Article 17

When the company limited by shares which are organized by a single government or juristic person shareholder, the functional duties and power of the shareholders' meeting of such company shall be exercised by its board of directors, to which the provisions governing the shareholders' meeting as set out in this Article shall not apply.

## Section IV



## **Directors and Managerial Officers**

### **Article 18**

The Company shall have nine to eleven directors, who will hold office for three years and be elected from legally competent persons at the shareholders' meeting; re-elected directors may serve consecutive terms; the candidate nomination system shall be adopted, and the shareholders meeting shall elect directors from the list of candidates. When terms of directors expire prior to elections, terms may be extended until the newly elected directors assume office.

The Company should obtain liability insurance for the directors to protect them against potential liabilities arising from their director duties.

In the process of electing directors at a shareholders' meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected. The total number of votes per share may be consolidated for one candidate's election or may be split for the election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect.

IV. The Board of Directors shall be composed of at least two independent directors, and no less than one-fifth of the aforementioned quota shall be independent directors. The professional qualifications, shareholding ratios, concurrent appointment restrictions, nomination, election methods, and other matters for compliance shall be based on relevant authorities' relevant regulations in charge of securities

The Board of Directors may establish various committees with different functions. When establishing the various committees and exercise of powers, need to comply with regulations of the competent authorities.

### **Article 19**

The directors shall duly organize the Board of Directors. By the attendance of a two-thirds majority of directors and a majority vote of the attending directors, one chairman shall be duly elected. The chairman of the board of directors shall internally preside the shareholders' meeting and the board of directors; and shall externally represent the company. The chairman executes all business of the Company in accordance with the provisions of laws and regulations and the Articles of Incorporations of the Company, and the resolutions adopted by the shareholders' meetings and the meetings of the board of directors.

### **Article 20**

Unless otherwise provided for in the Company Act, resolutions of the board of directors shall be adopted by a majority of directors at a meeting attended by a majority of the directors.

In calling a meeting of the board of directors, a notice setting forth the subject(s) to be discussed at the meeting shall be given to each director at least seven days prior to the scheduled meeting date, except for the matters the execution as required by the Articles of Incorporation of the



Company. However, in the case of an emergency, the meeting may be convened at any time. The notice and minutes of the meeting may be made and sent by e-mails or facsimiles.

#### Article 21

The Chairman of the Board shall preside at Board meetings. Where the Chairperson is on leave or for any reason unable to exercise his/her powers, an acting chairperson shall be appointed pursuant to the regulations set forth in Article 208 of the Company Act.

A director who is unavailable to attend a Board of Directors meeting in person may authorize another director to act as a proxy to attend on their behalf by issuing a power of attorney for each meeting's event. A power of attorney so issued shall bear the scope of the authorized powers. A director so authorized may represent only one director. A director who attends a Board of Directors meeting through the video system is deemed to have attended in person if such meeting is held through the video system.

#### Article 22

The board of directors shall be authorized to determine the compensation for the execution of duties by board directors based on their level of participation and the value of their contributions to company operations regardless of profits and losses incurred by the Company with reference to prevailing industry standards. When the company set up the Remuneration Committee, the board of director compensation for the execution of duties shall be based on the Remuneration Committee advice.

#### Article 23

The Company has managerial officers who shall be duly appointed, discharged, and paid in accordance with Article 29 of the Company Law.

## **Chapter V Accounting**

#### Article 24

The Company's fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year. The Board of Directors will prepare the documents, set business reports, financial statements, and profit distribution proposals or loss-making-up proposals after the end of the fiscal year for submission to the shareholders' meeting for approval.

#### Article 25

Suppose the Company has net profit in this fiscal year. In that case, the Company shall set aside between 1% to 5% of its profits as a bonus to the Company's employees and set aside 3% (inclusive) or less of its profits as a bonus to Directors. The distribution of bonus to employees may



be made by way of cash or shares by the resolution of the Board of Directors. Over two-thirds shall hear the distribution of employee remuneration and director remuneration of the Board of Directors, be voted in favor for implementation by over one-half of the directors present and represented and be reported at the shareholders' meeting.

The Company shall first offset its losses in previous years that have not been previously offset, and then set aside annual profits as a bonus to the Company's employees and set aside annual profits as a bonus to Directors.

Qualification requirements of employees for distributing employees to compensation, issuing restricted stock for employees, issuing employee stock option certificates, issuing new shares, and the shares bought back by the issuing company transferred to its employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, entitled to receive compensation by the Board of Directors.

#### Article 25-1

Suppose the Company has earnings at the end of the fiscal year. In that case, the Company shall first pay all relevant taxes, offset its losses in previous years, and set aside a legal capital reserve at 10% of the net profit until the accumulated legal capital reserve has equaled the total capital of the Company; then set aside a special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge. The board of directors may propose the distribution for approval in the shareholders' meeting.

It is authorized the distributable dividends, and bonuses or legal capital reserve and capital reserve in whole or in part may be paid in cash after a majority vote has adopted a resolution at a meeting of the Board of Directors attended by two-thirds of the total number of directors; in addition, there to a report of such distribution shall be submitted to the shareholders' meeting.

The company has the surplus profit distributable as dividends and bonuses to shareholders of no less than 50% of its Net Income. It shall be a resolution adopted by most of the shareholders present who represent two-thirds or more of the total number of its outstanding shares of the company.

As the Company is in the growing stage, the dividend distribution may take cash dividends or stock dividends. It shall consider the Company's capital expenditures, R&D plan, future expansion plans, financial structure, and funds requirement for sustainable development needs, etc. The cash dividends may not be less than 10% of the total dividend amount. However, the actual distribution ratio is still subject to the resolution of the shareholders' meeting.

## **Chapter VI**

### **Supplementary Provisions**

#### Article 26

Matters not prescribed under the Articles of Incorporation shall be in accordance with the

Company Law and the relevant rules and regulations.

#### Article 27

The Procedure was enacted on December 20<sup>th</sup>, 2012.

The 1st amendment was made on March 14<sup>th</sup>, 2013.

The 2nd amendment was made on June 14<sup>th</sup>, 2013.

The 3rd amendment was made on July 24<sup>th</sup>, 2013.

The 4th amendment was made on June 20<sup>th</sup>, 2014.

The 5th amendment was made on June 23<sup>rd</sup>, 2015.

The 6th amendment was made on June 3<sup>rd</sup>, 2016.

The 7th amendment was made on September 13<sup>th</sup>, 2016.

The 8th amendment was made on June 12<sup>th</sup>, 2018.

The 9th amendment was made on March 21<sup>st</sup>, 2019.

The 10th amendment was made on June 12<sup>th</sup>, 2019.

The 11th amendment was made on November 27<sup>th</sup>, 2019.

The 12th amendment was made on August 3<sup>rd</sup>, 2021.

The 13th amendment was made on June 10<sup>th</sup>, 2022.

The 14th amendment was made on May 31<sup>st</sup>, 2023.



## Appendix III

### Regulations Governing Procedure for Election of Directors

#### Article 1

Except as otherwise provided by law and regulation or by this Company's Articles of Incorporation, elections of directors shall be conducted in accordance with these Procedures.

#### Article 2

The cumulative voting institute will be used for election of the directors at this Company. Each share will have voting rights in number equal to the directors to be elected and may be cast for a single candidate or multiple candidates. The directors shall be elected in accordance with Article 198 of the Company Act, with independent and non-independent directors elected at the same time, but in separately calculated numbers.

#### Article 3

The number of directors will be as specified in this Corporation's articles of incorporation, those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

#### Article 4

When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under 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 to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

#### Article 5

The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be 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.

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 6

A ballot is deemed as null and void if meeting any one of the following:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.



4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

#### Article 7

The Company's independent directors shall be duly handled in accordance with the requirements set forth in "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies".

#### Article 8

The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board which shall refer to the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies

#### Article 9

Elections of directors of the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

#### Article 10

The voting rights shall be calculated on site immediately after the end of the poll, and the chair shall announce on the site the conclusion of calculation which consists list of persons elected as directors, and the number of voting rights they won.

The voted ballot shall be sealed with signature by the vote monitoring personnel and kept properly for at least one year or until after any litigious action is concluded in the event that a shareholder institute a litigious action in accordance with Article 189 of the Company Act.

#### Article 11

The Corporation shall issue a certificate of election to each elected Director.

#### Article 12

This Regulations were enacted on Dec. 19, 2014, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Amended on Sep. 13, 2016 for the 1<sup>st</sup> time.

Amended on Jun. 12, 2018 for the 2<sup>nd</sup> time.

Amended on Aug. 3, 2021 for the 3<sup>rd</sup> time.

### Shareholding of All Directors

Record Date (Book-closure date) : April 29, 2025

Title	Name	Current Shareholding (shares)	Percentage of total issued shares (%)
Chairman	Lee-Cheng Liu	2,507,330	0.82
Director	Formosa Laboratories, Inc. Representative: Cheng-Yu Cheng	18,552,818	6.06
Director	National Development Fund, Executive Yuan Representative: Hsiu-Hui Chen	15,288,860	4.99
Director	Yao-Hwa Glass Co., Ltd, Management Commission Representative: Ku-Sung Weng	13,078,082	4.27
Director	Foxconn Technology Co., Ltd. Representative: Chun-Fu Lu	27,500,000	8.98
Director	Foxconn Technology Co., Ltd. Representative: Yu-Ting Chen		
Independent Director	Ming-Thaur Chang	-	-
Independent Director	Po-Chih Chen	-	-
Independent Director	Fu-Shiow Yin	-	-
Independent Director	Ming-Shen Chen	-	-
Total		76,927,090	25.12(Note1)

Note:

- As of April 29, 2025, the total number of issued shares is 306,371,516 (including private placement 55,000,000 shares). In accordance with Article 2 of the " Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," when **two** or more independent directors are elected, the required shareholding ratio for all directors and supervisors, excluding independent directors, is reduced to 80%. The statutory shareholding of all directors of the Company shall be 12,254,860 shares.
- EirGenix, Inc. has established an Audit Committee in accordance with the Securities and Exchange Act. Accordingly, the requirement for shareholding by supervisors does not apply.