



Stock code: 3176

**基亞生物科技股份有限公司**  
**MEDIGEN BIOTECHNOLOGY CORP.**

# **Handbook**

for

**2026 Annual Meeting of Shareholders**

Meeting Time : 9 a.m., May 26 (Tuesday), 2026

Meeting Venue : 2F of Building A, 19-10, Sanchong Road, Nangang District, Taipei (International Convention Center)

Type of Meeting : Physical Shareholders' Meeting

In case of any discrepancy between the English and the Chinese version, the Chinese version shall prevail.

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I. Meeting Procedure for the 2026 Medigen Biotechnology Corp.  
Annual Shareholders' Meeting

I. Report the Number of Shares in Attendance

II. Call the Meeting to Order

III. Chairperson Remarks

IV. Management Presentations

V. Proposals

VI. Motions

VII. Adjournment

## II. Meeting Agenda for the 2026 Medigen Biotechnology Corp. Annual Shareholders Meeting

Meeting Date: 9 a.m., May 26 (Tuesday), 2026

Meeting Venue: 2F, Building A, 19-10, Sanchong Road, Nangang District, Taipei  
(International Convention Center)

Type of Meeting: Physical Shareholders' Meeting

I. Chairperson Remarks

II. Management Presentations

(I) 2025 Business Report

(II) 2025 Audit Committee's Review Report

(III) 2025 Report on Director Remuneration

III. Proposals

(I) 2025 Business Report & Financial Statements

(II) 2025 Deficit Compensation

IV. Motions

V. Adjournment

## [Management Presentations]

### **Report No.1 : 2025 Business Report**

#### **Explanation:**

The 2025 Business Report is attached as page 6 - 10 of this handbook, Attachment 1.

### **Report No.2: 2025 Audit Committee's Review Report**

#### **Explanation:**

The 2025 Audit Committee's Review Report is attached as page 11 of this handbook, Attachment 2.

### **Report No.3: 2025 Directors' Remuneration Report**

#### **Explanation:**

The 2025 Directors' Remuneration Report is attached as page 12 - 14 of this handbook, Attachment 3.

## [Proposals]

**1**

Proposed by the Board of Directors

Proposal:

Adoption of 2025 Business Report and Financial Statements

Explanation:

- (1) After auditing the Company's 2025 individual financial statements as well as consolidated financial statements, CPAs Kuo, Shao-Pin and Yu, Chien-Ju from ERNST & YOUNG have provided Independent Auditors' Report with unqualified opinion including an Other Matter Paragraph. Along with the Business Report, these statements had been reviewed and approved by the Audit Committee before they were approved by the Board of Directors.
- (2) Please refer to Attachment 1, page 6 - 10 of this handbook, for the "2025 Business Report"; and Attachment 4, page 15 - 34 of this handbook, for the "2025 Financial Statements".

Resolutions:

**2**

Proposed by the Board of Directors

Proposal:

Adoption of 2025 Deficit Compensation

Explanation:

Please refer to the table below for 2025 deficit compensation statement.

Resolutions:

Medigen Biotechnology Corp.  
2025 Deficit Compensation Statement

Unit: NT\$

Item	Amount
Accumulated deficit at the beginning of the year	(\$352,661,791)
Less : After-tax net loss in 2025	(\$108,802,555)
Add : Actuarial gain (losses) of defined benefit	\$2,446
Accumulated deficit at the end of the year	(\$461,461,900)
Items for compensation deficit	
Add : Capital Surplus, difference between consideration and carrying amount of subsidiaries acquired or disposed	\$461,461,900
Accumulated deficit at the end of the year	\$0

Chairman: Chang, Shi-Chung    Managerial Personnel: Chang, Shi-Chung    Accounting Supervisor: Chen,Feng-Hua

[Motions]

[Adjournment]

### III. Attachments

[Attachment 1]

## Business Report

### I.2025 Operating Results

#### (I)2025 Operating Results and Profitability Performance

The consolidated revenue for 2025 amounted to NT\$1,582,503 thousand. The net loss after tax was NT\$108,803 thousand and the loss per share was NT\$0.78. The Company's paid-in capital as of the end of 2025 was NT\$1,393,068 thousand and the shareholder equity amounted to 1,549,496 thousand.

#### (II)Budget Execution, Financial Revenues and Expenditures

Unit: NTD thousands

Item	2025 actual amount	2025 budgeted amount	Difference
Operating revenue	1,582,503	1,875,828	(293,325)
Net operating profit (loss)	(156,991)	112,027	(269,018)
Net profit (loss) after tax	(108,803)	(12,605)	(96,198)

The actual results for fiscal year 2025 fell short of expectations, primarily due to the overseas market expansion of the subsidiary, Medigen Vaccine Biologics Corp., not progressing as anticipated. Nevertheless, the Company remains committed to maintaining a sound financial plan and striving to achieve its budgetary goals.

#### (III) Research and Development

##### 1.New drug OBP-301

The OBP-301 project, which the Company is jointly developing with Japan's Oncolys, achieved significant progress in clinical development during fiscal year 2025. As OBP-301 qualifies for accelerated review under Japan's *Sakigake Designation*, the team submitted a New Drug Application (NDA) to Japan's PMDA on December 15, 2025, following the completion of the Phase II clinical trial for esophageal cancer. In addition, OBP-301 received orphan drug designation in Japan in 2025, which may grant up to ten years of market exclusivity in Japan. Beyond its deployment in Japan, the Company will evaluate opportunities to commercialize OBP-301 in Taiwan at an appropriate time, taking into consideration the progress of its development and regulatory requirements. Meanwhile, the Company will continue to collaborate with Oncolys to pursue international out-licensing opportunities for OBP-301.

## 2. Cell therapy

In the field of cell therapy, the Company's strategy is to integrate group-wide resources to build a comprehensive ecosystem, expanding its presence in the Asia-Pacific market with Taiwan as its central hub. The Company focuses on innovative drug development, alongside the R&D of automated manufacturing technologies and off-the-shelf products. Simultaneously, through international alliances and co-development, the Company aims to accelerate R&D milestones and enhance the value of its intellectual property.

Regarding drug development, the Company is currently conducting two Phase I clinical trials approved by the Taiwan Food and Drug Administration (TFDA): autologous Magicell-NK and allogeneic Magicell-NK. Magicell-NK cells possess the capability to eliminate minimal residual disease (MRD), which is expected to reduce postoperative recurrence and improve survival outcomes. Therefore, the Company has prioritized postoperative adjuvant therapy for colorectal cancer and pancreatic ductal adenocarcinoma (PDA) as primary indications.

Colorectal cancer remains the third most common cancer globally, with approximately 1.9 million new cases in 2022. Currently, postoperative patients lack effective treatment options beyond routine monitoring. The future commercialization of autologous Magicell-NK aims to fill this gap in adjuvant therapy.

PDA and cholangiocarcinoma are highly aggressive malignant tumors characterized by high recurrence rates and limited sensitivity to chemotherapy, making them clinically refractory. Notably, PDA has a 5-year recurrence rate of 60–80%, with 25–38% occurring within the first six months. Allogeneic Magicell-NK is expected to provide a more effective postoperative solution for these high-risk patients.

The progress and plans for the two cell therapy developments are as follows:

### (1) Autologous Magicell-NK

A Phase I clinical trial evaluating autologous natural killer cells as a postoperative adjuvant therapy for patients with colorectal cancer is currently underway. The study plans to enroll eight subjects. As of the end of fiscal year 2025, one additional subject remains to be enrolled, and subject enrollment is expected to be completed in the first half of 2026.

### (2) Allogeneic Magicell-NK

A Phase I clinical trial evaluating allogeneic natural killer cells in combination with chemotherapy as a postoperative adjuvant therapy for patients with PDA or cholangiocarcinoma is planned to commence in 2026.

High costs and limited scalability remain significant hurdles in the cell therapy industry, with technological bottlenecks in automated manufacturing and "off-the-shelf" products being the primary challenges. To address these, the Company has developed ACE™, a proprietary automated cell expansion platform. We have successfully completed process validation for the

automated production of NK,  $\gamma\delta$ T (GDT), and CIK cells. Regarding the "off-the-shelf" product, the Company has established a strategic partnership with Singapore's A\*STAR Bioprocessing Technology Institute (BTI). Beginning in 2026, both parties will collaborate to advance off-the-shelf cell technologies leveraging the ACE™ platform, while actively penetrating the Southeast Asian market to expand our regional footprint.

## II.2026 Operating Plan

### (I) Operating Strategy

The Company specializes in new drug discovery, clinical trials, and investment management. With the *Dual Acts on Regenerative Medicine Acts* became effective 2026, we expect a significant acceleration in our clinical development and commercialization effort. Our proprietary technology, Magicell-NK, is protected by a comprehensive intellectual property portfolio and has received over ten approvals under the *Regulations Governing the Application of Specific Medical Techniques and Medical Devices (Special Regulations)*, demonstrating its capabilities for clinical use. Following the licensing agreement with an Indian company in 2024, the Company successfully completed another licensing transaction with a Taiwanese company in 2025. The Company will continue to drive shareholder value through international collaborations and strategic out-licensing.

Regarding our investment portfolio, past investments in affiliates such as Medigen Vaccine Biologics Corporation and Winston Medical Supply Co., Ltd. have demonstrated steady improvement. The Company's medium-to-long-term objective is to integrate Group-wide resources to facilitate the international expansion of subsidiaries, with a strategic focus on the high-potential ophthalmic sector and the Asia-Pacific market. Additionally, we are committed to investing in promising biotechnology through versatile collaborative strategies—such as licensing, strategic alliances, and direct investments—to unlock the value of innovation and maximize shareholder returns.

### (II) Expected sales and its basis

The Company's short-term objectives will focus on the commercialization of R&D outputs, as well as the out-licensing and/or technology transfer of intellectual property, particularly in the areas of cell therapy, automation equipment, and clinical study. Medigen Vaccine Biologics Corp., a subsidiary of the Company, has successfully launched its EV71 vaccine and seasonal influenza vaccine in the Taiwanese market. Efforts to expand the EV71 vaccine into international markets are currently underway. Another subsidiary, TBG Biotechnology Corp., continues to make steady progress in product development and business expansion. Winston Medical Supply Co., Ltd., also a subsidiary of the Company, remains focused on its proprietary brands and contract

manufacturing operations. Winston has consistently maintained stable business. The Company expects subsidiaries to continue delivering strong returns to shareholders.

### (III) Important production and sales policies

The Company dedicated to its core business of new drug development and investment management. We are actively accelerating the commercialization of our R&D achievements through technology licensing and transfer to ensure returns. In drug development, we continue to advance the clinical trials and commercialization for OBP-301 in collaboration with our Japanese partner, while simultaneously pursuing out-licensing and sales opportunities. For cell therapy pipeline, we are conducting clinical trials in Taiwan while seeking global partners to co-advance development and commercialization. To maximize the value realization for the R&D outcomes, we will leverage international collaborations, licensing, or technology transfers. On the investment management front, we will harness group synergies to empower subsidiaries with key resources and enhanced operational efficiency, further strengthening our overall competitiveness.

### III.Future strategies

Regarding our new drug development strategy, the Company will focus on international collaboration and clinical trial management. In addition to current projects, we are actively exploring new opportunities that align with our core resources. For investment management, we leverage our proven R&D expertise, resource integration, and global networking to empower our subsidiaries. This approach accelerates product launches and enhances operational efficiency, ultimately maxing shareholder value.

### IV.Effect of competitive factors, legal factors, and operating environment

The operations of the biotech industry are heavily influenced by various factors, including regulatory changes, competitive dynamics, and unforeseen external events. On the regulatory front, the effectiveness of *Dual Acts of Regenerative Medicine* and *Special Regulations* impact R&D costs and market entry timelines directly. On the competitive front, breakthroughs in AI technology and market consolidation through M&A are reshaping the industry landscape. Unforeseen events—such as emerging pandemics, geopolitical conflicts, and raw material shortages—may pose significant operational risks. While these dynamics present both challenges and opportunities, we mitigate risks and capitalize on shifts through professional specialization, rigorous regulatory tracking, and robust risk management. Notably, with the effectiveness of the *Dual Acts of Regenerative Medicine* in 2026, we anticipate an environment more conducive to clinical research and drug approvals.

With clear strategic progress in drug pipelines and investments, our mission remains focused on innovation and shareholder interests. By harnessing our core strengths and international partnerships, we are building a sustainable, competitive business to ensure the Group's continued success.

Chairman: Chang, Shi-Chung    Managerial Personnel: Chang, Shi-Chung    Accounting Supervisor: Chen, Feng -Hua

[Attachment 2]

Medigen Biotechnology Corp.  
Audit Committee's Review Report

The 2025 individual financial reports and consolidated financial report prepared and presented by the Board of Directors have been reviewed by CPAs Kuo, Shao-Pin and Yu, Chien-Ju from ERNST & YOUNG. The Audit Committee has reviewed them along with the Business Report and Deficit Compensation proposal. No inconsistencies or discrepancies have been found. Therefore, we have submitted our report as above for your review, pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Corporate Act.

To:

2026 General Shareholders' Meeting of Medigen Biotechnology Corp.

**Audit Committee Convener:**

Pei-Wei Chen

March 10, 2026

## 2025 Directors' Remuneration Report

1. The remuneration paid to the Company's directors includes compensation, business execution expenses, and profit-based rewards. Regarding compensation, in accordance with Article 27-1 of the Company's Articles of Incorporation, the amount is determined by the Board of Directors based on the director's level of involvement in the Company's operations and the value of their contributions, with reference to both domestic and international industry standards. Business execution expenses refer to costs incurred by directors in the course of performing their duties, such as travel allowance. With respect to profit-based rewards, pursuant to Article 29 of the Articles of Incorporation, if the Company records a profit for the year, up to 2% of the earnings may be allocated as directors' remuneration. However, any accumulated losses must first be offset before any such allocation is made. The Company conducts regular evaluations of directors' remuneration in accordance with the "Board Performance Evaluation Guidelines." The performance assessments and the reasonableness of the remuneration are reviewed and approved by both the Compensation Committee and the Board of Directors before implementation.

## 2. Details of the Payments for 2025 Directors' Remuneration

Title	Name	Directors' remuneration								Total remuneration (A+B+C+D) as a percentage of net income after tax		Remuneration received as the Company's employee								Total remuneration (A+B+C+D+E+F+G) as a percentage of net income after tax		Remuneration received from investees other than subsidiaries or the parent company
		Remuneration (A)		Severance pay and pension (B)		Directors' remuneration (C)		Business execution expenses (D)				Salary, bonus and allowance, etc. (E)		Severance pay and pension (F) (Note 2)		Employees' remuneration (G)						
		The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	Cash amount	Stock amount	Cash amount	Stock amount	The Company	All companies in the financial report	
Chairman	Shi-Chung Chang	0	2,140	0	0	0	0	140	140	140 (0.13)	2,280 (2.10)	7,695	7,695	0	0	0	0	0	0	7,835 (7.20)	9,975 (9.17)	130
Director	Everspring Industry Co., Ltd. Representative: Tse-Ling Chang	0	0	0	0	0	0	90	90	90 (0.08)	90 (0.08)	0	0	0	0	0	0	0	0	90 (0.08)	90 (0.08)	0
Director	Ta Ching Construction Co., Ltd. Representative: Min-Lee Chuang	0	0	0	0	0	0	130	130	130 (0.12)	130 (0.12)	0	0	0	0	0	0	0	0	130 (0.12)	130 (0.12)	0
Director	WorldTrend Co., Ltd. Representative: Tzu-Liang Huang	0	0	0	0	0	0	140	140	140 (0.13)	140 (0.13)	0	0	0	0	0	0	0	0	140 (0.13)	140 (0.13)	0
Independent director	Shui-Ming Chuang	0	0	0	0	0	0	260	260	260 (0.24)	260 (0.24)	0	0	0	0	0	0	0	0	260 (0.24)	260 (0.24)	0
Independent director	Pei-Wei Chen	0	0	0	0	0	0	260	260	260 (0.24)	260 (0.24)	0	0	0	0	0	0	0	0	260 (0.24)	260 (0.24)	0

Title	Name	Directors' remuneration								Total remuneration (A+B+C+D) as a percentage of net income after tax		Remuneration received as the Company's employee								Total remuneration (A+B+C+D+E+F+G) as a percentage of net income after tax		Remuneration received from investees other than subsidiaries or the parent company
		Remuneration (A)		Severance pay and pension (B)		Directors' remuneration (C)		Business execution expenses (D)				Salary, bonus and allowance, etc. (E)		Severance pay and pension (F) (Note 2)		Employees' remuneration (G)						
		The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	Cash amount	Stock amount	Cash amount	Stock amount	The Company	All companies in the financial report	
Independent director	Sheue-Rong Lin	0	0	0	0	0	0	260	260	260 (0.24)	260 (0.24)	0	0	0	0	0	0	0	0	260 (0.24)	260 (0.24)	0
Independent director	Zhu-ke Wang	0	0	0	0	0	0	126	260	260 (0.24)	260 (0.24)	0	0	0	0	0	0	0	0	260 (0.24)	260 (0.24)	0

Note 1: The net profit after tax in the 2025 individual financial report was NT\$(108,802,555).

Note 2: The retirement benefit disclosed in this table is the contribution amount and the actual amount paid is 0.

Note 3: The remuneration disclosed in the table is different from income as defined in the Income Tax Act. This table is therefore provided for disclosure only and is not used for taxation purposes.



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## Independent Auditors' Report

To Medigen Biotechnology Corporation

### Opinion

We have audited the accompanying parent company only balance sheets of Medigen Biotechnology Corporation (the “Company”) as of December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2025 and 2024, and notes to the parent company only financial statements, including the summary of material accounting policies (together “the parent company only financial statements”).

In our opinion, based on our audits, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the financial performance and the cash flows for the years ended December 31, 2025 and 2024, in conformity with the requirements of 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 the 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 Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the report(s) of the other auditors, 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 parent company only financial statements for the year ended December 31, 2025. 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, and we do not provide a separate opinion on these matters.

### Revenue Recognition

The Company's recognized NT\$200,518 thousand as net sales, which was mainly generated from the sales of detection reagents and licensing of technological services for the year ended December 31, 2025. As the revenue has an inherent high risk and is material to the parent company only financial statements, we therefore determined this matter as a key audit matter.

Our audit procedures include (but are not limited to) assessing the appropriateness of management's accounting policies for revenue recognition, and understanding, evaluating and testing the transaction process of the revenue recognition procedures for the identified performance obligations and the effectiveness of the design and implementation of internal controls that are critical to the timing of revenue recognition to meet performance obligations; performing test of details on a sampling basis by checking relevant vouchers and testing collection records to confirm that transactions have actually occurred; vouching relevant documents of sales transactions before and after a period of the balance sheet date; performing sales revenue cut-off tests and to ensure that revenue is recognized in an appropriate period; and reviewing whether there are significant sales returns and allowances in the subsequent period.

We also considered the disclosure of revenue recognition in Notes 4 and 6 to the parent company only financial statements.

### Investments accounted for using equity method - Impairment assessment of non-financial assets of the subsidiary, Medigen Vaccine Biologics Corporation

The total carrying amount of property, plant and equipment, right-of-use assets and intangible assets of the Company's subsidiary, Medigen Vaccine Biologics Corporation, for the year ended December 31, 2025 was material to the consolidated financial statements. Due to the recent operating losses of Medigen Vaccine Biologics Corporation and its subsidiaries, the management had conducted impairment evaluation tests on the cash-generating units to which these assets belong. The impairment evaluation was conducted based on value in use to estimate their recoverable amount. As the estimate of value in use is significant and it involves management judgment, we therefore determined it as a key audit matter.

Our audit procedures include (but are not limited to) evaluating and testing the effectiveness of the design and implementation of internal controls related to asset impairment, assessing the appropriateness of accounting policies for asset impairment, assessing the key assumptions used in the management impairment tests, including the growth rate of sales revenue, gross margin and discount rate, and discussing with the management to assess their reasonableness, and recalculating the recoverable amount of the management impairment assessment.

We also considered the appropriateness of disclosures of property, plant and equipment, right-of-use assets and intangible assets in Notes 5 and 6 to the consolidated financial statements.

Investments accounted for using equity method - Assessment of allowance for inventory valuation losses for the subsidiaries, WINSTON MEDICAL SUPPLY CO., LTD. and Medigen Vaccine Biologics Corporation

Net inventory of the Company and its subsidiaries as of December 31, 2025 was material to the consolidated financial statements. The Company and its subsidiaries mainly engage in manufacturing and selling generic drugs, aesthetic medicine products and vaccine-related products, such inventories are affected by factors such as market demand, expiration date, normal depletion, obsolescence or lack of market value in different channels, and the management needs to assess whether the products are obsolete and the inventory price declines. The evaluation of inventory allowance involves significant judgment by the management, we therefore determined this matter as a key audit matter.

Our audit procedures include (but are not limited to) evaluating and testing the effectiveness of the design and implementation of internal controls related to obsolete and slow-moving inventories, evaluating the method and key assumptions used, including the reasonableness of the loss ratio, testing the sources of basic information, including the age of the inventory and the net realizable value used, recalculating the accuracy of inventory aging, and assessing the adequacy of the overall loss for market price decline of inventory through the analytical procedures.

We also considered the disclosure of inventory in Notes 5 and 6 to the consolidated financial statements.

**Other Matter - Making Reference to the Audits of Other Auditors**

We did not audit the financial statements of certain associates and joint ventures accounted for using the equity method. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions expressed herein are based solely on the audit reports of the other auditors. The investments in these associates and joint ventures accounted for using the equity method amounted to NT\$48,805 thousand, representing 2.30% of total assets as of December 31, 2025. The related shares of profits (losses) from the associates and joint ventures under the equity method amounted to NT\$(20,201) thousand, representing 33.52% of the net loss before tax for the year ended December 31 2025, and the related shares of other comprehensive income from the associates and joint ventures under the equity method amounted to NT\$(205) thousand, representing 0.37% of the other comprehensive income for the year ended December 31, 2025.

**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 requirements of 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 ability to continue as a going concern of the Company disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the parent company only financial reporting process of the Company.

### **Auditor's 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 auditor's 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 internal control of the Company.
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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our auditor's 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 accompanying notes, 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 to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit.

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 that those matters were of most significance in the audit 2025 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Kuo, Shao-Pin

Yu, Chien-Ju

Ernst & Young, Taiwan

March 10, 2026

#### Notice to Readers

The accompanying parent company only financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

Accordingly, the accompanying parent company only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young 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.

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese  
MEDIGEN BIOTECHNOLOGY CORPORATION  
PARENT COMPANY ONLY BALANCE SHEET  
As of December 31, 2025 and December 31, 2024  
(Amounts in thousands of New Taiwan Dollars)

Accounts	Note	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
<b>Current assets</b>					
Cash and cash equivalents	4, 6 and 12	\$286,484	13	\$200,201	9
Financial assets at fair value through profit or loss	4, 6 and 12	306	-	585	-
Trade receivables, net	4, 6 and 12	-	-	210	-
Trade receivables from related parties, net	4, 6, 7 and 12	-	-	35	-
Other receivables	12	1,010	-	983	-
Current tax assets	6	269	-	211	-
Inventories, net	4 and 6	-	-	3,156	-
Non-current assets or disposal groups held for sale, net	4 and 6	-	-	12,743	1
Other current assets	6 and 7	23,715	2	26,945	1
Other financial assets-current	8 and 12	5,023	-	1,085	-
<b>Total current assets</b>		<b>316,807</b>	<b>15</b>	<b>246,154</b>	<b>11</b>
<b>Non-current assets</b>					
Investments accounted for using equity method	4 and 6	1,250,018	59	1,433,682	62
Property, plant and equipment	4, 6 and 8	356,683	17	357,861	16
Right-of-use assets	4 and 6	826	-	3,504	-
Intangible assets	4 and 6	70	-	245	-
Deferred tax assets	4, 5 and 6	198,636	9	247,607	11
Refundable deposits	12	2,587	-	2,587	-
Net defined benefit assets - noncurrent, net	4 and 6	825	-	542	-
<b>Total non-current assets</b>		<b>1,809,645</b>	<b>85</b>	<b>2,046,028</b>	<b>89</b>
<b>Total assets</b>		<b>\$2,126,452</b>	<b>100</b>	<b>\$2,292,182</b>	<b>100</b>

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese  
MEDIGEN BIOTECHNOLOGY CORPORATION  
PARENT COMPANY ONLY BALANCE SHEET (Continued)  
As of December 31, 2025 and December 31, 2024  
(Amounts in thousands of New Taiwan Dollars)

Liabilities and Equity Accounts	Note	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
Current liabilities					
Short-term borrowings	6, 8 and 12	\$130,000	6	\$190,000	8
Contract liabilities-current	4, 6, 7 and 12	26,799	1	114,834	5
Notes payable	12	1,552	-	1,059	-
Notes payable to related parties	7 and 12	-	-	69	-
Trade payables	12	-	-	177	-
Other payables	12	6,579	1	9,469	1
Other payables to related parties	7 and 12	480	-	83	-
Lease liabilities-current	4, 6 and 12	844	-	2,705	-
Other current liabilities		330	-	334	-
Current portion of long-term liabilities	4, 6, 8 and 12	23,890	1	19,491	1
Total current liabilities		<u>190,474</u>	<u>9</u>	<u>338,221</u>	<u>15</u>
Non-current liabilities					
Long-term borrowings	6, 8 and 12	385,315	18	370,547	16
Deferred tax liabilities	4, 5 and 6	667	-	680	-
Lease liabilities-noncurrent	4, 6 and 12	-	-	844	-
Net defined benefit liabilities-noncurrent	12	500	-	-	-
Total non-current liabilities		<u>386,482</u>	<u>18</u>	<u>372,071</u>	<u>16</u>
Total liabilities		<u>576,956</u>	<u>27</u>	<u>710,292</u>	<u>31</u>
Share capital	6				
Common stock		1,393,068	66	1,393,068	61
Capital surplus		668,545	31	536,791	23
Retained earnings					
Accumulated deficits		(461,462)	(22)	(352,662)	(15)
Other equity		(50,655)	(2)	4,693	-
Total equity		<u>1,549,496</u>	<u>73</u>	<u>1,581,890</u>	<u>69</u>
Total liabilities and equity		<u>\$2,126,452</u>	<u>100</u>	<u>\$2,292,182</u>	<u>100</u>

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

MEDIGEN BIOTECHNOLOGY CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

Accounts	Note	2025		2024	
		Amount	%	Amount	%
Operating income	4, 6 and 7	\$200,518	100	\$17,542	100
Operating costs	6 and 7	(1,998)	(1)	(8,139)	(46)
Gross profit		198,520	99	9,403	54
Unrealized intercompany profit		(47,296)	(24)	-	-
Realized intercompany profit		3,039	2	3,039	17
Gross profit, net		154,263	77	12,442	71
Operating expenses	6 and 7				
Selling expenses		(527)	(1)	(163)	(1)
Administrative expenses		(74,424)	(37)	(71,274)	(406)
Research and development expenses		(77,579)	(39)	(134,640)	(768)
Expected credit losses	4 and 6	(33)	-	(695)	(4)
Total operating expenses		(152,563)	(77)	(206,772)	(1,179)
Operating losses		1,700	-	(194,330)	(1,108)
Non-operating income and expenses	6 and 7				
Interest income		1,967	1	1,156	1
Other income		3,567	2	1,860	1
Other gains and losses		88	-	70,400	35
Financial costs		(12,065)	(6)	(14,891)	(7)
Share of profit or loss of associates and joint ventures accounted for using the equity method	4 and 6	(55,531)	(28)	8,293	4
Total non-operating income and expenses		(61,974)	(31)	66,818	34
Net loss before tax		(60,274)	(31)	(127,512)	(1,074)
Income tax expense	4 and 6	(48,529)	(24)	(77,178)	(38)
Net loss		(108,803)	(55)	(204,690)	(1,112)
Other comprehensive income	6				
Items that may not be reclassified subsequently to profit or loss					
Remeasurements of defined benefit plans		105	-	736	-
Share of other comprehensive income of associates and joint ventures accounted for using the equity method					
- Items that will not be reclassified subsequently to profit or loss		(57,165)	(29)	28,858	14
Items that may be reclassified subsequently to profit or loss					
Exchange differences on translation of foreign financial statements of associates and joint ventures accounted for using the equity method	6	2,144	1	459	-
Income tax related to the components of other comprehensive income		(429)	-	(92)	(1)
Other comprehensive income, net of tax		(55,345)	(28)	29,961	13
Total comprehensive income		<u>\$(164,148)</u>	<u>(83)</u>	<u>\$(174,729)</u>	<u>(1,099)</u>
Losses per share (NT\$)					
Basic and diluted losses per share (NT\$)	6				
Current net loss		<u>\$(0.78)</u>		<u>\$(1.47)</u>	

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

MEDIGEN BIOTECHNOLOGY CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

Items	Share capital			Capital surplus	Retained earnings	Other equity		Total equity
	Common stock	Advance receipts for share capital	Share capital awaiting retirement	Capital surplus	Accumulated deficits	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	
Balance as of January 1, 2024	\$1,393,463	\$3,285	\$(2,000)	\$968,142	\$(747,509)	\$(4,015)	\$(19,723)	\$1,591,643
Net loss for the year ended December 31, 2024	-	-	-	-	(204,690)	-	-	(204,690)
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	1,530	367	28,064	29,961
Total comprehensive income	-	-	-	-	(203,160)	367	28,064	(174,729)
Capital surplus used to cover accumulated deficits	-	-	-	(598,007)	598,007	-	-	-
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	-	159,431	-	-	-	159,431
Changes in ownership interests in subsidiaries	-	-	-	3,419	-	-	-	3,419
Changes in net equity in associates accounted for using equity method	-	-	-	(905)	-	-	-	(905)
Issuance of new shares by employee stock options	1,605	(3,285)	-	4,711	-	-	-	3,031
Recovery of restricted stock options	(2,000)	-	2,000	-	-	-	-	-
Balance as of December 31, 2024	\$1,393,068	\$-	\$-	\$536,791	\$(352,662)	\$(3,648)	\$8,341	\$1,581,890
Balance as of January 1, 2025	\$1,393,068	\$-	\$-	\$536,791	\$(352,662)	\$(3,648)	\$8,341	\$1,581,890
Net loss for the year ended December 31, 2025	-	-	-	-	(108,803)	-	-	(108,803)
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	3	1,715	(57,063)	(55,345)
Total comprehensive income	-	-	-	-	(108,800)	1,715	(57,063)	(164,148)
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	-	82,979	-	-	-	82,979
Changes in ownership interests in subsidiaries	-	-	-	5,255	-	-	-	5,255
Changes in net equity in associates accounted for using equity method	-	-	-	43,520	-	-	-	43,520
Balance as of December 31, 2025	\$1,393,068	\$-	\$-	\$668,545	\$(461,462)	\$(1,933)	\$(48,722)	\$1,549,496

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese

MEDIGEN BIOTECHNOLOGY CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2025 and 2024

(Amounts in thousands of New Taiwan Dollars)

Items	2025	2024
	Amount	Amount
Cash flows from operating activities:		
Net loss before tax, current	\$(60,274)	\$(127,512)
Adjustments for:		
Adjustments to reconcile profit or loss		
Depreciation	8,326	9,510
Amortization	215	275
Expected credit losses	33	695
Gain on valuation of financial assets at fair value through profit or loss	(21)	(12)
Interest expenses	12,065	14,891
Interest income	(1,967)	(1,156)
Share of profit or loss of associates and joint ventures accounted for using the equity method	55,531	(8,293)
Gain on disposal of non-current assets classified as held for sale, net	(608)	(69,975)
Gain on disposal of investments	(20)	-
Unrealized gain from sale	47,296	-
Realized intercompany profit	(3,039)	(3,039)
Changes in current operating asset and liabilities		
Financial assets and liabilities at fair value through profit or loss		
Contract assets	-	358
Trade receivables	177	(210)
Trade receivables from related parties	35	(730)
Other receivables	(18)	86
Inventories	3,156	4,772
Other current assets	3,230	3,396
Contract liabilities	(88,035)	87,392
Notes payable	493	(111)
Notes payable to related parties	(69)	20
Trade payables	(177)	171
Other payables	(3,576)	(12,773)
Other payable to related parties	397	39
Other current liabilities	(4)	(306)
Net defined benefit liabilities	(178)	(120)
Cash generated from operating activities	<u>(27,032)</u>	<u>(102,632)</u>
Interest received	1,967	1,156
Interest paid	(12,065)	(14,891)
Income tax (paid) refunded	(58)	(3,661)
Net cash used in operating activities	<u>(37,188)</u>	<u>(120,028)</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(600)	(900)
Proceeds from disposal of financial assets at fair value through profit or loss	920	813
Acquisition of non-current assets classified as held for sale	(22)	(1,662)
Proceeds from disposal of non-current assets classified as held for sale	14,418	156,000
Acquisition of property, plant and equipment	(4,486)	(1,467)
Decrease in refundable deposits	-	6,680
Acquisition of intangible assets	(40)	(63)
Increase in prepayments for equipment	(3,938)	-
Decrease in restricted assets	-	6,715
Increase in provisions	71,123	67,362
Net cash flows from investing activities	<u>77,375</u>	<u>233,478</u>
Cash flows from financing activities:		
Increase in short-term borrowings	115,000	50,000
Decrease in short-term borrowings	(175,000)	(203,000)
Increase in long-term borrowings	30,000	67,500
Decrease in long-term loans	(10,833)	(96,750)
Guarantee deposits received	500	-
Cash payment for the principal portion of the lease liabilities	(2,705)	(2,767)
Proceeds from exercise of employee stock options	-	3,031
Acquisition of ownership interests in subsidiaries	(21,836)	(292,195)
Disposal of ownership interests in subsidiaries (without losing control)	110,970	212,542
Net cash flows from/(used in) financing activities	<u>46,096</u>	<u>(261,639)</u>
Net increase/(decrease) in cash and cash equivalents	<u>86,283</u>	<u>(148,189)</u>
Cash and cash equivalents at the beginning of the year	<u>200,201</u>	<u>348,390</u>
Cash and cash equivalents at the end of the year	<u>\$286,484</u>	<u>\$200,201</u>

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

## Independent Auditors' Report

To Medigen Biotechnology Corporation

### Opinion

We have audited the accompanying consolidated balance sheets of Medigen Biotechnology Corporation (the “Company”) and its subsidiaries as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2025 and 2024, and notes to the consolidated financial statements, including the summary of material accounting policies (together “the consolidated financial statements”).

In our opinion, based on our audits, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2025 and 2024, and their consolidated financial performance and cash flows for the years ended December 31, 2025 and 2024, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the 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 Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of the other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue recognition

The Company and its subsidiaries recognized revenue in the amount of NT\$193,040 thousand from technical service of cytotherapy, NT\$69,856 thousand from services of testing reagents, instruments and inspection on behalf of others, NT\$416,388 thousand from generic drugs, NT\$244,607 thousand from aesthetic medicine products, and NT\$39,071 thousand from dietary supplement for the year ended December 31, 2025. Due to the diverse and widespread sales targets, which include hospitals, pharmacies, clinics, medicine companies and channel vendors across the country, and their revenue has a high inherent risk in nature, we therefore determined it as a key audit matter.

Our audit procedures include (but are not limited to) evaluating the appropriateness of management's accounting policies for revenue recognition, and understanding, evaluating and testing the transaction process of the revenue recognition procedures for the identified performance obligations and the effectiveness of the design and implementation of internal controls that are critical to the timing of revenue recognition to meet performance obligations; performing test of details on a sampling basis by checking relevant vouchers and testing collection records to confirm that transactions have actually occurred; vouching relevant documents of sales transactions before and after a period of the balance sheet date; performing sales revenue cut-off tests to ensure that revenue is recognized in an appropriate period; and reviewing whether there are significant sales returns and allowances in the subsequent period. We also considered the disclosure of revenue recognition in Notes 5 and 6 to the consolidated financial statements.

### Impairment assessment of non-financial assets

The total carrying amount of property, plant and equipment and right-of-use assets of the Company and its subsidiaries was NT\$1,867,243 thousand as of December 31, 2025, representing 30% of the total consolidated assets. Due to the recent operating losses of Medigen Vaccine Biologics Corporation and its subsidiaries, the management had conducted impairment evaluation tests on the cash-generating units to which these assets belong. The impairment evaluation was conducted based on value in use to estimate their recoverable amount. As the estimate of value in use is significant and it involves management judgment, we therefore determined it as a key audit matter.

Our audit procedures include (but are not limited to) evaluating and testing the effectiveness of the design and implementation of internal controls related to asset impairment, assessing the appropriateness of accounting policies for asset impairment, assessing the key assumptions used in the management impairment tests, including the growth rate of sales revenue, gross margin and discount rate, and discussing with the management to assess their reasonableness, and recalculating the recoverable amount of the management impairment assessment. We also considered the disclosure of property, plant and equipment, right-of-use assets and intangible assets in Notes 5 and 6 to the consolidated financial statements.

### Assessment of allowance for inventory valuation losses

Net inventory of the Company and its subsidiaries amounted to NT\$581,267 thousand as of December 31, 2025. The Company and its subsidiaries mainly engage in manufacturing and selling generic drugs, aesthetic medicine products and vaccine-related products, such inventories are affected by factors such as market demand, expiration date, normal depletion, obsolescence or lack of market value in different channels, and the management needs to evaluate whether the products are obsolete and the inventory price declines. The carrying amount of inventory is significant and the evaluation of inventory allowance involves significant judgment by the management, we therefore determined this matter as a key audit matter.

Our audit procedures include (but are not limited to) evaluating and testing the effectiveness of the design and implementation of internal controls related to obsolete and slow-moving inventories, evaluating the method and key assumptions used, including the reasonableness of the loss ratio, testing the sources of basic information, including the age of the inventory and the net realizable value used, recalculating the accuracy of inventory aging, and assessing the adequacy of the overall loss for market price decline of inventory through the analytical procedures. We also considered the disclosure of inventory in Notes 5 and 6 to the consolidated financial statements.

### **Other Matter - Making Reference to the Audits of Other Auditors**

We did not audit the financial statements of certain associates and joint ventures accounted for using the equity method. Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions expressed herein are based solely on the audit reports of the other auditors. The investments in these associates and joint ventures accounted for using the equity method amounted to NT\$48,805 thousand, representing 0.79% of consolidated total assets as of December 31, 2025. The related shares of profits (losses) from the associates and joint ventures under the equity method amounted to NT\$(20,201) thousand, representing 9.24% of the consolidated net loss before tax for the year ended December 31, 2025, and the related shares of other comprehensive income from the associates and joint ventures under the equity method amounted to NT\$(205) thousand, representing 0.13% of the consolidated other comprehensive income for the year ended December 31, 2025.

### **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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

### **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 for consolidated entities 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 internal control of the Company and its subsidiaries.
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 ability to continue as a going concern of the Company and its subsidiaries. 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 Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, 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 Company and its subsidiaries 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 that those matters were of most significance in the audit 2025 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Others**

We have audited and expressed an unqualified opinion including an Other Matter Paragraph and an unqualified opinion on the parent company only financial statements of the Company as of and for the years ended December 31, 2025 and 2024, respectively.

Kuo, Shao-Pin

Yu, Chien-Ju

Ernst & Young, Taiwan

March 10, 2026

### Notice to Readers

The accompanying consolidated financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young 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.

English Translation of Financial Statements Originally Issued in Chinese  
MEDIGEN BIOTECHNOLOGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
As of December 31, 2025 and December 31, 2024  
(Amounts in thousands of New Taiwan Dollars)

Assets Accounts	Note	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
<b>Current assets</b>					
Cash and cash equivalents	4, 6 and 12	\$1,323,598	21	\$1,387,713	21
Financial assets at fair value through profit or loss	4, 6 and 12	306	-	585	-
Financial assets measured at amortized cost-current	4, 6 and 12	1,180,000	19	1,200,000	18
Notes receivable, net	4, 6 and 12	79,918	1	84,825	1
Trade receivables, net	4, 6 and 12	197,468	3	201,206	3
Trade receivables from related parties, net	4, 6, 7 and 12	-	-	35	-
Other receivables	12	16,774	-	14,298	-
Other receivables from related parties	7 and 12	40	-	40	-
Current tax assets	6	11,630	-	13,481	-
Inventories, net	4 and 6	581,267	10	645,061	10
Non-current assets or disposal groups held for sale, net	4 and 6	-	-	12,743	-
Other current assets	6	72,623	1	86,438	1
Other financial assets-current	8 and 12	23,286	1	14,723	-
<b>Total current assets</b>		<b>3,486,910</b>	<b>56</b>	<b>3,661,148</b>	<b>54</b>
<b>Non-current assets</b>					
Financial assets at fair value through other comprehensive income-noncurrent	4, 6 and 12	367,581	6	522,423	8
Investments accounted for using equity method	4 and 6	113,198	2	117,927	2
Property, plant and equipment	4, 6 and 8	1,591,915	26	1,665,147	25
Right-of-use assets	4 and 6	275,328	4	316,157	5
Intangible assets	4 and 6	94,236	2	100,355	1
Deferred tax assets	4, 5 and 6	204,578	3	253,213	4
Other non-current assets	6, 7 and 8	16,288	-	46,121	1
Refundable deposits	8 and 12	30,891	1	28,002	-
<b>Total non-current assets</b>		<b>2,694,015</b>	<b>44</b>	<b>3,049,345</b>	<b>46</b>
<b>Total assets</b>		<b>\$6,180,925</b>	<b>100</b>	<b>\$6,710,493</b>	<b>100</b>

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

English Translation of Financial Statements Originally Issued in Chinese  
MEDIGEN BIOTECHNOLOGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS (Continued)  
As of December 31, 2025 and December 31, 2024  
(Amounts in thousands of New Taiwan Dollars)

Liabilities and Equity Accounts	Note	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
Current liabilities					
Short-term borrowings	6 and 8	\$169,600	3	\$229,800	3
Contract liabilities-current	6 and 7	160,995	3	231,227	3
Notes payable	12	41,544	1	50,032	1
Trade payables	12	57,046	1	75,260	1
Other payables	7 and 12	230,214	4	234,919	4
Current tax liabilities	4, 5 and 6	12,656	-	12,730	-
Lease liabilities-current	4, 6 and 12	17,928	-	22,003	-
Other current liabilities	4, 6 and 7	26,071	-	21,899	-
Current portion of long-term liabilities	4, 6, 8 and 12	28,596	-	47,350	1
Total current liabilities		<u>744,650</u>	<u>12</u>	<u>925,220</u>	<u>13</u>
Non-current liabilities					
Long-term borrowings	6, 8 and 12	421,316	7	411,254	6
Deferred tax liabilities	4, 5 and 6	14,057	-	14,075	-
Lease liabilities-noncurrent	4, 6 and 12	273,811	5	307,998	5
Net defined benefit liabilities-noncurrent	4 and 6	597	-	3,607	-
Other non-current liabilities	4, 6 and 12	10,120	-	10,280	-
Total non-current liabilities		<u>719,901</u>	<u>12</u>	<u>747,214</u>	<u>11</u>
Total liabilities		<u>1,464,551</u>	<u>24</u>	<u>1,672,434</u>	<u>24</u>
Equity attributable to owners of the parent					
Share capital	6				
Common stock		1,393,068	22	1,393,068	21
Capital surplus		668,545	11	536,791	8
Retained earnings					
Accumulated deficits		(461,462)	(7)	(352,662)	(5)
Other equity		(50,655)	(1)	4,693	-
Total equity attributable to owners of the parent		<u>1,549,496</u>	<u>25</u>	<u>1,581,890</u>	<u>24</u>
Non-controlling interests		3,166,878	51	3,456,169	52
Total equity		<u>4,716,374</u>	<u>76</u>	<u>5,038,059</u>	<u>76</u>
Total liabilities and equity		<u>\$6,180,925</u>	<u>100</u>	<u>\$6,710,493</u>	<u>100</u>

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

English Translation of Financial Statements Originally Issued in Chinese  
MEDIGEN BIOTECHNOLOGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
For the years ended December 31, 2025 and 2024  
(Amounts in thousands of New Taiwan Dollars)

Accounts	Note	2025		2024	
		Amount	%	Amount	%
Operating income	4, 6 and 7	\$1,582,503	100	\$1,372,701	100
Operating costs	6 and 7	(677,481)	(43)	(618,944)	(45)
Operating Gross Profit		905,022	57	753,757	55
Unrealized gain from sales		(47,296)	(3)	-	-
Net Operating gross profit		857,726	54	753,757	55
Operating expenses	6 and 7				
Selling expenses		(307,973)	(19)	(324,949)	(24)
Administrative expenses		(250,176)	(16)	(246,256)	(18)
Research and development expenses		(451,900)	(29)	(393,270)	(29)
Expected credit losses	4 and 6	(4,668)	-	(6,477)	-
Total operating expenses		(1,014,717)	(64)	(970,952)	(71)
Operating income		(156,991)	(7)	(217,195)	(16)
Non-operating income and expenses	6 and 7				
Interest income		35,264	2	52,397	4
Other income		8,758	2	6,417	1
Other gains and losses		(39,420)	(2)	110,492	8
Finance costs		(23,124)	(1)	(36,389)	(3)
Share of profit or loss of associates and joint ventures accounted for using the equity method	4 and 6	(43,084)	(3)	(28,438)	(2)
Total non-operating income and expenses		(61,606)	(2)	104,479	8
Net loss before tax		(218,597)	(9)	(112,716)	(8)
Income tax expense	4 and 6	(77,353)	(5)	(109,673)	(8)
Net loss		(295,950)	(14)	(222,389)	(16)
Other comprehensive income (loss)					
Items that may not be reclassified subsequently to profit or loss					
Remeasurements of defined benefit plan		(128)	-	2,536	-
Unrealized gains from equity instrument investments measured at fair value through other comprehensive income	6	(154,842)	(10)	84,379	6
Income tax relating to those items not to be reclassified to profit or loss		47	-	(360)	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences resulting from translating the financial statements of foreign operations		160	-	(3,174)	-
Share of other comprehensive income of associates and joint ventures accounted for using the equity method - Items that may be reclassified subsequently to profit or loss		1,709	-	2,578	-
Income tax related to the items that may be reclassified to profit or loss		(388)	-	(92)	-
Other comprehensive income (loss), net of tax		(153,442)	(10)	85,867	6
Total comprehensive income (loss)		\$(449,392)	(24)	\$(136,522)	(10)
Net loss attributable to:					
Owners of the parent		\$(108,803)		\$(204,690)	
Non-controlling interests		(187,147)		(17,699)	
		\$(295,950)		\$(222,389)	
Total comprehensive income (loss) attributable to:					
Owners of the parent		\$(164,148)		\$(174,729)	
Non-controlling interests		(285,244)		38,207	
		\$(449,392)		\$(136,522)	
Losses per share (NT\$)	6				
Basic and diluted losses per share (NT\$)		\$(0.78)		\$(1.47)	

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

English Translation of Financial Statements Originally Issued in Chinese  
MEDIGEN BIOTECHNOLOGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
For the years ended December 31, 2025 and 2024  
(Amounts in thousands of New Taiwan Dollars)

Items	Equity attributable to owners of the parent									Non-controlling interests	Total equity
	Share capital			Capital surplus	Retained earnings	Other equity			Equity attributable to owners of the parent		
	Common stock	Advance receipts for share capital	Share capital awaiting retirement	Capital surplus	Accumulated deficits	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Unearned employee compensation			
Balance as of January 1, 2024	\$1,393,463	\$3,285	\$(2,000)	\$968,142	\$(747,509)	\$(4,015)	\$(19,723)	\$-	\$1,591,643	\$3,405,486	\$4,997,129
Net loss for the year ended December 31, 2024	-	-	-	-	(204,690)	-	-	-	(204,690)	(17,699)	(222,389)
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	1,530	367	28,064	-	29,961	55,906	85,867
Total comprehensive income	-	-	-	-	(203,160)	367	28,064	-	(174,729)	38,207	(136,522)
Capital surplus used to cover accumulated deficits	-	-	-	(598,007)	598,007	-	-	-	-	-	-
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	-	159,431	-	-	-	-	159,431	52,456	211,887
Changes in ownership interests in subsidiaries	-	-	-	3,419	-	-	-	-	3,419	13,838	17,257
Changes in net equity of associates accounted for using equity method	-	-	-	(905)	-	-	-	-	(905)	-	(905)
Issuance of new shares by employee stock options	1,605	(3,285)	-	4,711	-	-	-	-	3,031	-	3,031
Recovery of restricted stock options	(2,000)	-	2,000	-	-	-	-	-	-	-	-
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	(53,818)	(53,818)
Balance as of December 31, 2024	\$1,393,068	\$-	\$-	\$536,791	\$(352,662)	\$(3,648)	\$8,341	\$-	\$1,581,890	\$3,456,169	\$5,038,059
Balance as of January 1, 2025	\$1,393,068	\$-	\$-	\$536,791	\$(352,662)	\$(3,648)	\$8,341	\$-	\$1,581,890	\$3,456,169	\$5,038,059
Net loss for the year ended December 31, 2025	-	-	-	-	(108,803)	-	-	-	(108,803)	(187,147)	(295,950)
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	3	1,715	(57,063)	-	(55,345)	(98,097)	(153,442)
Total comprehensive income	-	-	-	-	(108,800)	1,715	(57,063)	-	(164,148)	(285,244)	(449,392)
The differences between the fair value of the consideration paid or received from acquiring or disposing subsidiaries and the carrying amounts of the subsidiaries	-	-	-	82,979	-	-	-	-	82,979	28,000	110,979
Changes in ownership interests in subsidiaries	-	-	-	5,255	-	-	-	-	5,255	25,749	31,004
Changes in net equity of associates accounted for using equity method	-	-	-	43,520	-	-	-	-	43,520	-	43,520
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	(57,796)	(57,796)
Balance as of December 31, 2025	\$1,393,068	\$-	\$-	\$668,545	\$(461,462)	\$(1,933)	\$(48,722)	\$-	\$1,549,496	\$3,166,878	\$4,716,374

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

English Translation of Financial Statements Originally Issued in Chinese  
MEDIGEN BIOTECHNOLOGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the years ended December 31, 2025 and 2024  
(Amounts in thousands of New Taiwan Dollars)

Items	2025	2024
	Amount	Amount
Cash flows from operating activities:		
Net loss before tax, current	\$(218,597)	\$(112,716)
Adjustments for:		
Adjustments to reconcile profit or loss		
Depreciation	167,558	166,888
Amortization	8,078	8,353
Expected credit losses	4,668	6,477
Gain on valuation of financial assets and liabilities at fair value through profit or loss, net	(21)	(1,435)
Interest expenses	23,124	36,389
Interest income	(35,264)	(52,397)
Derecognise of financial liabilities at amortized cost	-	2,953
Share-based payment expenses	31,005	-
Share of profit or loss of associates and joint ventures accounted for using the equity method	43,084	28,438
Losses on disposals of property, plant and equipment, net	9,668	705
Gain on disposal of non-current assets classified as held for sale, net	(608)	(69,975)
Gain on disposal of investments	(20)	-
Unrealized gain from sales	47,296	-
Unrealized exchange loss	-	17,888
Gains on lease modification	(499)	(698)
Changes in current operating assets and liabilities		
Contract assets	-	358
Notes receivable	4,907	23,586
Trade receivables	3,693	19,316
Trade receivables from related parties	(4,588)	(5,819)
Other receivables	(36,834)	7,428
Inventories	63,788	(97,833)
Other current assets	13,815	19,880
Contract liabilities	(71,089)	95,374
Notes payable	(8,488)	3,332
Trade payables	(18,214)	(607)
Other payables	(7,550)	(63,401)
Other current liabilities	5,029	7,256
Net defined benefit liabilities	(3,091)	(3,379)
Cash generated from operating activities	<u>20,850</u>	<u>36,361</u>
Interest received	69,631	82,832
Interest paid	(22,977)	(25,217)
Income tax paid	<u>(26,959)</u>	<u>(56,057)</u>
Net cash flows from operating activities	<u>40,545</u>	<u>37,919</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	-	(195,448)
Acquisition of financial assets measured at amortized cost	(1,873,536)	(1,500,400)
Proceeds from redemption of financial assets measured at amortized cost	1,893,536	2,646,612
Acquisition of financial assets at fair value through profit or loss	(600)	(900)
Proceeds from disposal of financial assets at fair value through profit or loss	920	813
Acquisition of investments accounted for using the equity method	(6,284)	(125,000)
Acquisition of non-current assets classified as held for sale	(22)	(1,662)
Proceeds from disposal of non-current assets classified as held for sale	14,418	156,000
Acquisition of property, plant and equipment	(70,010)	(40,819)
Proceeds from disposal of property, plant and equipment	3,286	872
Decrease in refundable deposits	(2,889)	3,083
Acquisition of intangible assets	(1,959)	(2,169)
Decrease in other financial assets	(8,563)	10,827
Increase in prepayment for equipment	(1,436)	(14,026)
Increase in prepayments for investments	(13,488)	(34,481)
Net cash flows (used in)/from investing activities	<u>(66,627)</u>	<u>903,302</u>
Cash flows from financing activities:		
Increase in short-term borrowings	164,200	118,900
Decrease in short-term borrowings	(224,400)	(291,700)
Repayment of bonds	(23,300)	(1,726,700)
Increase in long-term borrowings	30,000	67,500
Repayments of long-term borrowings	(15,539)	(101,457)
Guarantee deposits refunded	(160)	-
Cash payment for the principal portion of the lease liabilities	(21,779)	(18,727)
Proceeds from exercise of employee stock options	-	3,403
Disposal of ownership interests in subsidiaries (without losing control)	110,970	212,542
Changes in non-controlling interests	-	17,257
Cash dividends paid to non-controlling interests	(57,796)	(54,190)
Net cash flows used in financing activities	<u>(37,804)</u>	<u>(1,773,172)</u>
Effect of changes in exchange rate on cash and cash equivalents	<u>(229)</u>	<u>(3,262)</u>
Net decrease in cash and cash equivalents	<u>(64,115)</u>	<u>(835,213)</u>
Cash and cash equivalents at the beginning of the year	1,387,713	2,222,926
Cash and cash equivalents at the end of the year	<u>\$1,323,598</u>	<u>\$1,387,713</u>

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

## IV. Appendix

[Appendix 1]

### Medigen Biotechnology Corp. Rules of Procedure for Shareholder Meetings

Formulated and approved by the annual shareholders' meeting on Aug. 13, 2001

Amendments approved by the annual shareholders' meeting on May 9, 2002

Amendments approved by the annual shareholders' meeting on June 29, 2007

Amendments approved by the annual shareholders' meeting on June 22, 2020

Amendments approved by the annual shareholders' meeting on Monday, August 02, 2021

- Article 1      These Rules have been formulated in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, in an attempt to establish a sound system to administer the Company's shareholders' meetings, develop a robust oversight function, and strengthen the management mechanism.
- Article 2      Unless otherwise stipulated in regulations or the Articles of Incorporation, the Company's Rules of Procedure for Shareholders' Meetings shall be observed.
- Article 3      (Meeting notice for convening a shareholders' meeting)
- I.      Unless otherwise stipulated in regulations, the Company's shareholders' meetings shall be convened by its Board of Directors.
  - II.     The Company should convert the gist of and explanation for various resolutions such as shareholders' meeting notices, proxy forms, related adoptions, discussions, and Director appointment or discharge into electronic files, and upload them to the Market Observation Post System 30 days prior to an annual shareholders' meeting, or 15 days prior to an extraordinary shareholders' meeting. It should also convert shareholders' meeting handbooks and supplementary meeting data into electronic files and upload them to the Market Observation Post System 21 days prior to an annual shareholders' meeting, or 15 days prior to an extraordinary shareholders' meeting. It should prepare shareholders' meeting handbooks and supplementary meeting data 15 days prior to a shareholders' meeting, and make them readily available to shareholders upon request. They should also be on display at the Company and the professional stock transfer agency commissioned by the Company. They should also be distributed on site at the shareholders' meeting. Meeting notices and public announcements should clearly state the reason for convening a meeting: Such notices may be sent electronically with the consent of the counterpart.
  - III.    Matters such as Director appointment or discharge, changes to the Articles of Incorporation, capital reduction, application for delisting, exclusion from non-compete cause for a Director, capitalization of retained earnings, capitalization of surplus, dissolution, merger, divestiture, or items stipulated in the Subparagraphs of Article 185, Paragraph 1 should be listed and summarized in the reasons for calling a meeting. They shall not be submitted as motions.
  - IV.    In case a shareholders' meeting notice has clearly stated a complete reshuffle of the Board of Directors as well as the date for new Directors to take office, that date shall not be changed

by a motion or any other means in the same shareholders' meeting after reelection is concluded.

- V. Directors in possession of more than 1% of the total number of shares issued by the Company may propose as many as one bill in an annual shareholders' meeting. Proposed bills beyond the first shall not be admissible. However, in case a shareholder's proposal is a suggestion meant to encourage the Company to further public interest or perform its social responsibilities, the Board of Directors may still admit it. Furthermore, in case a shareholder's proposed bill falls into any of the situations stipulated in Article 172-1, Paragraph 4 of the Company Act, the Board of Directors may choose not to admit it.
- VI. Prior to the book closure day before an annual shareholders' meeting, the Company should publicly announce that it is prepared to entertain shareholders' proposals. It should also announce the method of accepting written or electronic proposals, locations where they can be submitted, and the submission time frame. The submission time frame shall be no less than 10 days.
- VII. A shareholder's proposed bill shall be limited to 300 words. Proposals in excess of 300 words shall not be admitted. A shareholder who has submitted a proposal should attend the annual shareholders' meeting in person, or commission a proxy to attend on his/her behalf. The shareholder should also participate in the discussion over the proposal in question.
- VIII. The Company should inform shareholders who have submitted proposals of its decision prior to sending shareholders' meeting notices. It should also itemize bills in compliance with this Article in the meeting notice. With respect to shareholders' proposals not included in a shareholders' meeting agenda, the Board of Directors should state the reasons for excluding them.

Article 4 (Attendance of a shareholders' meeting by proxy & authorization)

- I. Before each shareholders' meeting, a shareholder may produce a proxy form issued by the Company and containing clearly stated scope of authorization to commission a proxy to attend a shareholders' meeting.
- II. Each shareholder is limited to providing one proxy form to commission one proxy only. The proxy form should be sent to the Company five days prior to a shareholders' meeting. In the event of duplicated proxy forms, the first that arrives shall prevail. However, such restriction does not apply to a shareholder who has declared to rescind his/her previous proxy request.
- III. After a shareholder's proxy form has been sent to the Company and the shareholder wishes to attend the shareholders' meeting in person, or exercise his/her voting rights in writing or electronically, he/she should submit a written request to rescind the proxy form two days prior to the shareholders' meeting. In case the deadline for rescinding a proxy form has passed, the voting rights of the proxy shall be honored.

Article 5 (Principles for choosing a location and time for a shareholders' meeting)

Shareholders' meetings should be held at the Company's location, or a location that is both convenient for shareholders to attend and appropriate for shareholder's meetings. These meetings shall not begin earlier than 9 a.m. or later than 3 p.m. When choosing a location

and time for a meeting, independent directors' opinions should be taken into full account.

Article 6 (Provision of documents such as sign in books)

- I. The Company should clearly state in the meeting notice the check-in time and place of shareholders, as well as other matters of note.
- II. The aforementioned shareholder check-in time shall be no later than 30 minutes prior to the start of the meeting. The check-in place should be clearly indicated, and should be manned by appropriate personnel.
- III. A shareholder or his/her proxy (referred to as shareholder hereafter) should present the certificate of attendance, attendance card or other attendance certificates for admission to a shareholders' meeting. With regard to such certificates, the Company shall not arbitrarily demand a shareholder to provide additional proof or other papers. Solicitors who solicit proxy forms should bring their IDs for verification.
- IV. The Company should prepare a sign in book for attending shareholders to check in. Alternatively, attending shareholders may submit their attendance cards.
- V. The Company should deliver the meeting handbook, annual report, certificate of attendance, speech notes, ballots and other meeting data to attending shareholders. In the event of a Director election, election ballots should also be attached.
- VI. In case a shareholder is a government agency or a juristic person, the number of representatives to a shareholders' meeting shall not be limited to one person. When a juristic person is commissioned to attend a shareholders' meeting, only one representative shall be allowed to attend.

Article 7 (Chairperson of a shareholders' meeting and attendants)

- I. When a shareholders' meeting is convened by the Board of Directors, the Chairman shall act as the chairperson of the meeting. When the Chairman is on leave or when he or she is unable to perform his or her duties, he or she may designate one Director to act as the chairperson on his or her behalf. In case the Chairman fails to designate a proxy, Directors will choose one from among themselves.
- II. When a Managing Director or Director acts as the aforementioned proxy chairperson, he/she should have served in that role for more than six months and be familiar with the Company's financial and business situations. The same rule applies to the situation where the chairperson is a representative of a corporate Director.
- III. The Chairman should personally preside over a shareholders' meeting convened by the Board of Directors. It is preferred that more than 50% of the Board members attend, and that at least one representative from each functional committee attend. Their attendance should be documented in the shareholders' meeting minutes.
- IV. In case a shareholders' meeting is convened by an individual outside the Board of Directors with the convening right, he/she shall act as the chairperson of that meeting provided, however, that if there are two or more persons having the convening right, the chairperson of the meeting shall be elected from among themselves.
- V. The Company may designate its commissioned lawyers, accountants or related individuals to

attend a shareholders' meeting.

Article 8 (Audio and video recording of a shareholders' meeting process for archival purposes)

- I. From the minute shareholders check in, the Company should make continuous and non-stop audio and video recordings of the shareholder check-in process, the meeting process, and the voting and vote counting process.
- II. The aforementioned audio and video recordings should be preserved for at least one year. However, in case a shareholder has filed a lawsuit pursuant to Article 189 of the Company Act, they should be preserved until the termination of the lawsuit.

Article 9 (Tallying the number of shares in attendance at a shareholders' meeting & commencement of meeting)

- I. Attendance at a shareholders' meeting should be based on calculating the number of shares. The number of shares in attendance shall be tallied based on the sign-in books or submitted attendance cards plus those who exercise their voting rights in writing or electronically.
- II. When it is time to start a meeting, the chairperson should immediately call the meeting to order. In the meantime, he/she should also announce related information such as the number of shares with no voting rights and the number of shares in attendance. However, in case the number of shares held by attending shareholders is less than 50% of the total number of issued shares, the chairperson may announce to delay the meeting. However, such delays shall be limited to no more than two, and the total amount of time delayed shall not exceed one hour. In case the attending shareholders still fail to represent more than one third of the total number of issued shares after two delays, the chairperson shall announce that the meeting cannot be convened for failing to reach a quorum.
- III. In case the attending shareholders still fail to represent more than one third of the total number of issued shares after two aforementioned delays, a tentative resolution may be passed pursuant to Article 175, Paragraph 1 of the Company Act. A notice of such a tentative resolution shall be given to each of the shareholders, and a shareholders' meeting shall be reconvened within one month.
- IV. In case the number of shares represented by the attending shareholders has surpassed 50% of the total number of issued shares before the meeting is over, the chairperson may re-submit the tentative resolution to the shareholders' meeting for a vote pursuant to Article 174 of the Company Act.

Article 10 (Discussion of bills)

- I. In case a shareholders' meeting is convened by the Board of Directors, its agenda shall be formulated by the Board of Directors. Related bills (including motions and amendments to existing bills) should be put up to a vote on a one-by-one basis. The meeting should follow the set agenda, which should not be altered unless otherwise approved by the shareholders' meeting.
- II. In case a shareholders' meeting is convened by an individual outside the Board of Directors with the convening right, the regulation in the preceding paragraph may apply.
- III. With respect to bills scheduled in line with the previous two paragraphs, the chairperson shall

not arbitrarily announce that the meeting is over when meeting procedures (including motions) are still in progress, unless a resolution is otherwise passed. In case the chairperson violates these Rules of Procedure and announces that the meeting is over, other members of the Board of Directors should immediately help attending shareholders elect another person as chairperson with a majority vote of the voting shares in attendance, in accordance with legal procedures. The meeting, therefore, shall continue.

- IV. The chairperson should provide opportunities for bills, amendments or motions submitted by shareholders to be adequately expounded and discussed. When the chairperson deems the time is ripe for a vote, he or she may announce to stop the discussion, take it to a vote, and allocate an adequate amount of time for voting.

Article 11 (Discussion of bills)

- I. Before an attending shareholder speaks, he or she is required to fill out a speech note, which should clearly state the gist of the speech, shareholder serial number (or the number of his or her certificate of attendance), as well as account name. The chairperson shall decide the order of such speeches.
- II. In case an attending shareholder submits a speech note but fails to deliver a speech, the speech note shall be ignored. In the event of inconsistencies between the content of a speech and the corresponding speech note, the speech shall prevail.
- III. Each shareholder shall not speak more than twice with respect to the same bill, unless consent is granted by the chairperson. Each speech shall not exceed five minutes. The chairperson may stop a speech if the shareholder violates regulations or goes off topic.
- IV. When an attending shareholder speaks, other shareholders shall not interrupt and speak, unless consent has been granted by the chairperson as well as the shareholder delivering the speech. The chairperson should stop those in violation of this rule.
- V. In case a corporate shareholder has designated more than two representatives to attend a shareholders' meeting, only one representative shall be allowed to speak with respect to the same bill.
- VI. After an attending shareholder speaks, the chairperson may reply in person, or designate a related person/persons to reply.

Article 12 (Counting of voting shares & abstention)

- I. Voting at a shareholders' meeting should be based on calculating the number of shares.
- II. With respect to resolutions at a shareholders' meeting, the number of shares with no voting rights held by shareholders shall not be included in the total number of issued shares.
- III. In the event of a conflict of interest between a shareholder and any meeting agenda item which may be detrimental to the Company's interests, he or she shall be barred from voting and shall not exercise the voting rights of another shareholder.
- IV. The number of shares held by the aforementioned shareholder who is barred from exercising his or her voting rights shall not be included in the number of attending shareholders' voting shares.

- V. When an individual has been commissioned by more than two shareholders simultaneously, the proxy voting rights shall not exceed 3% of the voting rights of the total number of issued shares, with the exception of trust enterprises or stock transfer agencies approved by the securities regulator. The voting rights of shares exceeding this limit shall not count.

Article 13 (Voting on bills, scrutiny and method of vote counting)

- I. Each share held by a shareholder counts as one voting right. However, shares that are limited or shares with no voting rights as stipulated in Article 179, Paragraph 2 of the Company Act shall be excluded.
- II. When the Company convenes a shareholders' meeting, it should allow its shareholders to exercise their voting rights electronically or in writing. The method for shareholders to exercise their voting rights--electronically or in writing--shall be clearly stated in shareholders' meeting notices. Shareholders who exercise their voting rights electronically or in writing shall be deemed as attending a shareholders' meeting in person. However, with respect to motions and amendments to existing bills at that particular shareholders' meeting, they shall be deemed as abstainees.
- III. Those who wish to exercise their voting rights in writing or electronically as mentioned in the preceding paragraph are required to have their intentions delivered to the Company at least two days prior to the day of the shareholders' meeting. In the event of duplicated intentions, the first delivered intention shall prevail. However, such restriction does not apply to a shareholder who has declared to rescind his/her prior intention.
- IV. In case shareholders wish to attend a shareholders' meeting in person after exercising their voting rights in writing or electronically, they should rescind their intentions to exercise their voting rights in the same way that they exercise their voting rights at least two days prior to the day of the shareholders' meeting. In case the deadline for rescinding an intention has passed, the voting rights exercised in writing or electronically shall be honored. In case a shareholder decides to exercise his or her voting rights in writing or electronically while commissioning a proxy to attend a shareholders' meeting with a proxy form, the voting rights exercised by the proxy shall be honored.
- V. With respect to voting on a bill, a majority voting rights of attending shareholders in favor of the bill shall constitute consent, unless otherwise stipulated in the Company Act or the Company's Articles of Incorporation. The chairperson or the designated person should announce the total number of attending shareholders' voting rights for each bill at the time of voting, before shareholders vote on each bill on a one-by-one basis. Results of consent, objections and abstentions should be uploaded to the Market Observation Post System by the end of day of the shareholders' meeting.
- VI. In the event of an amendment bill or an alternative bill for the same bill, the chairperson should combine them with the existing bill and arrange the voting order. In case one of such bills have been approved, the other bills shall be deemed as being disapproved, and there is no need to vote on them.
- VII. The chairperson shall designate personnel in charge of scrutiny and vote counting for the

voting on bills. However, such scrutiny personnel must be the Company's shareholders.

VIII. Vote counting for voting on bills or elections at a shareholders' meeting should take place at a public place within the venue of the meeting. Voting results, including the tally of the number of voting rights, should be immediately announced on site at the conclusion of vote counting. Such results should also be documented as archives.

Article 14 (Election Matters)

- I. In the event of a Director election at a shareholders' meeting, related election regulations formulated by the Company should be followed. Election results should also be immediately announced on site, including the list of elected Directors and the number of their elected voting rights, as well as the list of candidates who have failed to be elected and the number of voting rights they have obtained.
- II. Ballots of the aforementioned elections should be sealed and signed by the scrutiny personnel, before being placed in appropriate custody. They should be preserved for at least one year. However, in case a shareholder has filed a lawsuit pursuant to Article 189 of the Company Act, they should be preserved until the termination of the lawsuit.

Article 15 (Meeting minutes & signatures)

- I. Meeting minutes should be kept to document the bills that have been voted on at a shareholders' meeting. They should bear the chairperson's signature or stamp. Such meeting minutes shall be distributed to each shareholder within 20 days of the meeting. The making and distribution of meeting minutes may be done electronically.
- II. For the sake of distributing the aforementioned meeting minutes, the Company may upload them to the public announcement area of the Market Observation Post System.
- III. Meeting minutes should faithfully record the date, location, chairperson's name, voting methods, gist of meeting procedures and voting results (including the tallied number of voting rights). In the event of a Director election, elected Directors' numbers of voting rights shall be disclosed. Meeting minutes shall be preserved as long as the Company continues to exist.

Article 16 (External announcements)

- I. With respect to the number of shares solicited by solicitors and the number of shares represented by commissioned proxies, the Company shall clearly display statistical charts it has compiled in accordance with the required format within the location of the shareholders' meeting on the day of the meeting.
- II. In case the resolution items of a shareholders' meeting are material information identified by regulators and the Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall upload them to the Market Observation Post System within the required time frame.

Article 17 (Maintaining meeting order)

- I. Personnel in charge of conducting a shareholders' meeting shall wear an ID badge or an armband.
- II. The chairperson may direct marshals or security personnel to help maintain order at a meeting. When helping to maintain order on site, marshals or security personnel should wear an armband that reads "Marshal" or an ID badge.

- III. In case the meeting venue is equipped with audio amplification equipment, the chairperson may stop a shareholder who uses any piece of equipment not provided by the Company from delivering a speech. In case a shareholder violates these Rules of Procedure, disobeys the chairperson's correction, and continues to obstruct meeting procedures despite being warned not to do so, the chairperson may instruct marshals or security personnel to escort him or her out of the meeting location.

Article 18 (Breaks & reconvene a meeting)

- I. The chairperson may announce a break during the course of a meeting at his or her discretion. In the event of force majeure, the chairperson may suspend the meeting and announce the time to resume the meeting, depending on the situation.
- II. In the event that a shareholders' meeting has failed to proceed to set agenda items (including motions), and that the meeting location is no longer available, the shareholders' meeting may take a vote to find another meeting location.
- III. A shareholders' meeting may take a vote on postponing or reconvening the meeting within five days pursuant to Article 182 of the Company Act.

Article 19 These Rules shall be enforced upon approval from the shareholders' meeting, and the same rule also applies to amendments.

[Appendix 2]

# Articles of Incorporation of Medigen Biotechnology Corporation

## Chapter 1 General Provisions

- Article 1 In accordance with the rules for organizing a company limited by shares under the Company Act, the Company is named Medigen Biotechnology Corporation.
- Article 2 The Company's business operation items are listed on the left:
- I. IZ99990 Other business and commercial services.
  - II. F401010 International Trade.
  - III. F107070 Animal Use Drugs Wholesale Industry.
  - IV. F207070 Retail Sale of Veterinary Drugs.
  - V. F108021 Wholesale of Drugs and Medicines.
  - VI. F208021 Retail Sale of Western Pharmaceuticals
  - VII. C802041 Manufacture of Drugs and Medicines.
  - VIII. C802990 Manufacture of Other Chemical Products
  - IX. F107990 Wholesale of Other Chemical Products
  - X. F108031 Wholesale of Medical Devices.
  - XI. F207990 Retail Sale of Other Chemical Products
  - XII. F208031 Retail Sale of Medical Equipment.
  - XIII. JE01010 Rental Business
  - XIV. IC01010 Testing of Pharmaceutical Drugs
  - XV. IG01010 Biotechnology Services.
  - XVI. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Company may endorse or reinvest in a third-party out of business needs. In case a reinvestment has made the Company a shareholder with limited liability of another company, the total amount of investment may be exempt from the restrictions stipulated in Article 13 of the Company Act.
- Article 3 The Company is headquartered in Taipei City. It may set up branch offices in appropriate locations in Taiwan and abroad, depending on the actual needs.
- Article 4 The Company makes public announcements in methods consistent with regulations stipulated in Article 28 of the Company Act.

## Chapter 2 Shares

- Article 5 The total amount of the Company's share capital is set at NT\$2,500,000,000. It is divided into 250 million shares. The par value of each share is NT\$10. The Board of

- Directors is authorized to take a vote on issuing them in several batches. In particular, 21 million shares are reserved for the issuance of employee stock option certificates.
- Article 6 The Company's stocks should be numbered and bear the signature or stamp of the Director that represents the Company. Before the stocks are issued, they should be underwritten by a bank certified by law to serve as underwriter in a new stock offering. After public offering of shares, the Company may choose against printing when it issues new stocks. It should approach a centralized securities depository enterprise to register the aforementioned shares that have been issued.
- Article 7 All of the Company's stocks are registered. Shareholders should provide their names, residence or addresses for the Company to log them in the shareholders' register. They should also provide their signature cards to the Company for archival purposes. In case a shareholder is a juristic person, a signature card bearing the full name of that juristic person should be provided to the Company for archival purposes. A corporate shareholder may request that a signature card of its representative be registered and sent to the Company for archival purposes.
- Article 8 In case a registered stamp in a shareholder's custody is lost, he or she should produce a letter of guarantee and submit an application to the Company to switch to another stamp.
- Article 9 In the event of a stock transfer, both the transferrer and the transferee should fill out and sign/stamp application forms, before applying for a transfer with the Company. Stock transfers not recorded in the shareholders' register shall not be used to challenge the Company.
- Article 10 Stock transfers shall be suspended within 60 days of each annual shareholders' meeting and 30 days within an extraordinary shareholders' meeting.
- Article 11 With respect to other matters relating to administration of shareholder services, the Company abides by the "Regulations Governing the Administration of Shareholder Services of Public Companies" formulated by regulators, unless otherwise stipulated in laws and securities regulations.

### **Chapter 3 Shareholders' Meetings**

- Article 12 Shareholders' meetings are divided into two types, namely annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings, held once every year, are convened by the Board of Directors within six months after the conclusion of each fiscal year. However, such restrictions do not apply when there is a just cause and regulatory approval has been granted. Matters relating to convening annual and extraordinary shareholders' meetings should be conducted in accordance with Articles 172, 173, 220 and 245 of the Company Act.
- Article 12-1 The Company may conduct a shareholders' meeting via videoconferencing, or by other methods promulgated by authorities at the national level. When a shareholders' meeting

is conducted via videoconferencing, the Company should abide by related regulations in terms of the criteria, operating procedures and other items to be observed.

- Article 13 A resolution at a shareholders' meeting is only valid when the attending shareholders represent more than half of the issued shares, unless otherwise stipulated in related regulations. A resolution is approved when more than 50% of the attending shareholders' voting rights are in favor of it.
- Article 14 Unless otherwise stipulated as shares with no voting rights in Article 179 of the Company Act and other regulations, each share held by a shareholder counts as one voting right.
- Article 15 In case a shareholder is unable to attend a shareholders' meeting, he or she may produce a proxy form issued by the Company containing clearly stated scope of authorization and the stamp left with the Company, before commissioning a proxy to attend the shareholders' meeting. When a person has been commissioned by more than two shareholders simultaneously, the proxy voting rights shall not exceed 3% of the voting rights of the total number of issued shares. The voting rights of shares exceeding this limit shall not count.
- Article 16 When a shareholders' meeting is in session, the Chairman of the Board of Directors shall be the chairperson. When the Chairman is on leave or when he or she is unable to perform his or her duties, he or she may designate one Director to act as the chairperson on his or her behalf. In case the Chairman fails to designate a proxy, Directors will choose one from among themselves. In case a shareholders' meeting is convened by an individual outside the Board of Directors with the convening right, he/she shall act as the chairperson of that meeting provided, however, that if there are two or more persons having the convening right, the chairperson of the meeting shall be elected from among themselves.
- Article 17 Shareholders' meeting minutes should bear the chairperson's signature or stamp. Meeting minutes shall be distributed to each shareholder within 20 days of the meeting, and such distribution may be replaced with a public announcement.

#### **Chapter 4 Directors, Audit Committee and Managers**

- Article 18 The Company shall install seven to eleven Directors, with a tenure of three years. Directors who are reelected can continue to serve. The combined shareholding ratio of Directors shall be dictated by securities regulators. The Company may purchase insurance policies for its Directors against liabilities within the scope of their business operations, and in line with their compensation liabilities as required by law.
- Article 19 With respect to the aforementioned quota of Directors, the Company shall appoint no fewer than three independent directors, and their seats shall be no less than one-fifth of the total number of board seats. The Company shall abide by related regulations by securities regulators with respect to independent directors' professional qualifications,

shareholding, concurrent serving restrictions, methods of nomination and election, as well as other items that should be observed. The candidate nomination system shall be adopted for all Directors. Directors shall be elected from a list of candidates in a shareholders' meeting. The Company shall abide by the Company Act and related regulations, such as the Securities and Exchange Act with respect to administering and promulgating the nomination of candidates.

Article 20  
on the left:

The Board of Directors is made up of Directors, and its job functions are listed

- I. Business plans drafting
- II. Submission of bills for surplus distribution or loss compensation
- III. Submission of bills for capital increase/reduction
- IV. Formulation of important rules and contract drafting
- V. Appointment and discharge of the Company's General Manager, Deputy General Managers, and Senior Managers
- VI. Review and confirmation of reinvestment in other businesses
- VII. Establishment and dissolution of branch offices
- VIII. Compilation of budgets and final accounts
- IX. Appointment and discharge of CPAs
- X. Other job functions that are invested in accordance with the Company Act and shareholders' meeting resolutions

However, approval of a resolution to reinvest in other businesses requires a majority vote in a Board of Directors meeting attended by more than two thirds of its Directors.

Article 21

The Board of Directors shall elect a Chairman from among the Directors by a majority vote at a meeting attended by more than two thirds of the Directors. The Chairman represents the Company. In case the Chairman is on leave or unable to perform his or her job duties, the Company shall abide by Article 208 of the Company Act.

Article 22

Unless otherwise stipulated in the Company Act, the Board of Directors shall be convened by the Chairman. Approval of a resolution at the Board of Directors shall require a majority vote at a meeting attended by more than one half of the Directors, unless otherwise stipulated in the Company Act.

Article 22-1

All Directors should be notified at least seven days prior to a Board meeting, with reasons for convening such a meeting clearly stated. However, in the event of urgent matters, the meeting may be convened at any time. Notices for convening a Board meeting may be served in writing, by fax, or via emails.

Article 23

When a Director is unable to attend a Board meeting in person, he or she may commission another Director to attend as his or her proxy pursuant to law. However, the aforementioned proxy may only be commissioned by no more than one person.

Article 24

The Company has set up an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. With effect from the day the Audit Committee was established, it has replaced Supervisors and their job duties stipulated in the Company

Act, Securities and Exchange Act and other related regulations.

The Audit Committee shall be made up of all of the Company's independent directors.

One of them shall serve as the convener. With respect to the number of members, tenure, job duties, rules of procedure and other matters that should be observed, the Audit Committee Organizational Rules shall be formulated separately.

Article 25

Deleted

Article 26

The Company shall install one General Manager, who shall be appointed or discharged with a majority vote at the Board of Directors. The General Manager shall follow Board of Directors resolutions to process the Company's business operations. His or her job duties are listed on the left:

- I. Responsible for administering and managing the Company's daily operations, including all R&D, clinical trials, technological cooperation, manufacturing, and the formulation, submission and execution of sales and operational plans
- II. Responsible for the Company's administrative management and formulation of related systems, including various systems, rules, measures, and the formulation, submission and execution of enforcement rules
- III. Responsible for managing the Company's financial and accounting operations, including regular compilation of financial statements, annual business plans and budgets, which shall be submitted to the Board of Directors for approval in accordance with regulations in the Articles of Incorporation
- IV. Oversight and management of responsible persons, as well as HR policy formulation, including confirmation of personnel appointment and discharge, transfer, assessment, and remuneration
- V. Other job duties assigned by the Board of Directors pertaining to corporate operation and management
- VI. The General Manager shall submit written reports to the Board of Directors on a regular basis, detailing progress and updates relating to the Company's business operations, and financial and administrative management.

Article 27

Aside from one General manager, the Company shall install several Deputy General Managers, whose appointment, discharge and remuneration shall be conducted and decided upon in accordance with Article 29 of the Company Act.

Article 27-1

The Board of Directors is authorized to decide on the remuneration of the Chairman and Directors, which shall be commensurate with their level of involvement in the Company's operations as well as the value of their contribution. Industrial standards in Taiwan and abroad should also be taken into consideration.

## **Chapter 5 Accounting**

Article 28

The Company's fiscal year starts from January 1 of each year, and ends on December 31. Final accounts should be conducted at the end of each fiscal year. After the annual

final accounts, the Board of Directors shall produce the following lists and documents pursuant to the Company Act, and submit them to the Audit Committee for consent. Upon approval from the Board of Directors, they shall be submitted to the annual shareholders' meeting for recognition:

- I. Business report
- II. Financial statements
- III. Bills pertaining to surplus distribution or loss compensation

Article 29

In case of a profit at the end of a fiscal year, the Company shall appropriate no less than 2% of the profit as employee remuneration. In addition, no more than 2% of the profit shall be appropriated as remuneration for Directors. However, an amount shall be set aside in advance to offset for cumulative losses, if any. For the employee remuneration above-mentioned, no less than 20% shall be allocated to grassroots employees. However, an amount shall be set aside in advance to compensate for cumulative losses, if any. The remaining amount shall be distributed in accordance with the aforementioned ratio. The distribution of employee remuneration in stocks or cash in the preceding paragraph shall include employees of affiliated companies that satisfy certain criteria. If the Company has earnings in the final accounts of the year, the earnings shall first be used to offset the deficits in previous years. 10% of the remaining balance shall be appropriated as legal reserve. However, this requirement does not apply if the legal reserve has reached the total capital amount. In addition, after the Company appropriated or reversed the special surplus reserve in accordance with its needs and regulatory requirements, the Board of Directors shall draft the proposal for dividend allocation for any remaining profit and submit it along with accumulated undistributed earnings to the shareholder's meeting for a resolution on the distribution of earnings.

Article 29-1

The Company's dividend policy includes distribution of stock dividends (including stock dividends from surplus and capital reserves) or cash dividends. The Board of Directors should reference and evaluate the Company's operational situation, capital needs and surplus at the end of a fiscal year (after deducting required deposits, distribution of Director and Supervisor compensation and employee bonuses), before drafting and submitting a surplus distribution bill to the shareholders' meeting for approval. The total amount of shareholder dividend distribution shall be no less than 50% of the Company's distributable surplus at the end of a fiscal year. In principle, cash dividend shall be no less than 10% of all dividends distributed. However, in case the Company has a major capital outlay plan or foreseeable needs for operational cash in the future, dividends may be distributed entirely as stock dividends with consent from the shareholders' meeting.

Article 30

In case the Company's shareholders or Directors double as its managers or employees, they shall all be deemed as normal employees on company payroll.

## **Chapter 6 Supplementary Provisions**

- Article 31                    The Company's organizational rules and bylaws shall be formulated separately.
- Article 32                    In the event of inadequacies in these Articles of Incorporation, the Company shall abide by the Company Act entirely.
- Article 33                    These Articles of Incorporation were formulated on December 29, 1999 with consent from all the founders.
- Amended for the first time on Jan. 11, 2000;
- Amended for the second time on Aug. 23, 2000;
- Amended for the third time on Nov. 28, 2000;
- Amended for the fourth time on Aug. 13, 2001;
- Amended for the fifth time on May 9, 2002;
- Amended for the sixth time on June 9, 2003;
- Amended for the seventh time on June 20, 2006;
- Amended for the eighth time on June 29, 2007;
- Amended for the ninth time on Oct. 12, 2007;
- Amended for the tenth time on June 24, 2010;
- Amended for the 11th time on May 18, 2011;
- Amended for the 12th time on June 14, 2013;
- Amended for the 13th time on June 28, 2016;
- Amended for the 14th time on June 6, 2018;
- Amended for the 15th time on June 4, 2019;
- Amended for the 16th time on June 22, 2020;
- Amended for the 17th time on Aug. 2, 2021;
- Amended for the 18th time on June 6, 2022;
- Amended for the 19th time on June 5, 2025;

[Appendix 3]

## Medigen Biotechnology Corp.

### Details of Number of Shares Held by Board Directors

Book Closure Date: March 28, 2026

Title	Name	Date of Appointment	Number of Shares Held at the Time of Appointment	Number of Shares Held on the Book Closure Day
			Number of Shares	Number of Shares
Chairman	Shi-Chung Chang	2024.05.28	1,802,064	1,802,064
Director	Everspring Industry Co., Ltd. Representative: Tse-Ling Chang	2024.05.28	14,168,060	14,168,243
Director	Ta Ching Construction Co., Ltd. Representative: Min-Lee Chuang	2024.05.28	4,371,763	4,371,763
Director	WorldTrend Co., Ltd. Representative: Tzu-Liang Huang	2024.05.28	2,427,760	2,427,760
Independent director	Shui-Ming Chuang	2024.05.28	0	0
Independent director	Pei-Wei Chen	2024.05.28	0	0
Independent director	Sheue-Rong Lin	2024.05.28	0	0
Independent director	Jou-Kou Wang	2024.05.28	0	0
Tally of Directors' Combined Holdings			22,769,647	22,769,830

Note I. The Company has issued a total of 139,306,755 shares as of March 28, 2026.

II. The minimum number of combined shares Directors are required to hold as required by law:  
8,358,405 shares.