Stock Code: 4123

晟德
CENTER VENTURES

CENTER LABORATORIES, INC.

2025 Annual Shareholders' Meeting

Meeting Handbook

(Translation)

June 26, 2025

(This English version handbook is the translation of the Chinese version and is for reference purposes only. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.)

TABLE OF CONTENTS

Chapter 1. Meeting Procedure

I. Call Meeting to Order

II. Chairman's Address

III. Report Items

IV. Ratification Items

V. Discussion Items

VI. Election Matters

VII. Other Motions

VIII. Extempore Motions

IX. Meeting Adjourned

Chapter 2. Meeting Agenda

Time: 9:00 AM, Thursday, June 26, 2025

Location: 4th Floor, Room 447, Building E, No. 19-11, Sanzhong Road, Nangang District, Taipei City (Nangang Software Incubation Center)

Meeting Format: Physical Shareholders' Meeting

I. Call Meeting to Order

II. Chairman's Address

III. Report Items

Proposal 1:

Subject: 2024 Annual Business Report.

Explanation: 2024 Annual Business Report (please refer to pages 15-22 of this handbook).

Proposal 2:

Subject: 2024 Audit Committee's Review Report.

Explanation: Audit Committee Review Report (please refer to page 23 of this handbook).

Proposal 3:

Subject: 2024 Report on Directors' Remuneration.

Explanation:

1. The Company's general director and independent director remuneration payment policy, system, standards, and structure are explained as follows, and the relationship between the amount of remuneration and the responsibilities, risks, and time commitment is described.

   (1) In accordance with Article 25 of the Company's Articles of Incorporation, if the Company makes profits for the year, the profits shall be appropriated for the remuneration to directors at an amount no more than 2% of the profit. In addition, all directors attending the meeting of the Board of Directors and the independent directors attending the functional committee should receive the traffic allowance for business.

   (2) From the current (ninth) term of the Board of Directors, independent directors are entitled to participate in the annual distribution of directors' remuneration in addition to receiving fixed monthly remuneration.

   (3) For the distribution of the directors' compensation, the Compensation Committee reviewed the reasonableness of the remuneration to directors based on the results of the annual performance evaluation of the Board of Directors (measured in five major areas, including participation in the Company's

operations, improvement of the quality of decisions made by the Board of Directors, composition of the Board of Directors, selection and continuing education of directors, and internal control) and the results of the annual self-evaluation of the directors' performance (evaluated in six major areas, including mastery of the Company's objectives and tasks, awareness of the directors' responsibilities, participation in the Company's operations, internal relations and communication, professional and continuing education of directors, and internal control), taking into account the industry standard, the Company's operating condition, risk management, the business responsibilities, contribution and performance of the directors, and submitted the remuneration to the Board of Directors for discussion and resolution. Our Company did not make a profit in the 2024 fiscal year, so according to Article 25 of the Company's charter, director’s remuneration will not be distributed.

2. Details of Director's Remuneration for the Year 2024 (Please refer to page 24 of this handbook).

Proposal 4:

Subject: Report on the Implementation Status of the Sound Operation Plan.

Explanation: According to the letter No. 1130361870 issued by the Financial Supervisory Commission on November 13, 2024, the Company has submitted a sound operational plan for the issuance of employee stock options. The implementation status of this plan will be reported quarterly to the Board of Directors for oversight. For details on the implementation status of the operational plan, please refer to pages 25-27 of this handbook.

Proposal 5:

Subject: Report on the Implementation Status of Private Placement.

Explanation: The Company passed a resolution at the shareholders' meeting on June 25, 2024 to conduct a private placement of common shares with a maximum limit of 30,000,000 shares. It is expected to be implemented in two installments within one year from the date of the shareholders' meeting resolution. Due to the approaching deadline and the lack of qualified specific persons, the Board of Directors decided on March 11, 2025, not to proceed with the private placement within the remaining time frame.

Proposal 6:

Subject: Report on the Execution Status of the Company's Acquisition of Shares in Bioflag International Corporation (Cayman) Through Capital Increase and Issuance of New Shares as Consideration.

Explanation:

1. To expand the Group’s business layout, enhance competitiveness, and improve overall operational efficiency, the Company conducted a share exchang with the

shareholders of Bioflag International Corporation (Cayman) (hereinafter referred to as “Bioflag KY”) in accordance with Article 156-3 of the Company Act.

2. Bioflag KY is a subsidiary of the Company indirectly held through Centerlab Investment Holding Limited (HK), with a 47.33% ownership stake. On April 22, 2024, the Board of Directors of the Company approved a share exchang ratio whereby each share of Bioflag KY common stock will be exchanged for 0.7862 shares of the Company's newly issued common stock. A total of 24,842,977 shares of common stock will be issued as consideration for the acquisition of the remaining 52.67% of shares held by Bioflag KY's shareholders, amounting to 31,598,801 shares. Upon completion of this transaction, the Company now directly holds a 52.67% equity stake in Bioflag KY, resulting in total direct and indirect ownership of 100% of Bioflag KY.
3. This transaction was declared effective by the Taipei Exchange in Letter No. 1130002977 dated May 16, 2024. The share exchang reference date was May 31, 2024, and the capital amendment registration was approved by the Ministry of Economic Affairs via Letter No. 11330100500 dated July 3, 2024.

Proposal 7:

Subject: Report on the Implementation of the Company's Third Share Buyback and the Guidelines for Transferring Treasury Shares to Employees".

Explanation:

1. On April 9, 2025, the Board of Directors resolved to repurchase the Company's shares for transfer to employees. For details of the implementation, please refer to page 28 of this handbook.
2. The 'Guidelines for the Third Repurchase of the Company's Shares for Transfer to Employees' are attached (please refer to pages 29-32 of this handbook).

IV. Ratification Items

Proposal 1:

Subject: Ratification of the Company's 2024 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation: The individual financial statements and consolidated financial statements of our Company for 2024 have been audited by the CPAs Tai, Wei-Liang and Cheng Chung-Hao of Full-Fill & Co., CPAs. The audit report, along with the business report, has been reviewed and found to be accurate by the Audit Committee. Please acknowledge. (Please refer to pages 15-22, and pages 33-55 of this handbook.)

Resolution:

Proposal 2:

Subject: Ratification of the Company's 2024 Loss Offset and Earnings Distribution proposal. (Proposed by the Board of Directors)

Explanation:

1. The Company's net profit after tax for 2024 is NT$1,103,683,529. Pursuant to the provisions of the Company's Articles of Incorporation, a Statement of Loss Offset and Earnings Distribution has been prepared (please refer to page 56 of this handbook).
2. It is proposed that NT$362,488,420 be allocated from the distributable earnings for fiscal year 2024 for the distribution of stock dividends, at a rate of NT$0.50 per share, equivalent to 50 shares issued without consideration for every 1,000 shares held. Upon approval of the shareholders' meeting, the Board of Directors shall be authorized to determine the record date for the stock dividend distribution and handle all other related matters.
3. The above stock dividend distribution ratio is calculated based on the total of 724,976,832 outstanding shares as of March 3, 2025. Should the number of issued or outstanding shares subsequently change due to share buybacks, treasury share transfers, employees of the Company exercising employee stock options, conversions of convertible bonds into common shares, private placements, or other actions in accordance with applicable laws and regulations, any necessary adjustments to the stock dividend distribution ratio shall be handled with full authority by the Chairman, as authorized by the shareholders' meeting.

Resolution:

Proposal 3:

Subject: Ratification of the Proposal on the change of capital utilization plan for the sixth domestic secured convertible corporate bonds and the seventh domestic unsecured convertible corporate bonds. (Proposed by the Board of Directors)

Explanation:

1. Total funding required for the original plan: NT$3,270,583 thousand.
2. Sources of Funds:
   (1) In April 2023, the sixth issuance of secured convertible corporate bonds was raised, totaling NT$770,583 thousand."
   (2) In April 2023, the seventh issuance of unsecured convertible corporate bonds was raised, totaling NT$2,500,000 thousand
3. Explanation of Changes to the Capital Utilization Plan: Please refer to pages 57 to 60 of this handbook.
4. Material effect on shareholders' equity arising from the aforesaid change:
   This fundraising plan amendment primarily concerns the execution progress of the principal and interest compensation plan for the repurchase rights of CB4 and CB5, which has been relatively low. However, the aforementioned bonds are still

scheduled to mature in the third quarter of 2025. Therefore, in consideration of the efficiency of capital utilization, the Company plans to modify the plan to repay the principal of CB4 and CB5 amounting to NT$1,988,700 thousand, as well as repay bank loans totaling NT$37,565 thousand. This adjustment aims to reduce the interest burden from bank loans, decrease dependency on financial institutions, and increase the Company's flexibility in capital allocation, thereby enhancing the Company's ability to respond to industry risks without adversely affecting shareholder equity.

5. Other: The evaluation opinion by the Lead Underwriter (please refer to pages 61-65 of this handbook.)
6. On May 12, 2025, the Company's Board of Directors has approved the proposal for the change of plan and authorized the Company's Chairman to handle the related matters.

V. Discussion Items

Proposal 1:

Subject: Proposal for the issuance of new common shares for capital increase out of earnings. (Proposed by the Board of Directors)

Explanation:

1. In order to replenish the Company's working capitals, it is proposed that NT$362,488,420 of distributable earnings from fiscal year 2024 be allocated as shareholder dividends, to be capitalized for the issuance of 36,248,842 new shares at a par value of NT$10 per share.
2. Based on the shareholder register as of the record date, a stock dividend of 50 shares will be issued for every 1,000 shares held. Any fractional shares resulting from this distribution may be consolidated into whole shares by shareholders, who must register with the Company’s transfer agent within 5 days from the cessation of share transfer. Any remaining fractional shares will be paid out in cash at the par value of the stock, rounded to the nearest whole dollar (with amounts less than one dollar rounded down). The shareholders’ meeting will be asked to authorize the Chairman to negotiate with specific parties for the purchase of any remaining fractional shares at par value. Any fractional share payments for shareholders participating in the book-entry distribution will be considered as fees for processing the book-entry allocation.
3. After this proposal of capital increase is resolved by the shareholders meeting and submitted to the competent authority for approval, the Board of Directors, after being authorized by the Shareholders Meeting, shall set an ex-right date for capital increase.

4. It is proposed to authorize the Board of Directors to handle all matters relating to this proposed capital increase plan and accommodate the competent authority's requirement.
5. The shareholders' rights and obligations of the newly issued shares shall rank pari passu in all respects with the issued and outstanding common shares of the Company.
6. The above stock dividend distribution ratio is calculated based on the total of 724,976,832 outstanding shares as of March 3, 2025. Should the number of issued or outstanding shares subsequently change due to share buybacks, treasury share transfers, employees of the Company exercising employee stock options, conversions of convertible bonds into common shares, private placements, or other actions in accordance with applicable laws and regulations, any necessary adjustments to the stock dividend distribution ratio shall be handled with full authority by the Chairman, as authorized by the shareholders' meeting.

Resolution:

Proposal 2:

Subject: Proposal for the Cash Distribution from Capital Surplus. (Proposed by the Board of Directors)

Explanation:

1. It is proposed, in accordance with Article 241, Paragraph 1, Clause 1 of the Company Act, to distribute the "premium from the issuance of shares above par value" capital reserve of NT$543,732,624 as cash dividends, at a rate of NT$0.75 per share based on the shareholder register as of the record date. The amount will be rounded down to the nearest whole dollar, and any fractional amounts will be included in the Company's other income.
2. Upon approval by the shareholders' meeting, it is proposed that the shareholders' meeting authorize the Board of Directors to determine the record date for cash distribution, the payment date, and all other related matters.
3. The above cash distribution ratio to shareholders is calculated based on the total of 724,976,832 outstanding shares as of March 3, 2025. Should the number of issued or outstanding shares subsequently change due to share buybacks, treasury share transfers, employees of the Company exercising employee stock options, conversions of convertible bonds into common shares, private placements, or other actions in accordance with applicable laws and regulations, any necessary adjustments to the cash distribution ratio shall be handled with full authority by the Chairman, as authorized by the shareholders' meeting.

Resolution:

Proposal 3:

Subject**:** Proposal for the Amendment to the Company's “Articles of Incorporation”.. (Proposed by the Board of Directors)

Explanation: In accordance with the amendment to Article 14 of the Securities and Exchange Act, as per the Hua-Zong-Yi-I-Zi No. 11300069631 issued on August 7, 2024, and based on the Company's actual needs, the Articles of Incorporation are to be amended. The Comparison Table of the Company's Articles of Incorporation Before and After Amendment is provided in the attached document (please refer to pages 66-67 of this handbook).

Resolution:

Proposal 4:

Subject: Proposal for the issuance of new common shares by private placement in cash. (Proposed by the Board of Directors)

Explanation:

1. To strengthen operating capital, repay loans, and reinvest in the biotechnology industry, and after considering the timeliness, convenience, and cost-effectiveness of fundraising, the Company proposes to conduct a private placement of common shares through a cash capital increase.
2. No more than 30,000,000 ordinary shares will be issued for the capital increase in cash through private placement; the shares will be issued twice within one year respectively from the date of the resolution of the shareholders' meeting.
3. In accordance with Article 43-6 of the Securities and Exchange Act and the provisions of "Directions for Public Companies Conducting Private Placements of Securities," the matters related to this private placement are explained as follows:

(1) The basis and reasonableness of the price of the issue or private placement:

The reference price for the aforesaid private placement is calculated based on the higher of the following two results:

A. The simple average closing price of the common shares of the TWSE listed or TPEx listed Company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

B. The simple average closing price of the common shares of the TWSE listed or TPEx listed Company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

The private placement price of common shares may not be lower than 80% of the reference price. The price is calculated in accordance with current laws and regulations, and should be reasonable. It is proposed to request the shareholders' meeting to authorize the Board of Directors to determine the actual pricing date and the actual issuance price within the range approved by the shareholders' meeting, and in accordance with laws and regulations, situation of the specific parties, and status of the capital market.

(2) The method to determine specific parties, objectives, the necessity, and the expected benefits:

The object of this private placement of common stock is limited to specific individuals as defined by Article 43-6 of the Securities and Exchange Act, as well as the relevant regulations and instructions, such as the Financial Supervisory Commission's Order No.112038220 issued on September 12, 2023, and the guidelines for public companies conducting private placements of securities, which outline matters to be attended to:

A. <u>The applicant is an internal employee of the Company</u>:

Due to the internal personnel's considerable understanding of the Company's operations and their ability to directly and indirectly contribute to future operations, the participants in this private placement of securities are expected to include internal personnel. The list of internal personnel is as follows:

No	Applicant's Name	Relationship with the Company
1	Jason Technology Co., Ltd.	Legal Representative Chairman of the Company
2	LeJean Biotech Co., Ltd.	Legal Representative Director of the Company
3	Wechen Co., Ltd.	Legal Representative Director of the Company
4	Po Chang Investment Co., Ltd.	Legal Representative Director of the Company
5	Wang, Su-Chi	Legal Representative Director of Jason Technology Co., Ltd Chairman of the Company Chief Investment Officer and Chief Operating Officer of the Company
6	Tsai, Chang-Hai	Director of the Company
7	Chang, Po-Chih	Director of the Company
8	Ho, Mei-Yueh	Independent Director of the Company
9	Ho, Shih-Chun	Independent Director of the Company
10	Lin, Chia-Ling	The Company's legal director, LeJean Biotech Co., Ltd., appointed a representative The Company's Organizational Development and Human Resources Department Manager.
11	Tsai, Pei-Chen	The Company's legal director, Wechen Co. Ltd., appointed a representative The Company's Research and Development

		director.
12	Chen, Chun-Hong	The legal representative appointed by Po Chang Investment Co., Ltd., a corporate director of the Company
13	Hsu, Jui-Pao	Managerial officer
14	Lin, Hsiu-Yueh	Managerial officer
15	Lin, Chiun-Yu	Managerial officer
16	Lien, Min-Li	Managerial officer
17	Mao, An-Ni	Managerial officer
18	Tang, Ching-Yu	Managerial officer

If the applicant is a legal entity, the following matters should be disclosed:

Legal Person Applicant	Top 10 Shareholders and Shareholding Percentages	Relationship with the Company
Jason Technology Co., Ltd.	Lin, Hung-Hsuan (35.83%)	Second degree relative of the representative appointed by the company's legal director. Project leader of the Organizational Development and Human Resources Department of the Company.
	Lin, Chia-Ling (25.97%)	Representative appointed by the company's legal director. The Company's Organizational Development and Human Resources Department Manager.
	Lin, Wei-Hsuan (25.69%)	Second degree relative of the representative appointed by the company's legal director. Investment Manager of the Investment Division of the Company.
	Ou, Li-Chu (12.25%)	First-degree relatives of the representative appointed by the company's legal director.
	Lin, Jung-Chin (0.26%)	First-degree relatives of the representative appointed by the company's legal director.
LeJean Biotech Co., Ltd.	Jason Technology Co., Ltd. (92.07%)	Legal Representative Chairman of the Company.
	Lin, Jung-Chin (7.857%)	First-degree relatives of the representative appointed by the company's legal director.
	Ou, Li-Chu (0.059%)	First-degree relatives of the representative appointed by the company's legal director.

	Lin, Hung-Hsuan (0.005%)	Second degree relative of the representative appointed by the company's legal director. Project leader of the Organizational Development and Human Resources Department of the Company.
	Lin, Wei-Hsuan (0.004%)	Second degree relative of the representative appointed by the company's legal director. Investment Manager of the Investment Division of the Company.
	Lin, Chia-Ling (0.005%)	Representative appointed by the company's legal director. The Company's Organizational Development and Human Resources Department Manager.
Wechen Co., Ltd.	Chou, Chuan-I (98.33%)	First-degree relatives of the representative appointed by the company's legal director.
	Tsai, Pei-Chen (1.67%)	Representative appointed by the company's legal director The Company's Research and Development director.
Po Chang Investment Co., Ltd.	Weng Shu-Yu (94.00%)	The spouse of the representative appointed by the company's legal director.
	Chou Shu-Chen (2.00%)	Second-degree relative of the representative appointed by the company's legal director.
	Weng Yu-En (2.00%)	Third-degree relative of the representative appointed by the company's legal director.
	Chen Chun-Hong (2.00%)	Representative appointed by the company's legal director.

B. The applicant is a strategic investor:
In order to align with the Company's future development, improve financial structure, and enhance profitability, it is necessary to introduce strategic investors who can benefit the Company. The Company expects that with the assistance of its funds, technology, and knowledge, it will contribute to the stable growth of the Company in the future.

The Company has not yet negotiated with a specific person regarding matters related to the negotiation of a specific person. It is proposed to seek authorization from the shareholders' meeting for the Board of Directors to handle it fully.

(3) Reasons for Conducting Private Placement:

A. Reason for Not Adopting a Public Offering:

Considering factors such as the timeliness, convenience, and issuance costs of fundraising, private placement has the advantage of being quick and simple, as well as the restriction of not being freely transferable within three years, which can ensure a stable long-term relationship between the company and the subscribers. Therefore, it is proposed to raise funds through private placement.

B. The amount of private placement:
No more than 30,000,000 ordinary shares, and the shares will be issued twice within one year respectively from the date of the resolution of the shareholders' meeting. No more than 15,000,000 shares for the first issuance, and no more than 15,000,000 shares for the second issuance.

C. Purpose of private placement:
The two private placements are used to replenish working capitals, repay borrowings and invest in the biotechnology industry.

D. Expected benefits:
The expected benefits from the two private placements are to strengthen financial structure and improve operating efficiency as well as corporate competitiveness.

4. The rights and obligations of the common shares to be issued by way of private placement:

   The rights and obligations of the common shares to be issued by private placement shall be the same as those of the common shares already issued by the Company. However, these private placement shares cannot be freely transferred within three years after the shares are delivered unless the transfer is proceeded according to Article 43-8 of the Securities and Exchange Act. Within three years after the shares are delivered, the Board of Directors is authorized to file an application with the competent authority for public offering.
5. The Board of Directors, after being authorized by the shareholders' meeting, shall handle the main content of this private placement based on market status, such content including percentage of the private placement price, actual issuance price, number of shares to be issued, terms and conditions, capital increase record date, project items, private placement amount, indicative time line, expected benefits, and all relevant other matters. If the aforesaid content needs to be changed due to regulatory amendment, revision of laws, requests by competent authorities, or change of market conditions, the Board of Directors are fully authorized to handle related matters in this regard.
6. It is proposed to request the shareholders' meeting to authorize the Chairman of the Board or a specified party to sign and discuss all the contracts and documents related

to this private placement on behalf of the Company and handle all the related matters required in the private placement plan.

7. Effects of the private placement on the Company’s management rights:
   The Company's management rights remain stable, so the private placement should not have a significant impact on the Company's operating management.
8. The aforementioned unfinished matters are proposed to be submitted to the shareholders' meeting for the Board of Directors to handle with full authority in accordance with the law.

Resolution:

VI. Election Matters

Proposal: Proposal for the election of directors. Please proceed to the election. (Proposed by the Board of Directors)

Explanation:

1. The current term of the Company's directors will end on May 19, 2025. According to Article 195 of the Company Act, if the term of the directors expires without re-election, their term may be extended until the newly elected directors assume office. In conjunction with the convening of the shareholders' meeting, a comprehensive re-election is proposed for this meeting.
2. In accordance with Article 16 of the Company's Articles of Incorporation, nine directors (including three independent directors) are to be elected in this session. The newly elected directors will assume their positions immediately following the conclusion of the shareholders' meeting, with a term of office from June 26, 2025, to June 25, 2028, lasting three years.
3. The current election of directors adopts a candidate nomination system. Directors (including independent directors) will be elected by the shareholders’ meeting from the list of candidates approved by the Board of Directors on May 12, 2025. (Please refer to pages 68~73 of this manual.)

Election results:

VII. Other Motions

Proposal: Proposal to Release Non-Compete Restrictions on Newly Elected Directors. (Proposed by the Board of Directors)

Explanation:

1. Pursuant to Article 209 of the Company Act, if a director engages in any conduct for themselves or on behalf of others that falls within the scope of the Company’s business, they shall explain the key details of such conduct to the shareholders’ meeting and obtain its approval.
2. Proposal to request the shareholders' meeting to lift the non-compete restrictions on newly elected directors. Please refer to pages 74-75 of this handbook for details on the release of directors from non-compete restrictions.

Resolution:

VIII. Extempore Motions

IX. Meeting Adjourned

Chapter 3. Attachments

I. 2024 Business Report

(I) Business Strategy and Implementation Overview

Center Laboratories is committed to becoming Taiwan's most professional biotechnology investment holding Company through deep incubation of core businesses and strategic investment and acquisition to take the core businesses to the international stage. Center Laboratories' investment business is structured into three primary sectors: (1) large-scale investments with low risk and stable returns, (2) strategic investments in high technology, characterized by high growth potential and risk, and (3) investments in emerging industries with promising future potential. The three major sectors complement each other, with a sound financial structure and stable cash flow as the core, continuously strengthening the core business while developing the second curve. The following are the representative companies and their strategic positions in the three major sectors:

1. Low-risk, stable return large-scale investment:
   (1) Core Businesses: Center Laboratories Inc, Glac Biotech, Mycenax Biotech, TOT BIOPHARM, KriSan Biotech, Lumosa Therapeutics, Bao Pharma, BioGend Therapeutics, MEDEON Biodesign and other companies are actively involved in operations. The goal is to promote the core businesses to the global stage and generate strong cash flow by 2025.
   (2) Large Pharmaceutical Fund: Concentrated investment in low-risk, highly liquid large funds (GL Capital/Vivo Capital) with a stable return that contributes to cash flow and maintains the Group's financial soundness.
2. High-tech, high-growth, high-risk strategic investments: Focus on biotech investments that can create synergies with core businesses and gradually strengthen the competitiveness of core businesses in niche markets.
3. Investment in Emerging Industries: Through funds and direct investments, we are exploring opportunities in emerging industries to strategically position Center Laboratories for long-term growth.

Center Laboratories' consolidated revenue in 2024 amounted to NT$1.618 billion, representing a growth of 16.06% over the same period last year. The pharmaceutical business rebounded after the pandemic and contributed approximately NT$972 million to revenue, reaching a new high. During 2024, Center Laboratories completed a 100% merger with its subsidiary, Glac Biotech, contributing approximately NT$646 million to the annual revenue. At the same time, the Group continued to strategically adjust its equity holdings to maintain a stable cash position. The following provides an overview of the 2024 operational performance of Center Laboratories core businesses:

- **Center Laboratories Inc. Pharmaceutical Business**

  Center Laboratories Inc.'s pharmaceutical business is a leading brand in Taiwan's liquid dosage pharmaceutical market. In 2024, the total revenue reached NT$972 million, with an annual production of 37.89 million bottles. Of this, CNS (Central Nervous System) drug sales amounted to NT$277 million, while non-CNS drug sales accounted for NT$695 million, showcasing steady growth momentum. Looking ahead, the company will continue to deepen its development of geriatric liquid dosage products and actively align with government policies by focusing on the high-growth potential of the long-term care medication market.

As market demand continues to rise, Center Laboratories Inc. is accelerating its plant expansion plans and optimizing capacity allocation to ensure stable supply while further strengthening its competitive advantage.

- **Glac Biotech**

  Glac Biotech has deeply engaged in the field of functional probiotics and completed a 100% merger with the Center Laboratories Inc. Group in June 2024. Glac Biotech specializes in developing various probiotic-related products with functional benefits, holding multiple research patents and a vast collection of over a thousand strains of microorganisms. It is a leading brand with the most complete value chain in the probiotic industry and the widest market coverage.

  Centered in Taiwan, Glac Biotech has established an international-grade probiotic factory to provide comprehensive services to global customers. Over the past year, the volume of ODM orders has rapidly expanded in line with the company’s ODM production capacity, and sales channels in various regions (cross-border, Taiwan, and international) have seen significant growth.

- **Mycenax Biotech Inc.**

  Mycenax Biotech is the only company in Taiwan 100% focused on providing CDMO services for biologics. With the completion and opening of the highly automated filling line at its GMP second factory in 2024, Mycenax has further strengthened its ability to offer high-quality, one-stop biologics services (from DNA to DP). In 2024, Mycenax signed a Memorandum of Understanding (MOU) with several companies, including Merck, Apexcella Biomedical Inc., and CHITOSE, to engage in strategic cooperation. This collaboration aims to continue the in-depth development of traditional biopharmaceuticals while actively advancing emerging biopharmaceuticals such as bispecific/multispecific antibodies, antibody-drug conjugates (ADCs), and cell and gene therapies (CGT), which have high technical barriers. In addition, in support of its clients' international drug approval applications, Mycenax underwent factory inspections by regulatory bodies from multiple countries in 2024, gaining valuable experience and reaching new milestones.

- **TOT Biopharm**

  TOT Biopharm International Company Limited is a Hong Kong-listed company specializing in new drug development and CDMO services. With dual growth drivers from ADC CDMO and proprietary drug sales, it maintains its position among the top pharmaceutical companies in China.

1. CDMO:

   In 2024, the CDMO business generated NT$792 million in annual revenue, representing a 29% year-on-year increase, primarily driven by ADC projects, which accounted for 88% of segment revenue. The company added 24 new clients, with a total of 144 active projects. Overseas market expansion began to show results, securing multiple early-stage development contracts. The current backlog of orders amounts to approximately NT$968 million, indicating robust market demand.

2. Proprietary Products:

   Sales of proprietary products performed exceptionally well in 2024, reaching NT$3.894 billion, a 40% increase year-on-year, exceeding expectations. The core product, Pusintin®, continued its strong growth, with sales surpassing NT$3.74 billion and further improving market penetration. As the company did not participate in centralized procurement during 2024, its strategy shifted toward increasing gross margins rather than solely expanding market share. with marketing applications accepted in 20 countries and GMP certifications obtained in Colombia, Egypt, Indonesia, and Pakistan. While product launches in some regions were delayed due to regulatory changes, future growth potential remains promising.

- **KriSan Biotech**

  KriSan Biotech Co., Ltd. specializes in providing high-barrier CDMO (Contract Development and Manufacturing Organization) services. Starting in 2023, the company has actively expanded its client base in the small molecule drug and antibody-drug conjugate (ADC) sectors, while launching a facility optimization plan. By 2024, the company successfully completed the full setup and GMP production of its ADC manufacturing facilities, including linker-payload and drug substance areas—and has delivered over 25 ADC projects for preclinical and clinical use. In addition, KriSan has begun construction of its ADC drug product (DP) GMP filling facility, completing its one-stop CDMO service model.

  Leveraging its proprietary Linker-Payload library, Krisan can rapidly deliver flexible, high-quality linker-payload combinations. This approach expands market reach and establishes collaborative relationships with clients at an early stage, thereby enhancing the conversion rate of subsequent GMP CDMO services. In 2024, Krisan undertook over 40 contract development projects, with ADC-related revenue rising significantly from 4.9% in 2023 to approximately 22%. Meanwhile, its long-standing presence in the small molecule field has built a strong reputation for quality, driving continued growth in GMP manufacturing projects.

- **Lumosa Therapeutics**

  Lumosa Therapeutics adheres to a “reSEARCH & DEVELOPMENT” model, focusing on the development of scientifically grounded and high-potential drug candidates. By operating through a project-based approach, the company effectively shortens development timelines and optimizes resource allocation. Lumosa also actively pursues international strategic alliances, technology licensing, and co-development opportunities to mitigate risk and accelerate time-to-market.

The company's novel treatment for acute ischemic stroke, LT3001, reached a key development milestone and is currently undergoing Phase II clinical trials in Taiwan, the U.S., and Europe. These trials evaluate the safety and efficacy of LT3001 in both combination with mechanical thrombectomy and as a standalone multi-dose therapy, with patient enrollment successfully initiated. In the China market, its licensing partner Shanghai Pharma has completed Phase II trials, demonstrating favorable safety and preliminary efficacy for LT3001. On the intellectual property front, LT3001 has obtained formulation patents in 15 countries, including the U.S., China, and across Europe, with protection extending to 2040. An additional method-of-use patent has also been filed, potentially extending protection to 2042.

Lumosa continues to strengthen its innovative therapy platform. In collaboration with Center Laboratories, the company co-invested in Cytoengine Co., Ltd., introducing inducible exosome technology aimed at developing new treatments in the neurology field.

- **Bao Pharma**

Bao Pharma is committed to the development of next-generation biologics with high technological barriers. The company envisions becoming a leader in replacing biochemically extracted products with genetically engineered alternatives, a pioneer in the combined application of recombinant enzymes, antibodies, and gene therapies, and a top player in the niche field of fertility-assisting therapeutics.

Key product development highlights in 2024: The application for New Drug Approval (NDA) for the recombinant hyaluronidase monotherapy was submitted. The sales rights for the recombinant human follicle-stimulating hormone CTP fusion protein in China were granted to the international company Organon International (China) in September, with Bao Pharma receiving an upfront payment of approximately NT$380 million. The clinical Phase II trial for the recombinant immunoglobulin degrading enzyme, indicated for kidney transplant rejection, has been completed in China, and in November 2024, it received designation as a breakthrough therapy in China. Its second indication, anti-GBM, was approved for clinical Phase II trials in China in August 2024, with plans to recruit 9 to 12 participants. In terms of financial status, Bao Pharma conducted Series C financing in July 2024, securing sufficient funds to support subsequent research and development as well as operations.

- **BioGend Therapeutics**

BioGend Therapeutics Co. Ltd. is a specialist in regenerative medicine focused on orthopedics and infectious diseases. In 2024, the company reported annual revenue of NT$168 million, representing a 55% year-on-year increase. Key product developments are as follows:

1. RevoCart: BioGend's Hsinchu facility successfully passed the inspection for the domestic medical device Quality Management System (QMS) with no major deficiencies. In the domestic market, RevoCart has been widely adopted by numerous medical institutions and physicians, with hundreds of successful surgical cases accumulated. Sales have shown steady growth, contributing to sustainable cash flow. In overseas markets, RevoCart has obtained medical device licenses in Thailand, the Philippines, and Malaysia.
2. Osteoinductive Factor (OIF): The feasibility clinical trial for open tibial fractures in Taiwan and the U.S. has completed patient enrollment. Interim analysis of clinical data has confirmed the product's efficacy.
3. Anti-infective product – Minocycline: Sales of Minocycline continue to grow steadily, contributing to sustainable cash flow. In addition, the company completed the license update for Fluzole and launched the product onto the market.

- **Medeon**

Medeon Biodesign, Inc. specializes in the research and development, as well as manufacturing of high-value, advanced medical devices. Currently, the company's operations are divided into two main focuses: cultivating innovative medical device development based on years of R&D experience and expanding its contract development and manufacturing organization (CDMO) business for advanced medical devices. Through strategic mergers, acquisitions, and internal integration, Medeon is building a highly efficient, technology-driven CDMO platform.

1. CDMO Business: Medeon's subsidiary, Medeologix, Inc., has successively completed multiple project plans for technology transfer from the United States to Taiwan for mass production during 2024. The company is gradually shifting mass production orders to be shipped directly from Taiwan. Medeologix continues to develop key technologies for medical material development and manufacturing, while maintaining customer relationships with major international medical companies and Silicon Valley startup medical material firms. By integrating and dividing resources within the Group, Medeologix provides proximity services to international clients from its U.S. locations, while Taiwan supports strong demand for large-scale production, offering global innovative medical material manufacturers a one-stop service from development to mass production.
2. Innovative Medical Device Development: The Urocross device, a minimally invasive treatment for benign prostatic hyperplasia (BPH), successfully completed enrollment of all 240 patients for its U.S. IDE clinical trial in 2024. According to the trial design approved by the U.S. FDA, data collection and statistical evaluation of efficacy

indicators may commence three months after the completion of subject enrollment. The Duett thoracic aortic repair device began IDE clinical trials in the U.S. in 2024 and completed its first treatment case in March. Ongoing clinical work continues to gather data and enhance product value. The Cross-Seal, a large-bore vascular closure device for post-catheterization procedures, passed its U.S. FDA on-site inspection in 2023 and obtained Taiwan's first-Class III medical device PMA approval. In 2024, under a technology transfer and service agreement, Medeon received the 2A-2 milestone payment and service income from Terumo.

(II) Implementation Status of Business Plan and Budget

The consolidated operating revenue of the Company for 2024 was NT$1,617,869 thousand, an increase of NT$223,861 thousand compared to NT$1,394,008 thousand in 2023, representing an increase of 16%. The consolidated net loss after tax for 2024 was NT$1,103,408 thousand an increase of NT$55,759 thousand compared to NT$1,047,649 thousand in 2023, representing an increase of 5%.

The individual operating revenue of Center Laboratories for 2024 was NT$971,710 thousand an increase of NT$21,181 thousand compared to NT$950,529 thousand in 2023, representing an increase of 2%. The individual net loss after tax for 2024 was NT$1,103,683 thousand, an increase of NT$108,262 thousand compared to the individual net loss after tax of NT$995,421 thousand in 2023, representing an increase of 11%.

(III) Financial Income, Expenses, and Profitability Analysis

1. Consolidated Income and Expenditure

Unit: NT$ thousand

Item	2023	2024
Operating revenue	1,394,008	1,617,869
Gross profit	618,094	748,953
Operating expenses	539,539	514,893
Operating Profit (Loss)	78,555	234,060
Non-Operating income and expenses	(1,192,465)	(1,404,094)
Income (loss) before tax	(1,113,910)	(1,170,034)
Net profit (loss) for the period	(1,047,649)	(1,103,408)
EPS (NT$)	(1.50)	(1.55)

2. Consolidated profitability

Unit: %

Item	2023	2024
Return on assets (%)	(3.40)	(3.50)
Return on equity (%)	(5.37)	(5.83)
Net income before tax as a percentage of paid-in capital (%)	(16.11)	(16.13)
Net profit rate (%)	(75.15)	(68.20)
EPS (NT$)	(1.50)	(1.55)

3. Parent Company only income and expenditure

Unit: NT$ thousand

Item	2023	2024
Operating revenue	950,529	971,710
Gross profit	501,625	509,307
Operating expenses	342,151	324,474
Operating Profit (Loss)	159,474	184,833
Non-Operating income and expenses	(1,238,269)	(1,343,304)
Income (loss) before tax	(1,078,795)	(1,158,471)
Net profit (loss) for the period	(995,421)	(1,103,683)
EPS (NT$)	(1.50)	(1.55)

4. Parent Company only profitability

Unit: %

Item	2023	2024
Return on assets (%)	(3.27)	(3.64)
Return on equity (%)	(5.10)	(5.83)
Net income before tax as a percentage of paid-in capital (%)	(15.60)	(15.97)
Net profit rate (%)	(104.72)	(113.58)
EPS (NT$)	(1.50)	(1.55)

(IV) Current R&D Status

1. Expanded into overseas markets with the registration of an anti-allergy and asthma product in Hong Kong, currently under review by the Hong Kong health authorities.
2. Completed development of an adjuvant therapy drug for neuralgia and epilepsy. A bioequivalence study report approval letter was obtained in Q4 of 2023, and the registration application was submitted in Q1 of 2024. Drug license approval is expected in 2025.

3. Completed development of new liquid formulations for anticoagulants and diabetes medications. Registration application is expected to be submitted in 2025.
4. The development of a new medication for neonatal and pediatric heart failure has been completed. In July 2024, approval for commissioned manufacturing was obtained, and the project was awarded recognition by the Ministry of Health and Welfare for the "2024 Optimized Pediatric Medical Care Program." Additionally, the application for inspection registration was completed in 2024.
5. Completed evaluation for a new therapeutic indication drug for dyskinesia in Parkinson’s disease patients and obtained conditional waiver for bridging clinical trials.
6. Completed development assessment for a generic drug used to treat depression and anxiety disorders, with development planned for 2025.
7. Continued to screen and evaluate new product developments targeting unmet prescription needs in Taiwan.

Chairman:	President:	Chief Accounting Officer:
Wang, Su-Chi	Hsu, Jui-Pao	Mao, An-Ni

II. 2024 Audit Committee's Review Report

Center Laboratories, Inc.

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 Parent Company Only Financial Statements and Consolidated Financial Statements which have been audited and certified by CPAs Tai, Wei-Liang and Cheng Chung-Hao of Full-Fill & Co., CPAs, along with Business Report and Statement of Loss Offset and Earnings Distribution. The aforementioned Business Report, and Statement of Loss Offset and Earnings Distribution have been audited by the Audit Committee of the Company. Upon examination, the Committee found no inconsistencies. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is hereby prepared and respectfully submitted for your review.

Sincerely,

Center Laboratories, Inc. 2025 Annual Shareholders' Meeting

Convener of the Audit Committee: Ho, Mei-Yueh

March 11, 2025

III. 2024 Details of Directors' Remuneration

Unit: NT$ thousands; December 31, 2024

Title	Name	Directors' remuneration								A, B, C and D as a percentage of net income after tax		Concurrent employees receive relevant compensation								Items A through G: total amounts and their respective percentages of net income after tax		Receive remuneration from investments in a business outside the subsidiary or from the parent Company
		Remuneration (A)		Retirement pension (B)		Directors' remuneration (C)		Business execution expenses (D)				Salary, bonus and special expenses (E)		Retirement pension (F)		Employee compensation (G)						
																The Company		All companies in the financial statements				
		The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	Cash amount	Stock amount	Cash amount	Stock amount	The Company	From All Consolidated Entities(%)	
Chairman	Jason Technology Co., Ltd.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Representative: Wang, Su-Chi	0	0	0	0	0	0	55	55	55 (0.0050%)	55 (0.0050%)	5761	5761	27	27	0	0	0	0	5,843 (0.5294%)	5,843 (0.5294%)	56
Director	Tsai, Chang-Hai	0	0	0	0	0	0	50	50	50 (0.0045%)	50 (0.0045%)	0	0	0	0	0	0	0	0	50 (0.0045%)	50 (0.0045%)	0
Director	Chang, Po-Chih	0	0	0	0	0	0	50	50	50 (0.0045%)	50 (0.0045%)	0	0	0	0	0	0	0	0	50 (0.0045%)	50 (0.0045%)	1748
Director	LeJean Biotech Co., Ltd.	0	0	0	0	0	0	50	50	50 (0.0045%)	50 (0.0045%)	0	0	0	0	0	0	0	0	50 (0.0045%)	50 (0.0045%)	0
Director	Wechen Co., Ltd.	0	0	0	0	0	0	55	55	55 (0.0050%)	55 (0.0050%)	0	0	0	0	0	0	0	0	55 (0.0050%)	55 (0.0050%)	0
Director	Po Chang Investment Co., Ltd.	0	0	0	0	0	0	50	50	50 (0.0045%)	50 (0.0045%)	0	0	0	0	0	0	0	0	50 (0.0045%)	50 (0.0045%)	0
Independent Director	Ho, Mei-Yueh	600	600	0	0	0	0	135	135	735 (0.0666%)	735 (0.0666%)	0	0	0	0	0	0	0	0	735 (0.0666%)	735 (0.0666%)	0
Independent Director	Ho, Shih-Chun	600	600	0	0	0	0	125	125	725 (0.0657%)	725 (0.0657%)	0	0	0	0	0	0	0	0	725 (0.0657%)	725 (0.0657%)	23
Independent Director (Note)	LIN SHIRLEY YI-HSIEN	300	300	0	0	0	0	60	60	360 (0.0326%)	360 (0.0326%)	0	0	0	0	0	0	0	0	360 (0.0326%)	360 (0.0326%)	0

Note: Independent Director Lin Shirley Yi-Hsien resigned on May 15, 2024.

1. Please state the policy, system, standards and structure of independent directors 'remuneration payment, and describe the relevance to the amount of remuneration, responsibilities, risks, time invested and other factors:
   The remuneration paid to independent directors of the Company is based collectively on industrial characteristics, the industrial payment level, independent directors' contribution to operations, the degree of undertaken risks. After being assessed by the Remuneration Committee, any proposal for remuneration is submitted to the Board of Directors for resolution.
   From the current (ninth) term of the Board of Directors, independent directors are entitled to participate in the annual distribution of directors' remuneration in addition to receiving fixed monthly remuneration and travel expenses for attending board meetings and the Audit and Compensation Committee.
2. Other than the disclosures in the table above, the remuneration received by the Company’s directors for their services provided (such as serving as non-employee consultants of the parent Company/all of the companies listed in the financial reports/reinvested enterprises, etc.) in the most recent year: None.

IV. Implementation Status of the Sound Operation Plan

Issuance of Employee Stock Options

Implementation Status of the Sound Operation Plan

I. Business policy

The Company is dedicated to bringing resources and experience together to assist potentially capable biotechnological/general wellness bio-tech companies to stand on the international stage. The Company also specializes in the operation and development of general oral liquids and CNS, and development of specialty drugs. The long-term operational direction consists of the following four key aspects:

1. The investment of and incubation of biotech/general wellness companies.
2. Breakthrough in new drugs and innovative medical materials.
3. Consolidating and expanding the leading position in oral liquids and delving into the CNS sector.
4. Keeping abreast of future trends and investing in the new generation of innovative treatment methods.

II. Reasons for pre-tax losses in the first half of 2024

In November 2024, the Company reported to the Securities and Futures Bureau the issuance of employee stock options. At that time, the most recent financial report for the first half of 2024 indicated a pre-tax loss, primarily due to the impact of fluctuations in the global economic market and economic uncertainty. The tightening of monetary policies by central banks in various countries and ongoing inflationary pressures have led to volatility in global stock markets, resulting in a decline in the stock prices of the securities held by the Company, which consequently led to a pre-tax loss for the first half of the year.

III. Implementation Status of the Sound Operation Plan

The explanation of the differences between the implementation of the sound operational plan for the frist quarter of 2025 and the estimated figures attached to the application for the issuance of employee stock options submitted to the Securities and Futures Bureau in November of 2024 is as follows:

Unit: NT$ thousand

Item	First Quarter of 2025(Actual Amount)	First Quarter of 2025(Estimated Amount)	Difference	
			Amount	%
Operating revenue	245,124	250,000	(4,876)	(1.95)
Operating costs	(122,208)	(113,000)	9,208	8.15
Gross profit	122,916	137,000	(14,084)	(10.28)
Operating expenses	(75,123)	(82,620)	(7,497)	(9.07)
Net operating profits (losses)	47,793	54,380	(6,587)	(12.11)
Non-operating income and expenditure	642,959	150,476	492,483	327.28
Income (loss) before tax	690,752	204,856	485,896	237.19
Income Tax Expense	(141,612)	(15,910)	125,702	790.08
Net profit (loss) for the current period	549,140	188,946	360,194	190.63

In the first quarter of 2025, the Company’s operating revenue slightly declined, primarily due to the anticipated reduction in National Health Insurance drug prices for Western medicines, effective from April 2025. On the cost side, actual operating costs exceeded projections, mainly as a result of increased capital expenditures related to plant expansion. As equipment was completed and brought into operation, it was reclassified as fixed assets, and depreciation was recognized in accordance with accounting standards, leading to actual gross profit falling short of expectations. The Company will continue to implement effective management practices to control the impact of rising fixed costs on operating profitability.

In terms of non-operating income, actual figures exceeded projections, mainly due to a rebound in the stock prices of financial assets measured at fair value through profit or loss. These assets included listed companies such as Jacobus Pharmaceutical, whose stock price on the Hong Kong Stock Exchange rose from HKD 1.27 at the end of December 2024 to HKD 3.85 by the end of March 2025; and Ausnutria Dairy Corporation, whose stock price increased from HKD 1.87 to HKD 2.01 over the same period. Additionally, the Company holds shares in Jacobus Pharmaceutical through a wholly-owned offshore subsidiary and recognizes investment gains using the equity method, which led to higher-than-expected investment income under this method for Q1 2025.

As a result of higher-than-expected non-operating income, the Company's net profit for the first quarter of 2025 also exceeded projections.

After years of dedicated investment, the Company's affiliated and invested businesses have begun to show results. Companies such as EirGenix, AP Biosciences, Standard Chem & Pharm, Bioshine, and Omnigen have successfully been listed on Taiwan’s OTC market, while Ausnutria, TOT Biopharm, and Jacobus have gone public in Hong Kong. Furthermore, Baotai Pharmaceuticals submitted its listing application to the Hong Kong Stock Exchange Main Board in January 2025.

With the rapid growth of the global biopharmaceutical market, there is a significant increase in demand for innovative drugs, weight-loss therapies, and high-end manufacturing services. The post-pandemic acceleration in pharmaceutical industry transformation has further deepened market reliance on new technologies and specialized services. In response, the Company continues to optimize its investment portfolio, leveraging capital, technology, and industry expertise to enhance its market competitiveness.

V. Implementation Status of Share Repurchase Program

2025.05.20

Buyback Round	Third Round
Board Resolution Date	April 9, 2025
Purpose of Buyback	Transfer of shares to employees
Type of Shares to Be Repurchased	Common shares
Maximum Buyback Amount (Legal Limit)	$ 9,141,177,513
Planned Buyback Period	2025.04.10~2025.06.09
Planned Number of Shares to Be Repurchased	20,000,000 shares
Planned Buyback Price Range	$30~$50 The company will continue the share repurchase even if the share price falls below the lower bound of the specified range
Actual Type and Number of Shares Repurchased	(Note):
Actual Buyback Amount	
Percentage of Shares Actually Repurchased Relative to Planned Quantity (%)	

(Note): As of the date of publication of this handbook , the scheduled buyback period has not yet ended. The actual share repurchase status will be reported at the upcoming shareholders' meeting.

VI. Guidelines for the Third Repurchase of the Company's Shares for Transfer to Employees

(I)On April 9, 2025, the Board of Directors of the Company approved the "Guidelines for the Third Repurchase of the Company's Shares for Transfer to Employees". Subsequently, on May 12, 2025, the Board ratified and approved amendments to certain provisions. A comparison table of the original and revised provisions is as follows:

Original Provisions	Revised Provisions	Description
Article 5: Transfer Procedures The employees eligible for subscription and the number of shares they may subscribe to shall be determined with reference to factors such as seniority, position, job performance, past or expected overall contributions, special achievements, and development potential, and shall be submitted for approval by the Chairman. However, for those with managerial status, the proposal must first be reviewed by the Compensation Committee and then approved by the Board of Directors. If an employee fails to make payment within the subscription period, it shall be deemed a waiver of rights. Any unsubscribed shares may be offered to other employees as designated by the Chairman.	Article 5: Number of Shares Employees May Subscribe The Company shall determine the number of shares that employees are eligible to subscribe to by considering factors such as seniority, position, job performance, past or anticipated overall contributions, special achievements, and development potential. Additionally, the total number of treasury shares held by the Company as of the subscription record date and the maximum subscription limit per employee shall also be taken into account. The specific eligibility and allocation of shares shall be resolved by the Board of Directors and may not be delegated to the Chairman. The review process shall proceed as follows: 1. Employees who are also managerial officers or concurrently serve as directors of the Company: Approval must first be obtained from the Company's Compensation Committee, followed by a resolution by the Board of Directors. 2. Employees of the Company not covered under Item 1: Approval must first be obtained from the Company's Audit Committee, followed by a resolution by the Board of Directors. 3. Employees of subsidiaries who are also managerial officers or concurrently serve as directors: (1)If concurrently serving as managerial officers or directors of the Company: Approval must first be obtained from the Company's Compensation Committee, followed by a resolution by the Board of Directors. (2)If not concurrently serving as managerial officers or directors of the Company: Approval must first be obtained from the Company's	Revised in accordance with the provisions of the 'Consolidated Q&A on Treasury Stock Issues

	Audit Committee, followed by a resolution by the Board of Directors. 4. Employees of subsidiaries not covered under Item 3: (1)If concurrently serving as managerial officers or directors of the Company: Approval must first be obtained from the Company's Compensation Committee, followed by a resolution by the Board of Directors. (2)If not concurrently serving as managerial officers or directors of the Company: Approval must first be obtained from the Company's Audit Committee, followed by a resolution by the Board of Directors. If any employee fails to complete payment within the subscription period, it shall be deemed a waiver of rights. The remaining unsubscribed shares may be reallocated by the Board of Directors either in the same subscription round or during the subsequent subscription period as defined in Article 3. In either case, the subscription by other employees must first be approved by the Audit Committee or Compensation Committee, based on the subscriber's identity, and subsequently resolved by the Board of Directors.	
Article 6: Procedures for Transferring Repurchased Shares to Employees 1. In accordance with the resolution of the Board of Directors, the Company shall announce, report, and repurchase its shares within the execution period. 2. The Board of Directors authorizes the Chairman to determine and announce the operational details based on this plan, including the employee subscription record date, subscription allotment criteria, subscription and payment period, rights attached to the shares, and applicable restrictions. 3. The actual number of shares subscribed and paid for shall be calculated, and the transfer and registration of the shares shall be processed accordingly.	Article 6: Procedures for Transferring Repurchased Shares to Employees 1. In accordance with the resolution of the Board of Directors, the Company shall announce, report, and repurchase its shares within the execution period. 2. The Board of Directors shall determine and announce the operational details based on this plan, including the employee subscription record date, subscription allotment criteria, subscription and payment period, rights attached to the shares, and applicable restrictions. 3. The actual number of shares subscribed and paid for shall be calculated, and the transfer and registration of shares shall be processed accordingly.	Revised in accordance with the provisions of the 'Consolidated Q&A on Treasury Stock Issues

(II) Revised Guidelines for the Third Repurchase of the Company's Shares for Transfer to Employees

Center Laboratories, Inc.

Guidelines for the Third Repurchase of the Company's Shares for Transfer to Employees

Article 1: Purpose
In order to motivate employees and enhance their sense of belonging, the Company has established this policy for the buyback and transfer of shares to employees in accordance with Article 28-2, Paragraph 1, Subparagraph 1 of the Securities and Exchange Act, and the relevant provisions of the "Regulations Governing the Repurchase of Shares by Listed and Over-the-Counter Companies" issued by the Financial Supervisory Commission, Securities and Futures Bureau. The Company's repurchase and transfer of shares to employees will be handled in accordance with this policy and relevant laws and regulations.

Article 2: Types of Shares, Rights, and Restrictions
The shares transferred to employees in this round will be common shares. The rights and obligations associated with these shares, unless otherwise stipulated by laws or this policy, will be the same as those of other publicly traded common shares.

Article 3: Transfer Period
The repurchased shares may be transferred to employees within five years from the date of repurchase, either in a single or multiple transactions. If not transferred within five years, the shares will be canceled in accordance with the law.

Article 4: Eligibility of Transferees
Only full-time employees who are officially employed by the Company or its subsidiaries, where the Company directly or indirectly holds more than 50% of the shares, are eligible to receive the transferred shares. Employees must have joined before the share subscription qualification base date to be eligible. Employees who leave (or go on unpaid leave) between the share subscription qualification base date and the payment deadline will forfeit their eligibility to subscribe.

Article 5: Number of Shares Employees Can Subscribe To
The number of shares employees may subscribe to will be determined based on factors such as their seniority, job level, work performance, overall contribution (past or expected), special achievements, and development potential. The total number of repurchased shares held by the Company and the maximum number of shares an individual employee can subscribe to will also be considered. The final number of shares each employee may subscribe to will be decided by the Board of Directors. The Board's decision is final and may not be delegated to the Chairman. The following approval procedures will be followed:

1. For executives or employees who also serve as directors: the compensation committee’s approval is required before presenting the decision to the Board of Directors.
2. For employees other than the above: the audit committee’s approval is required before presenting the decision to the Board of Directors.
3. For executives or employees of subsidiaries:
   (1)Employees who are also executives or directors of the Company must first obtain approval from the Company's compensation committee before presenting the decision to the Board of Directors.

(2)Employees who are not executives or directors of the Company must first obtain approval from the audit committee before presenting the decision to the Board of Directors.

4. For other employees of subsidiaries:

   (1)Employees who are also executives or directors of the Company must first obtain approval from the Company's compensation committee before presenting the decision to theBoard of Directors.

   (2)Employees who are not executives or directors of the Company must first obtain approval from the audit committee before presenting the decision to the Board of Directors.

   Employees who do not make their subscription payment by the deadline will be deemed to have waived their rights, and the remaining unsold shares may be handled by the Board of Directors in subsequent subscription operations or transferred to other employees. However, any change in the subscription person’s status must be approved by the audit or compensation committee before being presented to the Board of Directors.

Article 6: Procedure for Share Repurchase and Transfer to Employees

1. In accordance with the Board of Directors’ decision, the Company will announce and file for repurchase of shares within the execution period.
2. The Board of Directors will establish and announce the share subscription qualification base date, subscription quantity standards, payment periods, rights, and restrictions for employees.
3. The Company will tally the actual number of subscribed shares, and the shares will be transferred and registered.

Article 7: Agreed Transfer Price Per Share

The transfer price for the repurchased shares to employees will be the average repurchase price per share. If the number of issued common shares changes before the transfer, the transfer price will be adjusted according to the increase or decrease in the number of shares.

Transfer price adjustment formula:

Adjusted transfer price = Actual average repurchase price per share × (Total number of common shares at the completion of the buyback / Total number of common shares before the transfer to employees)

Article 8: Rights and Obligations After Transfer

After the transfer of the repurchased shares to employees and the registration of the transfer, unless otherwise stipulated, the rights and obligations of these shares will be the same as those of the original shares.

Article 9: Other Matters Regarding Company and Employee Rights and Obligations

Employees receiving the repurchased shares are still required to pay applicable taxes in accordance with the law before the share transfer can be registered.

Article 10: Miscellaneous

1. Any matters not covered by this policy will be handled in accordance with relevant regulations.
2. This policy becomes effective upon approval by the Board of Directors and may be amended by a Board resolution.
3. This policy must be reported to the shareholders’ meeting, and any amendments must also be reported.

VII. 2024 Parent Company Only Financial Statements

Independent Auditors' Report

The Board of Directors and Shareholders of Center Laboratories, Inc.

Opinion

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

In our opinion, based on our audits and the report of another auditor (please refer to the Other Matter paragraph), the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2024 and 2023, and its parent company only financial performance, and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the report of another auditor, 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, 2024. 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.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2024 are stated as follows:

Evaluation of financial instruments

Refer to Note 4(5) of the parent company only financial statements for the accounting policies. Refer to Note 5(5) of the parent company only financial statements for the significant accounting assumptions, judgments, and major sources of estimation uncertainty. Refer to Note 6(24) of the parent company only financial statements for the details on the fair value measurement of the financial instrument, the level, valuation technique, and inputs.

As of December 31, 2024, the amount of financial assets (liabilities) at fair value through profit or loss were material to the parent company only financial statements as a whole. Furthermore, the financial instruments are measured based on Level 3 inputs whose quoted prices are unobservable and relies on managerial judgment and assumptions. As a result, financial assets at fair value through profit or loss and the measurement is determined as a key audit matter. The main audit procedures we have performed in respect of the key audit matter stated above were as follows:

1. We selected appropriate samples from the details of the purchase of financial assets at fair value through profit or loss as of 2024, and examined original vouchers, bank statements, and investment appraisal reports thereof.
2. Confirmation letters stating the account balance of financial assets at fair value through profit and loss as of December 31, 2024 were issued to verify the existence of these accounts.
3. We obtained asset valuation report from independent expert outsourced by the Company to understand the evaluation model and parameters used in the measurement of the financial instruments and recalculated the fair value of selected samples of the financial instruments.

Assessment of investment accounted for using the equity method

Center Laboratories, Inc. currently focuses its operations on the "Industry Investment of the Biotechnology and Healthcare", and owns many invested companies in the fields of new drug development, medical devices, and the healthcare industries.

Since the assessment of investment accounted for using the equity method with material amounts involves relatively complex calculation and takes significant audit manpower, the assessment of investment accounted for using the equity method was identified as a key audit matter.

Refer to Note 4(7) of the parent company only financial statements for accounting policies. Refer to Note 6(6) of the parent company only financial statements for the disclosure of carrying amount of investment accounted for using the equity method. The audit procedures we have performed in respect of the key audit matter stated above were as follows:

1. We issued instruction referral letters to review invested companies' audited financial statements and recalculated the investment profit and loss and account balance of the invested companies based on shareholding ratio to confirm accuracy.
2. We sent confirmation letters to verify long-term equity investment information.

3. Where any deficiency occurred to an invested company, we took action to understand the main reason for the deficiency and inquired whether there is concern for continued operations and future countermeasures.

4. We reviewed reasonableness of the management staff's explanation on the assessment document of asset impairment.

5. We ascertained whether the invested company's operation still continues; if not, whether the ceased operation was properly adjusted or disclosed.

Other Matter

For the aforesaid invested companies accounted for using the equity method disclosed in the parent company only financial statements of 2024 and 2023, the financial statements of BioGend Therapeutics Co., Ltd., Lumosa Therapeutics Co., Ltd., Medeon Biodesign, Inc., TOT BIOPHARM International Compay Limited, A2 + Healthcare Venture Fund L.P., Fangyuan Growth SPC., ANYA Biopharm Holding Corp., Bioflag International Corporation, and Cytoengine Co., Ltd. were not audited by the Company's CPA. Those financial statements were audited by another auditor whose reports have been thereon furnished to us, and our opinions expressed herein, insofar as it relates to the amounts included in the financial statements, are based solely on the report of other auditor. The account balances of the above companies accounted for using the equity method as of December 31, 2024 and 2023 were NT$5,641,224 thousand and NT$4,998,474 thousand, accounting for 22.7% and 19.2% of the total assets, respectively; for the years ended December 31, 2024 and 2023, the share of profit (loss) from subsidiaries and associates under equity method amounted to NT$(430,587) thousand and NT$(548,242) thousand, respectively, accounting for (37.2)% and (50.8)% of net profit before tax, respectively.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and 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 remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024 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.

The engagement partners on the audits resulting in this independent auditors' report are Wei-Liang Tai and Chung-Hao Cheng.

Ful-Fill & Co., CPAs
Taipei, Taiwan
Republic of China
March 11, 2025

<u>Notice to Readers</u>

The accompanying parent company only financial statements are intended only to present the financial position, financial performance 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

Center Laboratories, Inc.

Parent Company Only Balance Sheets

As of December 31, 2024 and 2023

In Thousands of New Taiwan Dollars

Account Co.	Assets	Notes	2024.12.31 Amount	%	2023.12.31 Amount	%
11XX	Current assets					
1100	Cash and cash equivalents	6(1)	$ 1,184,234	5	$ 1,324,074	5
1110	Financial assets at fair value through profit or loss	4, 6(2)	231,206	1	902,798	4
1136	Financial assets at amortized cost	4, 6(3)	347,521	1	745,517	3
1150	Notes receivable, net		22,846	—	50,871	—
1170	Accounts receivable, net	4, 6(4)	145,427	—	152,173	1
130X	Inventories	4, 6(5)	158,385	1	112,168	—
1476	Other financial assets	8	1,178,939	5	1,127,858	4
1470	Other current assets	7	26,613	—	44,487	—
11XX	Total current assets		3,295,171	13	4,459,946	17
15XX	Non-current assets					
1510	Financial assets at fair value through profit or loss	4, 6(2), 8	8,038,792	32	8,223,419	31
1535	Financial assets at amortized cost	4, 6(3)	—	—	200,000	1
1550	Investments accounted for using the equity method	4, 6(6), 7, 8	12,289,576	50	11,949,117	46
1600	Property, plant and equipment	4, 6(7), 8	589,577	2	530,386	2
1755	Right-of-use assets	4, 6(8)	1,301	—	2,277	—
1760	Investment property	4, 6(9), 8	662,247	3	666,559	3
1780	Intangible assets	4	4,133	—	2,671	—
1920	Refundable deposits		6,348	—	7,187	—
1915	Prepayment for equipment	9	2,647	—	9,909	—
1975	Net defined benefit asset	4, 6(12)	13,524	—	7,133	—
15XX	Total non-current assets		21,608,145	87	21,598,658	83
1XXX	Total assets		$ 24,903,316	100	$ 26,058,604	100

Account Co.	Liabilities and Equity	Notes	2024.12.31 Amount	%	2023.12.31 Amount	%
21XX	Current liabilities					
2100	Short-term loans	6(10), 8	$ 900,000	4	$ —	—
2130	Contract liabilities	6(16)	97,291	—	107,097	—
2150	Notes payable		1,171	—	2,257	—
2170	Accounts payable		106,986	1	110,292	1
2200	Other payables	7	80,074	—	82,500	—
2230	Current tax liabilities		257,865	1	192,066	1
2320	Long-term liabilities current portion	6(10), 6(11), 8	2,584,704	10	842,000	3
2399	Other current liabilities	7	16,395	—	13,431	—
21XX	Total current liabilities		4,044,486	16	1,349,643	5
25XX	Non-current liabilities					
2500	Financial liabilities at fair value through profit or loss	4, 6(2)	46,158	—	72,220	—
2530	Bonds payable	6(11)	2,234,917	9	4,350,826	17
2540	Long-term loans	6(10), 8	370,000	2	—	—
2570	Deferred tax liabilities	4, 6(20)	148,741	1	419,478	2
2620	Long-term payables to related parties	7	—	—	101,593	—
2670	Other non-current liabilities	7	4,537	—	7,990	—
25XX	Total non-current liabilities		2,804,353	12	4,952,107	19
2XXX	Total liabilities		6,848,839	28	6,301,750	24
31XX	Equity	6(13)				
3110	Share capital		7,249,768	29	6,914,211	27
3200	Capital surplus		5,535,957	22	7,241,502	28
3300	Retained earnings					
3310	Legal capital reserve		1,267,810	5	1,267,810	5
3320	Special capital reserve		5,560,363	22	5,560,363	21
3350	Unappropriated earnings		(1,368,634)	(5)	(1,004,735)	(4)
3400	Other equity					
3410	Exchange differences arising on translation of foreign operations		(739)	—	(50,396)	—
3420	Unrealized gain (loss) on financial assets at fair value through other comprehensive income		19,603	—	74,820	—
3500	Treasury shares		(209,651)	(1)	(246,721)	(1)
3XXX	Total equity		18,054,477	72	19,756,854	76
1XXX	Total liabilities and equity		$ 24,903,316	100	$ 26,058,604	100

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

Center Laboratories, Inc.

Parent Company Only Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

In Thousands of New Taiwan Dollars, Except Earnings Per Share

Account Co.	Items	Notes	2024 Amount	2024 %	2023 Amount	2023 %
4000	Net revenue	4, 6(16)	$ 971,710	100	$ 950,529	100
5000	Cost of revenue	6(5)	462,403	48	448,904	47
5900	Gross profit		509,307	52	501,625	53
6000	Operating expenses	6(17), 7				
6100	Selling and marketing expenses		177,055	18	156,667	17
6200	General and administrative expenses		118,618	12	152,884	16
6300	Research and development expenses		28,801	3	32,281	3
6450	Expected credit losses (gains)		—	—	319	—
	Total operating expenses		324,474	33	342,151	36
6900	Income (loss) from operations		184,833	19	159,474	17
7000	Non-operating income and expenses					
7050	Finance costs	6(18), 7	(217,927)	(22)	(192,026)	(20)
7100	Interest income	7	91,692	10	69,378	7
7110	Rental income	7	40,434	4	38,539	4
7130	Dividend income		87,915	9	77,354	8
7190	Other income	6(18), 7	23,750	2	22,052	2
7225	Gain on disposal of investments		52,416	5	14,616	2
7230	Net foreign exchange gain (loss)		76,061	8	3,325	—
7235	Net loss on financial assets and liabilities at fair value through profit or loss		(771,502)	(79)	(162,703)	(17)
7590	Other gains and losses	6(18)	—	—	(78,815)	(8)
7070	Shares of profit or loss of subsidiaries and associates		(726,143)	(75)	(1,029,989)	(108)
	Total non-operating income and expenses		(1,343,304)	(138)	(1,238,269)	(130)
7900	(Loss) before income tax		(1,158,471)	(119)	(1,078,795)	(113)
7950	Income tax (expense) benefit	4, 6(20)	54,788	6	83,374	9
8200	Net (loss) income		(1,103,683)	(113)	(995,421)	(104)

(To be continued)

(Continued)

			2024		2023	
			Amount	%	Amount	%
8300	Other comprehensive income (loss)					
8310	Items that will not be reclassified subsequently to profit or loss	6(19)				
8311	Remeasurement of defined benefit obligation		3,782	–	(4,927)	(1)
8330	Share of other comprehensive income of subsidiaries and associates		(54,922)	(6)	37,041	4
8349	Income tax (expense) benefit related to items that will not be reclassified subsequently	6(20)	(756)	–	985	–
8310	Total components of other comprehensive income that will not be reclassified to profit or loss		(51,896)	(6)	33,099	3
8360	Items that may be reclassified subsequently to profit or loss	6(19)				
8361	Exchange differences arising on translation of foreign operations		55,290	6	(20,333)	(2)
8380	Share of other comprehensive income of subsidiaries and associates		5,684	–	7,504	1
8399	Income tax (expense) benefit related to items that may be reclassified subsequently	6(20)	(11,317)	(1)	2,397	–
8360	Total components of other comprehensive income that may be reclassified to profit or loss		49,657	5	(10,432)	(1)
8500	Total comprehensive income (loss)		$ (1,105,922)	(114)	$ (972,754)	(102)
	Earnings per share					
9750	Basic earnings per share	6(21)	$ (1.55)		$ (1.50)	
9850	Diluted earnings per share	6(21)	$ (1.55)		$ (1.50)	

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

Center Laboratories, Inc.

Parent Company Only Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

In Thousands of New Taiwan Dollars

		Capital surplus						Retained earnings			Other Equity				
Items	Share capital	Issued at premium	Difference between consideration and carrying amount of subsidiaries acquired or disposed	Changes in net equity of associates and joint ventures accounted for using the equity method	Stock options	Treasury shares	Others	Legal capital reserve	Special capital reserve	Unappropriated earnings	Exchange differences arising on translation of foreign operations	Unrealized gain (loss) on financial assets at fair value through other comprehensive income	Total	Treasury shares	Total equity
Balance as of January 1, 2023	$ 5,947,560	$ 3,772,429	$ 449,327	$ 1,067,615	$ 191,470	$ 71,993	$ 120	$ 1,258,420	$ 5,973,247	$ 522,307	$ (39,964)	$ 37,824	$ (2,140)	$ —	$ 19,252,348
Appropriation of earnings:															
Cash dividends	—	—	—	—	—	—	—	—	—	(594,756)	—	—	—	—	(594,756)
Stock dividends	594,756	(267,640)	—	—	—	—	—	—	—	(327,116)	—	—	—	—	—
Appropriations as special capital reserve	—	—	—	—	—	—	—	—	(412,884)	412,884	—	—	—	—	—
Appropriations as legal capital reserve	—	—	—	—	—	—	—	9,390	—	(9,390)	—	—	—	—	—
Conversion of convertible bonds	49,883	200,901	—	—	(50,494)	—	—	—	—	—	—	—	—	—	200,290
Convertible bonds	—	—	—	—	(1,178)	—	1,178	—	—	—	—	—	—	—	—
Other changes in capital surplus															
Due to recognition of equity component of convertible bond issue	—	—	—	—	660,540	—	—	—	—	—	—	—	—	—	660,540
Adjustments to share of changes in the equities of subsidiaries and associates	—	—	—	(20,689)	—	—	—	—	—	(9,346)	—	—	—	—	(30,035)
Exercise of reversionary rights	—	—	—	—	—	—	242	—	—	—	—	—	—	—	242
Issuance of new shares due to merger	322,012	1,160,854	—	—	—	—	—	—	—	—	—	—	—	—	1,482,866
Shares of the parent held by subsidiaries	—	—	—	—	—	4,834	—	—	—	—	—	—	—	(246,721)	(241,887)
Net income (loss) in 2023	—	—	—	—	—	—	—	—	—	(995,421)	—	—	—	—	(995,421)
Other comprehensive income in 2023	—	—	—	—	—	—	—	—	—	(3,897)	(10,432)	36,996	26,564	—	22,667
Balance as of December 31, 2023	$ 6,914,211	$ 4,866,544	$ 449,327	$ 1,046,926	$ 800,338	$ 76,827	$ 1,540	$ 1,267,810	$ 5,560,363	$ (1,004,735)	$ (50,396)	$ 74,820	$ 24,424	$ (246,721)	$ 19,756,854
Issuance of new shares (share exchange)	248,430	922,916	(449,327)	—	—	—	—	—	—	(262,401)	—	—	—	—	459,618
Capital surplus used to offset accumulated deficits	—	(1,004,735)	—	—	—	—	—	—	—	1,004,735	—	—	—	—	—
Cash dividends from capital surplus	—	(1,037,159)	—	—	—	—	—	—	—	—	—	—	—	—	(1,037,159)
Conversion of convertible bonds to issuance of new shares	87,127	306,578	—	—	(75,268)	—	—	—	—	—	—	—	—	—	318,437
Other changes in capital surplus															
Adjustments to share of changes in the equities of subsidiaries and associates	—	—	—	(381,050)	—	—	—	—	—	(5,871)	—	—	—	—	(386,921)
Recovery of unclaimed dividends from shareholders	—	—	—	—	—	—	69	—	—	—	—	—	—	—	69
Disposal of the parent company’s share by subsidiaries recognized as treasury share transactions	—	—	—	—	—	5,115	—	—	—	—	—	—	—	37,070	42,185
Adjustment of capital surplus distributed to subsidiary companies	—	—	—	—	—	6,513	—	—	—	—	—	—	—	—	6,513
Net income (loss) in 2024	—	—	—	—	—	—	—	—	—	(1,103,683)	—	—	—	—	(1,103,683)
Other comprehensive income in 2024	—	—	—	—	—	—	—	—	—	3,321	49,657	(55,217)	(5,560)	—	(2,239)
Share-based compensation	—	—	—	—	803	—	—	—	—	—	—	—	—	—	803
Balance as of December 31, 2024	$ 7,249,768	$ 4,054,144	$ —	$ 665,876	$ 725,873	$ 88,455	$ 1,609	$ 1,267,810	$ 5,560,363	$ (1,368,634)	$ (739)	$ 19,603	$ 18,864	$ (209,651)	$ 18,054,477

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

Center Laboratories, Inc.

Parent Company Only Statements of Cash Flows

For the years ended December 31, 2024 and 2023

	In Thousands of New Taiwan Dollars	
	2024	**2023**
Cash flows from operating activities:		
(Loss) before income tax	$ (1,158,471)	$ (1,078,795)
Adjustments for:		
The income or loss items which did not affect cash flows		
Depreciation expense	30,538	31,595
Amortization expense	1,644	1,098
Interest expense	217,927	192,026
Interest income	(91,692)	(69,378)
Dividend income	(87,915)	(77,354)
Expected credit losses (gains)	—	319
Loss on valuation of accounts payable	—	75,931
Share-based compensation	803	—
Realized foreign exchange gain	—	(24,899)
Shares of profit or loss of subsidiaries and associates	726,143	1,029,989
(Gain) loss on disposal of property, plant and equipment	(73)	2,395
Convertible bonds	—	488
Gain on disposal of investments	(52,416)	(14,616)
Net loss (gain) on financial assets and liabilities at fair value through profit or loss	771,502	162,703
Changes in operating assets and liabilities		
Decrease (increase) in notes receivable	28,025	(11,524)
Decrease (increase) in accounts receivable	6,746	(17,487)
(Increase) in inventories	(46,217)	(22,860)
Decrease (increase) in other current assets	15,213	(16,831)
(Increase) in net defined benefit asset	(2,609)	(2,336)
(Decrease) increase in contract liabilities	(9,806)	23,031
(Decrease) in notes payable	(1,086)	(3,398)
(Decrease) increase in accounts payable	(3,306)	15,392
(Decrease) increase in other payables	(378)	5,294
(Decrease) in other payables to related parties	—	(441,872)
Increase in other current liabilities	2,944	1,851
Cash generated from operations	347,516	(239,238)
Interest received	88,589	53,923
Interest paid	(80,930)	(64,813)
Income tax paid	(162,223)	(972,672)
Net cash provided by (used in) operating activities	192,952	(1,222,800)

(To be continued)

(Continued)

	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(863,005)	(1,116,432)
Proceeds from disposal of financial assets at fair value through profit or loss	925,382	1,404,166
Acquisition of investments accounted for using the equity method	(1,430,806)	(665,351)
Proceeds from capital reduction of investments accounted for using the equity method	673,686	1,276,848
Proceeds from disposal of investments accounted for using the equity method	79,154	—
Proceeds from redemption of (acquisition of) financial assets at amortized cost	397,996	(223,447)
Acquisition of property, plant and equipment	(87,182)	(21,539)
Proceeds from disposal of property, plant and equipment	150	—
Acquisition of intangible assets	(3,106)	(483)
Decrease (increase) in prepayment for equipment	7,262	(8,859)
Decrease (increase) in refundable deposits	839	(1,500)
(Increase) in other financial assets	(51,081)	(912,775)
Dividends received from subsidiaries and associates	8,357	40,980
Other dividends received	87,915	77,354
Net cash (used in) investing activities	(254,439)	(151,038)
Cash flows from financing activities:		
Increase (decrease) in bank loans	900,000	(310,000)
Proceeds from (repayment of) long-term loans	158,000	(447,000)
(Decrease) increase in guarantee deposits	(2,475)	1,377
Cash dividends	(1,037,159)	(594,756)
Recovery of unclaimed dividends from shareholders	69	—
Repayment of the principal portion of lease liabilities	(958)	(981)
(Decrease) in long-term payables to related parties	(95,830)	—
Proceeds from issuance of convertible bonds	—	3,270,583
Payments for transaction costs attributable to the issuance of convertible bonds	—	(4,929)
Convertible bonds	—	(11,535)
Exercise of reversionary rights	—	242
Net cash (used in) provided by financing activities	(78,353)	1,903,001
Net (decrease) increase in cash and cash equivalents	(139,840)	529,163
Cash and cash equivalents, beginning of year	1,324,074	794,911
Cash and cash equivalents, end of year	$ 1,184,234	$ 1,324,074

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

VIII. 2024 Consolidated Financial Statements

Independent Auditors' Report

The Board of Directors and Shareholders of Center Laboratories, Inc.

Opinion

We have audited the accompanying consolidated financial statements of Center Laboratories, Inc. and its subsidiaries (the "Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the report of another auditor (please refer to the Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for 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 Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the report of another auditor, 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, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2024 are stated as follows:

Assessment of investment accounted for using the equity method

Center Laboratories, Inc. currently focuses its operations on the “Industry Investment of the Biotechnology and Healthcare”, and owns many invested companies in the fields of new drug development, medical devices, and the healthcare industries.

Since the assessment of investment accounted for using the equity method with material amounts involves relatively complex calculation and takes significant audit manpower, the assessment of investment accounted for using the equity method was identified as a key audit matter.

Refer to Note 4(9) of the consolidated financial statements for accounting policies. Refer to Note 6(6) of the consolidated financial statements for the disclosure of carrying amount of investment accounted for using the equity method. The audit procedures we have performed in respect of the key audit matter stated above were as follows:

1. We issued instruction referral letters to review invested companies’ audited financial statements and recalculated the investment profit and loss and account balance of the invested companies based on shareholding ratio to confirm accuracy.
2. We sent confirmation letters to verify long-term equity investment information.
3. Where any deficiency occurred to an invested company, we took action to understand the main reason for the deficiency and inquired whether there is concern for continued operations and future countermeasures.
4. We reviewed reasonableness of the management staff’s explanation on the assessment document of asset impairment.
5. We ascertained whether the invested company’s operation still continues; if not, whether the ceased operation was properly adjusted or disclosed.

Evaluation of financial instruments

Refer to Note 4(7) of the consolidated financial statements for the accounting policies. Refer to Note 5(6) of the consolidated financial statements for the significant accounting assumptions, judgments, and major sources of estimation uncertainty. Refer to Note 6(27) of the consolidated financial statements for the details on the fair value measurement of the financial instrument, the level, valuation technique, and inputs.

As of December 31, 2024, the amount of financial assets (liabilities) at fair value through profit or loss were material to the consolidated financial statements as a whole. Furthermore, the financial instruments are measured based on Level 3 inputs whose quoted prices are unobservable and relies on managerial judgment and assumptions. As a result, financial assets at fair value through profit or loss and the measurement is determined as a key audit matter. The main audit procedures we have performed in respect of the key audit matter stated above were as follows:

1. We selected appropriate samples from the details of the purchase of financial assets at fair value through profit or loss as of 2024, and examined original vouchers, bank statements, and investment appraisal reports thereof.
2. Confirmation letters stating the account balance of financial assets at fair value through profit and loss as of December 31, 2024 were issued to verify the existence of these accounts.
3. We obtained asset valuation report from independent expert outsourced by the Group to understand the evaluation model and parameters used in the measurement of the financial instruments and recalculated the fair value of selected samples of the financial instruments.

Other Matter

For the aforesaid subsidiaries disclosed in the consolidated financial statements of 2024 and 2023, the consolidated financial statements of Bioflag International Corporation and its subsidiaries were not audited by the Group's CPA. Those financial statements were audited by another auditor whose reports have been thereon furnished to us, and our opinions expressed herein, insofar as it relates to the amounts for the aforesaid subsidiaries, are based solely on the report of other auditor. Total assets of the consolidated subsidiaries amounted to NT$2,024,523 thousand and NT$1,966,537 thousand, accounting for 7.9% and 7.3% of the consolidated total assets as of December 31, 2024 and 2023, respectively, and total operating revenues amounted to NT$646,159 thousand and NT$443,479 thousand, accounting for 39.9% and 31.8% of the consolidated total operating revenues for the years then ended, respectively.

For the aforesaid invested companies accounted for using the equity method, the financial statements of BioGend Therapeutics Co., Ltd., Lumosa Therapeutics Co., Ltd., Medeon Biodesign, Inc., Anya Biopharm Inc., TOT BIOPHARM International Company Limited, A2 + Healthcare Venture Fund L.P., Fangyuan Growth SPC., Cytoengine Co., Ltd. and A2+ Biotech Consulting Co., Ltd. were not audited by the Group's CPA. Those financial statements were audited by another auditor whose reports have been thereon furnished to us, and our opinions expressed herein, insofar as it relates to the amounts included in the financial statements, are based solely on the report of other auditor. The account balances of the above companies accounted for using the equity method as of December 31, 2024 and 2023 were NT$5,154,863 thousand and NT$5,120,233 thousand, accounting for 20.2% and 19.0% of the total assets, respectively; concurrently, the share of profit (loss) from associates under equity method amounted to NT$442,364 thousand and NT$549,923 thousand, respectively, accounting for 37.8% and 49.4% of net profit before tax, respectively.

We have also audited the parent company only financial statements of Center Laboratories, Inc. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion with other matter paragraph.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 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.

The engagement partners on the audits resulting in this independent auditors' report are Wei-Liang Tai and Chung-Hao Cheng.

Ful-Fill & Co., CPAs
Taipei, Taiwan
Republic of China
March 11, 2025

<u>Notice to Readers</u>

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

Center Laboratories, Inc. and Subsidiaries

Consolidated Balance Sheets

As of December 31, 2024, and 2023

In Thousands of New Taiwan Dollars

Account Co.	Assets	Notes	2024.12.31 Amount	%	2023.12.31 Amount	%
11XX	Current assets					
1100	Cash and cash equivalents	6(1)	$ 1,442,273	6	$ 1,704,592	6
1110	Financial assets at fair value through profit or loss	4, 6(2)	257,998	1	973,866	4
1136	Financial assets at amortized cost	4, 6(3)	350,009	1	745,517	3
1150	Notes receivable, net		24,106	—	53,991	—
1170	Accounts receivable, net	4, 6(4), 7	178,579	1	190,616	1
130X	Inventories	4, 6(5)	309,703	1	269,228	1
1476	Other financial assets	8	1,183,483	5	1,127,858	4
1470	Other current assets		35,356	—	55,668	—
11XX	Total current assets		3,781,507	15	5,121,336	19
15XX	Non-current assets					
1510	Financial assets at fair value through profit or loss	4, 6(2), 8	13,048,724	51	13,099,516	49
1550	Investments accounted for using the equity method	4, 6(6), 8	5,761,850	23	5,872,700	22
1600	Property, plant and equipment	4, 6(7), 8	1,415,920	5	1,344,772	5
1755	Right-of-use assets	4, 6(8)	17,080	—	26,280	—
1760	Investment property	4, 6(9)	662,247	3	666,559	2
1780	Intangible assets	4, 6(10)	780,347	3	825,839	3
1840	Deferred tax assets	4, 6(23)	32,505	—	11,216	—
1920	Refundable deposits		9,127	—	10,511	—
1915	Prepayments		13,959	—	16,294	—
1975	Net defined benefit asset	4, 6(14)	13,909	—	7,133	—
15XX	Total non-current assets		21,755,668	85	21,880,820	81
1XXX	Total assets		$ 25,537,175	100	$ 27,002,156	100

Account Co.	Liabilities and Equity	Notes	2024.12.31 Amount	%	2023.12.31 Amount	%
21XX	Current liabilities					
2100	Short-term loans	6(11), 8	$ 1,262,000	5	$ 330,000	1
2130	Contract liabilities	6(19)	159,246	1	113,666	—
2150	Notes payable		1,171	—	2,257	—
2170	Accounts payable		133,619	—	142,385	1
2200	Other payables	6(12)	155,935	1	160,396	1
2220	Other payables to related parties	7	32	—	661	—
2230	Current tax liabilities		277,325	1	211,336	1
2280	Lease liabilities	4, 6(8)	9,214	—	9,436	—
2320	Long-term liabilities current portion	6(11), 6(13)	2,595,827	10	852,892	3
2399	Other current liabilities	7	22,393	—	22,046	—
21XX	Total current liabilities		4,616,762	18	1,845,075	7
25XX	Non-current liabilities					
2500	Financial liabilities at fair value through profit or loss	4, 6(2)	46,158	—	72,220	—
2527	Contract liabilities	6(19)	4,841	—	—	—
2530	Bonds payable	4, 6(13)	2,234,917	9	4,350,826	16
2540	Long-term loans	6(11), 8	419,998	2	61,090	—
2570	Deferred tax liabilities	4, 6(23)	148,741	—	434,021	2
2580	Lease liabilities	4, 6(8)	8,173	—	17,133	—
2670	Other non-current liabilities	7	3,102	—	5,588	—
25XX	Total non-current liabilities		2,865,930	11	4,940,878	18
2XXX	Total liabilities		7,482,692	29	6,785,953	25
31XX	Equity attributable to shareholders of the parent	6(16)				
3110	Share capital		7,249,768	28	6,914,211	26
3200	Capital surplus		5,535,957	22	7,241,502	27
3300	Retained earnings					
3310	Legal capital reserve		1,267,810	5	1,267,810	5
3320	Special capital reserve		5,560,363	22	5,560,363	20
3350	Unappropriated earnings		(1,368,634)	(5)	(1,004,735)	(4)
3400	Other equity					
3410	Exchange differences arising on translation of foreign operations		(739)	—	(50,396)	—
3420	Unrealized gain (loss) on financial assets at fair value through other comprehensive income		19,603	—	74,820	—
3500	Treasury shares	6(16)	(209,651)	(1)	(246,721)	(1)
31XX	Total equity attributable to shareholders of the parent		18,054,477	71	19,756,854	73
36XX	Non-controlling interests	6(16)	6	—	459,349	2
3XXX	Total equity		18,054,483	71	20,216,203	75
1XXX	Total liabilities and equity		$ 25,537,175	100	$ 27,002,156	100

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

Center Laboratories, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024, and 2023

In Thousands of New Taiwan Dollars, Except Earnings Per Share

Account Co.	Items	Notes	2024 Amount	2024 %	2023 Amount	2023 %
4000	Net revenue	4, 6(19), 7	$ 1,617,869	100	$ 1,394,008	100
5000	Cost of revenue		868,916	54	775,914	56
5900	Gross profit		748,953	46	618,094	44
6000	Operating expenses	6(20), 7				
6100	Selling and marketing expenses		231,430	14	208,944	15
6200	General and administrative expenses		211,241	13	247,856	18
6300	Research and development expenses		71,959	4	82,757	6
6450	Expected credit losses (gains)		263	—	(18)	—
	Total operating expenses		514,893	31	539,539	39
6900	Income (loss) from operations		234,060	15	78,555	5
7000	Non-operating income and expenses					
7050	Finance costs	6(21), 7	(227,534)	(14)	(200,183)	(14)
7100	Interest income	7	87,104	5	66,757	5
7100	Dividend income		87,915	5	265,346	19
7190	Other income	6(21), 7	55,910	3	67,472	5
7225	Gain on disposal of investments		88,690	6	432,598	31
7230	Net foreign exchange gain (loss)		76,952	5	(1,396)	—
7590	Other gains and losses	6(21)	(92)	—	(78,830)	(6)
7060	Share of profit or loss of associates		(549,022)	(34)	(720,992)	(52)
7635	Net (loss) on financial assets and liabilities at fair value through profit or loss		(1,024,017)	(63)	(1,023,237)	(73)
	Total non-operating income and expenses		(1,404,094)	(87)	(1,192,465)	(85)
7900	(Loss) before income tax		(1,170,034)	(72)	(1,113,910)	(80)
7950	Income tax (expense) benefit	4, 6(23)	66,626	4	66,261	5
8200	Net (loss) income		(1,103,408)	(68)	(1,047,649)	(75)

(To be continued)

(Continued)

			2024		2023	
			Amount	%	Amount	%
8300	Other comprehensive income (loss)					
8310	Items that will not be reclassified subsequently to profit or loss:	6(22)				
8311	Remeasurement of defined benefit obligation		4,095	—	(4,920)	—
8320	Share of other comprehensive income of associates		(55,172)	(3)	37,037	2
8349	Income tax (expense) benefit related to items that will not be reclassified subsequently	6(23)	(819)	—	985	—
8310	Total components of other comprehensive income that will not be reclassified to profit or loss		(51,896)	(3)	33,102	2
8360	Items that may be reclassified subsequently to profit or loss:	6(22)				
8361	Exchange differences arising on translation of foreign operations		55,946	3	(14,818)	(1)
8370	Share of other comprehensive income of associates		5,374	—	1,804	—
8399	Income tax (expense) benefit related to items that may be reclassified subsequently	6(23)	(11,663)	—	2,582	—
8360	Total components of other comprehensive income that may be reclassified to profit or loss		49,657	3	(10,432)	(1)
8500	Total comprehensive income (loss)		$ (1,105,647)	(68)	$ (1,024,979)	(74)
8600	Net income (loss) attributable to:					
8610	Shareholders of the parent		$ (1,103,683)	(68)	$ (995,421)	(71)
8620	Non-controlling interests		$ 275	—	$ (52,228)	(4)
8700	Total comprehensive income attributable to:					
8710	Shareholders of the parent		$ (1,105,922)	(68)	$ (972,754)	(70)
8720	Non-controlling interests		$ 275	—	$ (52,225)	(4)
	Earnings per share					
9750	Basic earnings per share	6(24)	$ (1.55)		$ (1.50)	
9850	Diluted earnings per share	6(24)	$ (1.55)		$ (1.50)	

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

Center Laboratories, Inc. and Subsidiaries
Consolidated Statements of Changes in Equity
For the years ended December 31, 2024, and 2023

In Thousands of New Taiwan Dollars

	Equity attributable to shareholders of the parent																
		Capital surplus						Retained earnings			Other equity						
Items	Share capital	Issued at premium	Difference between consideration and carrying amount of subsidiaries acquired or disposed	Changes in net equity of associates and joint ventures accounted for using the equity method	Treasury shares	Others	Stock options	Legal capital reserve	Special capital reserve	Unappropriated earnings	Exchange differences arising on translation of foreign operations	Unrealized gain (loss) on financial assets at fair value through other comprehensive income	Total	Treasury shares	Total equity attributable to shareholders of the parent	Non-controlling interests	Total equity
Balance as of January 1, 2023	$ 5,947,560	$ 3,772,429	$ 449,327	$ 1,067,615	$ 71,993	$ 120	$ 191,470	$ 1,258,420	$ 5,973,247	$ 522,307	$ (39,964)	$ 37,824	$ (2,140)	$ –	$ 19,252,348	$ –	$ 19,252,348
Appropriation of earnings:																	
Cash dividends	–	–	–	–	–	–	–	–	–	(594,756)	–	–	–	–	(594,756)	–	(594,756)
Stock dividends	594,756	(267,640)	–	–	–	–	–	–	–	(327,116)	–	–	–	–	–	–	–
Appropriations as special capital reserve	–	–	–	–	–	–	–	–	(412,884)	412,884	–	–	–	–	–	–	–
Appropriations as legal capital reserve	–	–	–	–	–	–	–	9,390	–	(9,390)	–	–	–	–	–	–	–
Conversion of convertible bonds	49,883	200,901	–	–	–	–	(50,494)	–	–	–	–	–	–	–	200,290	–	200,290
Convertible bonds	–	–	–	–	–	1,178	(1,178)	–	–	–	–	–	–	–	–	–	–
Other changes in capital surplus																	
Due to recognition of equity component of convertible bond issue	–	–	–	–	–	–	660,540	–	–	–	–	–	–	–	660,540	–	660,540
Adjustments to share of changes in the equities of associates	–	–	–	(20,689)	–	–	–	–	–	(9,346)	–	–	–	–	(30,035)	–	(30,035)
Exercise of reversionary rights	–	–	–	–	–	242	–	–	–	–	–	–	–	–	242	–	242
Issuance of new shares due to merger	322,012	1,160,854	–	–	–	–	–	–	–	–	–	–	–	–	1,482,866	–	1,482,866
Shares of the parent held by subsidiaries	–	–	–	–	4,834	–	–	–	–	–	–	–	–	(246,721)	(241,887)	–	(241,887)
Net income (loss) in 2023	–	–	–	–	–	–	–	–	–	(995,421)	–	–	–	–	(995,421)	(52,228)	(1,047,649)
Other comprehensive income in 2023	–	–	–	–	–	–	–	–	–	(3,897)	(10,432)	36,996	26,564	–	22,667	3	22,670
Increase in non-controlling interests in subsidiary acquisitions	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	511,574	511,574
Balance as of December 31, 2023	$ 6,914,211	$ 4,866,544	$ 449,327	$ 1,046,926	$ 76,827	$ 1,540	$ 800,338	$ 1,267,810	$ 5,560,363	$ (1,004,735)	$ (50,396)	$ 74,820	$ 24,424	$ (246,721)	$ 19,756,854	$ 459,349	$ 20,216,203
Issuance of new shares (share exchange)	248,430	922,916	(449,327)	–	–	–	–	–	–	(262,401)	–	–	–	–	459,618	(459,618)	–
Capital surplus used to offset accumulated deficits	–	(1,004,735)	–	–	–	–	–	–	–	1,004,735	–	–	–	–	–	–	–
Cash dividends from capital surplus	–	(1,037,159)	–	–	–	–	–	–	–	–	–	–	–	–	(1,037,159)	–	(1,037,159)
Conversion of convertible bonds to issuance of new shares	87,127	306,578	–	–	–	–	(75,268)	–	–	–	–	–	–	–	318,437	–	318,437
Other changes in capital surplus																	
Adjustments to share of changes in the equities of associates	–	–	–	(381,050)	–	–	–	–	–	(5,871)	–	–	–	–	(386,921)	–	(386,921)
Recovery of unclaimed dividends from shareholders	–	–	–	–	–	69	–	–	–	–	–	–	–	–	69	–	69
Disposal of the parent company's share by subsidiaries recognized as treasury share transactions	–	–	–	–	5,115	–	–	–	–	–	–	–	–	37,070	42,185	–	42,185
Adjustment of capital surplus distributed to subsidiary companies	–	–	–	–	6,513	–	–	–	–	–	–	–	–	–	6,513	–	6,513
Net income (loss) in 2024	–	–	–	–	–	–	–	–	–	(1,103,683)	–	–	–	–	(1,103,683)	275	(1,103,408)
Other comprehensive income in 2024	–	–	–	–	–	–	–	–	–	3,321	49,657	(55,217)	(5,560)	–	(2,239)	–	(2,239)
Share-based compensation	–	–	–	–	–	–	803	–	–	–	–	–	–	–	803	–	803
Balance as of December 31, 2024	$ 7,249,768	$ 4,054,144	$ –	$ 665,876	$ 88,455	$ 1,609	$ 725,873	$ 1,267,810	$ 5,560,363	$ (1,368,634)	$ (739)	$ 19,603	$ 18,864	$ (209,651)	$ 18,054,477	$ 6	$ 18,054,483

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

Center Laboratories, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2024, and 2023

	In Thousands of New Taiwan Dollars	
	2024	**2023**
Cash flows from operating activities:		
(Loss) before income tax	$ (1,170,034)	$ (1,113,910)
Adjustments for:		
The income or loss items which did not affect cash flows		
Depreciation expense	111,259	99,533
Amortization expense	49,812	48,403
Unrealized foreign exchange gain	—	(24,898)
Net loss on financial assets and liabilities at fair value through profit or loss	1,024,017	1,023,237
Expected credit losses (gains)	263	(18)
Share-based compensation	803	—
Convertible bonds	—	488
Loss on valuation of accounts payable	—	75,931
Interest expense	227,534	200,183
Interest income	(87,104)	(66,757)
Dividend income	(87,915)	(265,346)
Share of profit or loss of associates	549,022	720,992
(Gain) loss on disposal of property, plant and equipment	(24)	2,383
(Gain) loss on disposal of investments	(88,690)	(432,598)
Changes in operating assets and liabilities		
Decrease (increase) in notes receivable	29,901	(11,205)
Decrease in accounts receivable	11,758	196,966
(Increase) in inventories	(40,475)	(51,519)
Decrease in other current assets	25,438	4,193
Increase in defined benefit asset	(2,693)	(2,330)
Increase in contract liabilities	50,421	24,117
(Decrease) in notes payable	(1,086)	(3,398)
(Decrease) increase in accounts payable	(8,766)	31,200
Increase in other payables	2,411	10,172
(Decrease) in other payables to related parties	(629)	(441,872)
Increase in other current liabilities	347	810
Cash generated from operations	595,570	24,757
Interest received	91,355	59,301
Interest paid	(84,774)	(74,407)
Income tax paid	(186,436)	(973,089)
Net cash provided by (used in) operating activities	415,715	(963,438)

(To be continued)

(Continued)

	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(1,556,134)	(1,614,256)
Proceeds from disposal of financial assets at fair value through profit or loss	1,278,292	1,873,836
Proceeds from redemption of (acquisition of) financial assets at amortized cost	395,508	(223,447)
Acquisition of investments accounted for using the equity method	(859,839)	(167,533)
Proceeds from disposal of investments accounted for using the equity method	120,340	305,539
Acquisition of property, plant and equipment	(176,506)	(154,604)
Proceeds from disposal of property, plant and equipment	150	28
Acquisition of intangible assets	(4,320)	(2,555)
Decrease (increase) in prepayment for equipment	2,335	(14,795)
Decrease (increase) in refundable deposits	1,384	(1,665)
(Increase) in other financial assets	(55,625)	(912,775)
Dividends received	96,900	355,622
Net cash flows from subsidiaries	—	427,598
Net cash (used in) investing activities	(757,515)	(129,007)
Cash flows from financing activities:		
Cash dividends	(1,030,646)	(589,922)
Increase (decrease) in short-term loans	932,000	(280,000)
Proceeds from (repayment of) long-term loans	147,139	(375,018)
(Decrease) increase in guarantee deposits	(2,474)	188
Repayment of the principal portion of lease liabilities	(9,182)	(9,094)
Recovery of unclaimed dividends from shareholders	69	—
Payment for disposal of treasury stock	42,185	—
Exercise of reversionary rights	—	242
Proceeds from issuance of convertible bonds	—	3,270,583
Payments for transaction costs attributable to the issuance of convertible bonds	—	(4,929)
Convertible bonds	—	(11,535)
Net cash provided by financing activities	79,091	2,000,515
Effect of exchange rate changes on cash and cash equivalents	390	(216)
Net (decrease) increase in cash and cash equivalents	(262,319)	907,854
Cash and cash equivalents, beginning of year	1,704,592	796,738
Cash and cash equivalents, end of year	$ 1,442,273	$ 1,704,592

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

IX. 2024 Statement of Loss Offset and Earnings Distribution

Center Laboratories, Inc.

Statement of Loss Offset and Earnings Distribution

2024

Unit: NT$

Item	Amount
Unappropriated earnings, at period beginning	**0**
Less: Net Loss After Tax for 2024	(1,103,683,529)
Less: Changes in the equity of subsidiaries, affiliates and joint ventures accounted for under the equity method	(5,870,100)
Add: Shares of other comprehensive income of subsidiaries, associates and joint ventures accounted for under the equity method	295,110
Add: Remeasurement of defined benefit plans	3 ,025,686
Less: Impact of equity transactions with non-controlling interests	(262,401,707)
Accumulated deficit to be offset	**(1,368,634,540)**
Add: Legal reserve used to offset deficit	1,267,809,920
Add: Reversal of special reserve (equity changes)	568,058,220
Less: Provision for special reserve (per FSC Letter No. 1090150022)	(10,015,894)
Distributable earnings	**457,217,706**
Distribution items:	
Stock dividends (NT$0.5 per share)	(362,488,420)
Unappropriated earnings at period end	**94,729,286**

Chairman:	President:	Chief Accounting Officer:
Wang, Su-Chi	Hsu, Jui-Pao	Mao, An-Ni

X. Proposal for the Change of the Capital Utilization Plan for the Sixth Domestic Secured Convertible Corporate Bonds and the Seventh Domestic Unsecured Convertible Corporate Bonds

(I) The fundraising plan before and after the change

(1) The original plan:

Unit: NT$ thousand

Plan items	Estimated date of completion	Total amount of funding required	Estimated progress of capital utilization plan			
			2023			
			Q1	Q2	Q3	Q4
Repayment of bank loans—Taiwan Cooperative Bank (syndicated loan)	2023 Q2	1,232,783	-	1,232,783	-	-
Repayment of principal and interest compensation for CB4 and CB5 due to the exercise of put options	2023 Q3	2,037,800	-	-	2,037,800	-
Total		3,270,583	-	1,232,783	2,037,800	-

(2) After the change:

Unit: NT$ thousand

Plan items	**Original plan** amount (A)	Actual used amount as of April 30, 2025 (B)	Increase (decrease) amount (C)	**Available amount after the change (A)-(B)+(C)**	Estimated progress of capital utilization plan **after the change**		
					2025 Q1	2025 Q2	2025 Q3
Repayment of bank loan — Taiwan Cooperative Bank (syndicated loan)	**1,232,783**	(1,232,783)	-	**-**	-	-	-
Repayment of principal and interest compensation for CB4 and CB5 due to the exercise of put options	**2,037,800**	(11,535)	(2,026,265)	**-**	-	-	-
Repayment of principal upon maturity of CB4 and CB5(New)	-	-	1,988,700	**1,988,700**	-	-	1,988,700
Repayment of bank loan - Mega Bank (New)	-	-	37,565	**37,565**	-	37,565	-
Total	**3,270,583**	(1,244,318)	-	**2,026,265**	-	37,565	1,988,700

In 2022, the Company issued the sixth guaranteed convertible corporate bonds and the seventh unsecured convertible corporate bonds in the domestic market, raising a total of NT$3,270,583 thousand. The funds raised are planned to be used for repaying bank loans amounting to NT$1,232,783 thousand and for compensating the principal and interest of the put option execution for the fourth guaranteed convertible corporate bonds (hereinafter referred to as CB4) and the fifth guaranteed convertible corporate bonds (hereinafter referred to as CB5), totaling NT$2,037,800 thousand. As of the end of the third quarter of 2024, the total amount disbursed for the project is NT$1,244,318 thousand, with a remaining balance of NT$2,026,265 thousand yet to be executed.

The Company originally planned to repay the principal and interest compensation of NT$2,037,800 thousand for the execution of the put options for CB4 and CB5 in the third quarter of 2023. However, the actual amount executed was NT$11,535 thousand In light of the efficiency of working capital utilization, the Company intends to revise its plan to repay NT$1,988,700 thousand for the maturity of CB4 and CB5 in the third quarter of 2025, as well as to repay bank loans of NT$37,565 thousand in the second quarter of 2025.

(II) Reasonableness and necessity for the change

1. <u>Repayment of the principal of the domestic fourth guaranteed convertible bonds (hereinafter referred to as CB4) and the domestic fifth guaranteed convertible bonds (hereinafter referred to as CB5) upon maturity</u>

The Company originally planned to repay the principal and interest compensation of NT$2,037,800 thousand to the creditors exercising the put option for CB4 and CB5 in the third quarter of 2023. However, the actual amount executed in the third quarter of 2023 was NT$11,535 thousand. The progress of this project is relatively low, mainly due to the impact of the Russo-Ukrainian war and high inflation on the global stock markets during 2022, which led to a significant market downturn. The prices of the CB4 and CB5 issued by the Company have also fallen as a result, and the conversion price of the bonds is higher than the share price. As a result, bondholders are expected to exercise their call options when the bonds reach their three-year maturity (September 2023) However, the global capital markets gradually recovered in 2023, causing both the Company's stock price and bond prices to rise. On the put option base date in September 2023, the prices of CB4 and CB5 were $103.7 and $104.5, respectively, while the redemption price plus interest compensation for CB4 and CB5 was 100.75% and 102.27%, respectively. Since the bond market price exceeded the redemption price plus interest compensation, this affected the bondholders' willingness to exercise the put option. Therefore, in the third quarter of 2023, only 14 and 99 units of CB4 and CB5 were repurchased, respectively. The actual executed amount in the third quarter of 2023 was only NT$11,535 thousand and the remaining NT$2,026,265 thousand has yet to be executed.

Recently, the domestic stock market has experienced a decline due to uncertainties such as the

Trump tariff policies and inflationary pressures. The conversion prices for CB4 and CB5 have consistently remained above market prices, making conversion unfeasible. It is anticipated that when CB4 and CB5 mature in September 2025, a total of 19,887 units will require the Company to have funds available for repayment. In light of the efficiency of fund utilization, it is proposed to amend the original plan regarding the repayment of the principal and interest compensation for the put options of CB4 and CB5, which have not yet been executed, amounting to NT$2,026,265 thousand. The amendment will allocate NT$1,988,700 thousand for the repayment of the principal of CB4 and CB5 upon maturity; the remaining NT$37,565 thousand will be redirected to repay bank loans. This change is reasonable and necessary in order to reduce interest expenses and alleviate the Company's financial burden.

2. **Repayment of Bank Loans**

As previously mentioned, the Company, based on the efficiency of fund usage and in consideration of maintaining a good relationship with its partner banks, as well as reducing interest burden on bank loans, lowering dependency on financial institutions, increasing flexibility in fund management, and reducing operational risks, proposes to revise the plan by reallocating the previously unexecuted amount of NT$37,565 thousand to repay bank loans. This change is reasonable and necessary.

(III) The expected benefits and its progress after the change:

1. **Repayment of principal for CB4 and CB5 upon maturity**

The Company's original plan to use funds for the principal and interest compensation related to the put options of CB4 and CB5 has been revised to instead repay the principal at maturity of CB4 and CB5 in the amount of NT$1,988,700 thousand. Based on the Company's current average interest rate for long-term borrowings of 3.118%, it is estimated that this change will save approximately NT$15,502 thousand in interest expenses in 2025, and approximately NT$62,008 thousand annually thereafter. This revision not only mitigates the risk of increased interest expenses due to potential future interest rate hikes, but also eases short-term debt repayment pressure, reduces reliance on bank credit lines, and preserves flexibility in capital utilization. It is expected to enhance the Company's cash flow agility, improve its ability to respond to changing business conditions, and lower overall financial risk.

2. **Repayment of Bank Loans**

Unit: NT$ thousand

Item	Borrowing institution	Interest rate (%)	Estimated Repayment Amount	Interest expenditure saved in 2025	Annual interest savings from 2026 onward
Revised Project Item	Mega International Commercial Bank	2.476%	37,565	465	930

The funds raised here are used to repay bank borrowings at the above table. Based on the above borrowing interest rates, it is reasonably expected that interest expenses can be reduced after the change of the plan and the financial burden can be lowered.

(IV) Difference from Originally Anticipated Benefits

The Company originally planned to repay the principal and interest compensation for the execution of the put options for CB4 and CB5, totaling NT$2,037,800 thousand. The anticipated benefit, calculated at an average borrowing rate of 2.295%, was expected to save approximately NT$11,692 thousand in interest expenses for the fiscal year 2023. Subsequently, it is projected that annual interest savings would be approximately NT$46,767 thousand. The expected benefits of this plan adjustment are as follows: (1) Repayment of the principal for CB4 and CB5 upon maturity–Based on the current average long-term borrowing interest rate of the Company at 3.118%, it is estimated that interest expenses can be reduced by approximately NT$15,502 thousand in 2025, with an expected annual savings of approximately NT$62,008 thousand thereafter. (2) Repayment of Bank Loans: Based on the estimated loan interest rate of 2.476% that the Company intends to repay, it is projected that in the year 2025 and in subsequent years, interest expenses will be approximately reduced by NT$465 thousand and NT$930 thousand, respectively.

XI. Evaluation Opinions of Securities Underwriter

Center Laboratories, Inc.

The 6th Domestic Secured Convertible Corporate Bonds and

the 7th Domestic Unsecured Convertible Corporate Bonds Issued in 2022 Amendment Plan

Evaluation Opinion by the Lead Underwriter

Lead Underwriter : MasterLink Securities Corporation

May 12, 2025

(I) Revised Project Item

Unit: NT$ thousand

Item	Plan items	Original plan amount (A)	Actual used amount as of April 30, 2025 (B)	Increase (decrease) amount (C)	Available amount after the change (A)-(B)+(C)	Estimated progress of capital utilization plan after the change		
						2025 Q1	2025 Q2	2025 Q3
1	Repayment of bank loan — Taiwan Cooperative Bank (syndicated loan)	1,232,783	(1,232,783)	-	-	-	-	-
2	Repayment of principal and interest compensation for CB4 and CB5 due to the exercise of put options	2,037,800	(11,535)	(2,026,265)	-	-	-	-
3	Repayment of principal upon maturity of CB4 and CB5(New)	-	-	1,988,700	1,988,700	-	-	1,988,700
4	Repayment of bank loan - Mega Bank (New)	-	-	37,565	37,565	-	37,565	-
Total		3,270,583	(1,244,318)	-	2,026,265	-	37,565	1,988,700

Data source: Provided by Center Laboratories

In 2022, Center Laboratories issued the sixth guaranteed convertible corporate bonds and the seventh unsecured convertible corporate bonds in the domestic market, raising a total of NT$3,270,583 thousand. The funds raised are planned to be used for repaying bank loans amounting to NT$1,232,783 thousand and for compensating the principal and interest of the put option execution for the fourth guaranteed convertible corporate bonds and the fifth guaranteed convertible corporate bonds, totaling NT$2,037,800 thousand. As of the end of the third quarter of 2024, the total amount disbursed for the project is NT$1,244,318 thousand with a remaining balance of NT$2,026,265 thousand yet to be executed.

Center Laboratories originally planned to repay NT$2,037,800 thousand in principal and interest compensation related to the exercise of put options for the fourth and fifth Domestic Secured Convertible Corporate Bonds in the third quarter of 2023. However, the actual amount executed was only NT$11,535 thousand. Due to operational needs, Center Laboratories proposes to amend the plan to repay NT$1,988,700 thousand in principal at maturity for the fourth and fifth Domestic

Secured Convertible Corporate Bonds in the third quarter of 2025, and to repay NT$37,565 thousand in bank loans in the second quarter of 2025.

(II) Reasonableness and necessity for the change

1. Repayment of the principal of the domestic fourth guaranteed convertible bonds (hereinafter referred to as CB4 bonds) and the domestic fifth guaranteed convertible bonds (hereinafter referred to as CB5 bonds) upon maturity

Center Laboratories originally planned to repay the principal and interest compensation of NT$2,037,800 thousand to the creditors exercising the put option for CB4 and CB5 bonds in the third quarter of 2023. However, the actual amount executed in the third quarter of 2023 was NT$11,535 thousand. The progress of this project is relatively low, mainly due to the impact of the Russo-Ukrainian war and high inflation on the global stock markets during 2022, which led to a significant market downturn. The prices of the CB4 and CB5 bonds issued by the Company have also fallen as a result, and the conversion price of the bonds is higher than the share price. As a result, bondholders are expected to exercise their call options when the bonds reach their three-year maturity (September 2023) However, in 2023, global capital markets gradually rebounded, and the Company's stock price and bond prices also increased. In September 2023, the repurchase prices of CB4 and CB5 bonds on the put option base date were NT$103.7 and NT$104.5, respectively. The repurchase face values, including interest compensation, were 100.75% and 102.27% for CB4 and CB5 bonds, respectively. Since the market prices of these bonds were higher than the repurchase face values plus interest compensation, in the third quarter of 2023, bondholders repurchased only 14 and 99 bonds of CB4 and CB5, respectively. As a result, the actual amount executed in the third quarter of 2023 was only NT$11,535 thousand and the remaining NT$2,026,265 thousand has yet to be executed. The execution progress of this plan was slower than expected.

Due to the exercise period for the put option of the CB4 and CB5 bonds being September 2023, and the aforementioned bonds maturing in the third quarter of 2025, the Company has decided to modify the original plan regarding the principal and interest compensation of NT$2,026,265 thousand for the CB4 and CB5 bonds. The revised plan will allocate NT$1,988,700 thousand for the repayment of the CB4 and CB5 bonds at maturity, as well as NT$37,565 thousand for the repayment of bank loans. This adjustment has been assessed for its reasonableness and necessity.

2. Repayment of Bank Loans

As previously mentioned, Center Laboratories, based on the efficiency of fund usage and in consideration of maintaining a good relationship with its partner banks, as well as reducing interest burden on bank loans, lowering dependency on financial institutions, increasing flexibility in fund management, and reducing operational risks, proposes to revise the plan by reallocating the previously unexecuted amount of NT$37,565 thousand to repay bank loan of NT$37,565 thousand. This change is reasonable and necessary.

(III) The reasonableness of the expected benefits and its progress after the change:

1. Repayment of principal for CB4 and CB5 bonds upon maturity

Center Laboratories' original plan to use funds for the principal and interest compensation related to the put options of CB4 and CB5 bonds has been revised to instead repay the principal at maturity of CB4 and CB5 bonds in the amount of NT$1,988,700 thousand. Based on the Company's current average interest rate for long-term borrowings of 3.118%, it is estimated that this change will save approximately NT$15,502 thousand in interest expenses in 2025, and approximately NT$62,008 thousand annually thereafter. This revision not only mitigates the risk of increased interest expenses due to potential future interest rate hikes, but also eases short-term debt repayment pressure, reduces reliance on bank credit lines, and preserves flexibility in capital utilization. It is expected to enhance the Company's cash flow agility, improve its ability to respond to changing business conditions, and lower overall financial risk. Therefore, the benefits of reduced interest expenses and a lighter financial burden from this plan revision are deemed reasonable.

2. Repayment of Bank Loans

Unit: NT$ thousand

Item	Borrowing institution	Interest rate (%)	Estimated Repayment Amount	Interest expenditure saved in 2025	Annual interest savings from 2026 onward
Revised Project Item	Mega International Commercial Bank	2.476%	37,565	465	930

Data source: Provided by Center Laboratories

The funds raised here are used to repay bank borrowings in the above table. Based on the above borrowing interest rates, it is reasonably expected that interest expenses can be reduced after the change of the plan and the financial burden can be lowered.

(IV) Impact of the Proposed Plan Amendment on Shareholders' Equity

Center Laboratories' fundraising plan amendment primarily concerns the execution progress of the principal and interest compensation plan for the repurchase rights of CB4 and CB5 bonds, which has been relatively low. However, the aforementioned bonds are still scheduled to mature in the third quarter of 2025. Therefore, in consideration of the efficiency of capital utilization, the Company plans to modify the plan to repay the principal of CB4 and CB5 bonds amounting to NT$1,988,700 thousand, as well as repay bank loans totaling NT$37,565 thousand. This adjustment aims to reduce the interest burden from bank loans, decrease dependency on financial institutions, and increase the Company's flexibility in capital allocation, thereby enhancing the Company's ability to respond to industry risks without adversely affecting shareholder equity.

(V) Evaluation Opinions of Securities Underwriter on This Plan Amendment

Based on the evaluation, the primary reason for Center Laboratories Inc.'s amendment to its fundraising plan is the slower-than-expected progress in executing the original plan to repay the principal and interest compensation related to the put options of CB4 and CB5 bonds. However, as the aforementioned bonds are still scheduled to mature and be repaid in the third quarter of 2025, the Company, in consideration of capital utilization efficiency, intends to revise the plan to allocate the funds toward the repayment of CB4 and CB5 bond principal at maturity and the repayment of bank loans. This adjustment is expected to reduce interest expenses, lower reliance on financial institutions, and increase the Company’s flexibility in capital allocation, thereby enhancing its ability to respond to industry risks. The amendment is not expected to have any adverse impact on shareholders’ equity. Upon reviewing the reasons for the Company’s proposed plan amendment, the anticipated implementation schedule of the revised plan, and the methods used for evaluating its effectiveness, no material irregularities were identified.

XII. Comparison Table of the Company's Articles of Incorporation Before and After Amendment

Center Laboratories, Inc.

Comparison Table of the Company's Articles of Incorporation Before and After Amendment

No.	Original Provisions	Revised Provisions	Description
Article 7:	The total capital of the Company is NT$10 billion, divided into 1 billion shares for a value of NT$10 per share, of which 3 million shares are reserved for employee share options. The Board of Directors is authorized to issue in several tranches.	The total capital of the Company is NT$10 billion, divided into 1 billion shares for a value of NT$10 per share, of which 50million shares are reserved for employee share options. The Board of Directors is authorized to issue in several tranches.	Amendment made for actual needs.
Article 7-1:	(Newly added)	The Company issues employee stock options, issues restricted employee rights shares, repurchases treasury shares for transfer to employees, and retains shares for employee subscription when issuing new shares, with the recipients of such transfers or grants potentially including employees of controlled or subordinate companies that meet certain conditions, the specifics of which are to be determined by the Board of Directors.	Addition made for actual needs.
Article 23:	The Company may have one President, several vice presidents and managerial personnel. Appointment and discharge and the remuneration of the managerial personnel shall be decided in accordance with Article 29 of the Company Act.	The Company may appoint a number of managers, and their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.	Amendment made for actual needs.
Article 25:	If the Company makes profits for the fiscal year, the profits shall be appropriated for the remuneration to directors at an amount no more than 2% of the profit, and for employees at an amount between 0.1%–10% of the profit. If the Company has cumulative loss, the amount to make up the loss shall be withheld beforehand, and then the remuneration is distributed in accordance with the previous proportions. The qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements or	If the Company makes profits for the fiscal year, the profits shall be appropriated for the remuneration to directors at an amount no more than 2% of the profit, and for employees at an amount between 0.1%–10% of the profit. If the Company has cumulative loss, the amount to make up the loss shall be withheld beforehand, and then the remuneration is distributed in accordance with the previous proportions. In the amount of employee compensation mentioned in the previous item, no less than 10% should be allocated to frontline employees.	Amendments made in accordance with laws and regulations and actual needs.

No.	Original Provisions	Revised Provisions	Description
	under control for the distribution of the aforesaid dividend and bonus of employee compensation shall be approved by the Board of Directors through resolution.	The qualification requirements of employees, which <u>may</u> include the employees of parents or subsidiaries of the Company meeting certain specific requirements or under control for the distribution of the aforesaid dividend and bonus of employee compensation shall be approved by the Board of Directors through resolution.	
Article 28:	These Articles were formulated on October 1, 1959. …………………………………………… The thirtieth amendment was made on June 26, 2018. The thirty-first amendment was made on June 24, 2019. The thirty-second amendment was made on July 1, 2021. The thirty-third amendment was made on May 20, 2022. The thirty-fourth amendment was made on June 20, 2023.	These Articles were formulated on October 1, 1959. …………………………………………… The thirtieth amendment was made on June 26, 2018. The thirty-first amendment was made on June 24, 2019. The thirty-second amendment was made on July 1, 2021. The thirty-third amendment was made on May 20, 2022. The thirty-fourth amendment was made on June 20, 2023. <u>The thirty-fifth amendment was made on June 26, 2025.</u>	Date of Amendment added.

XIII. List of Candidates for Directors (Including Independent Directors)

List of Candidates for Directors (Including Independent Directors)

Job Title & Category	Name	Number of Shares Held	Education and Work Experience	Major Current Jobs	Reasons for Nominating the Independent Director for Three Consecutive Terms
Director	Jason Technology Co., Ltd.	25,423,365	(Education)N/A (Experience) • Corporate director, BioEngine Technology Development Inc.	• Legal representative chairman, Center Laboratories, Inc. • Director, Mycenax Biotech Inc.	N/A
	Representative: Wang, Su-Chi	1,295,384	(Education) • Department of Business Administration, Chinese Culture University (Experience) • Finance and Accounting Department Director, Center Laboratories, Inc.	• Chairman, Chief Investment Officer, Chief Operations Officer of Center Laboratories, Inc. • Legal Representative Chairman, Lumosa Therapeutics Co., Ltd • Legal Representative Director, BioGend Therapeutics Co., Ltd. • Legal Representative Director, Ever Fortune. AI Co., Ltd. • Legal Representative Director, Anya Biopharm Inc. • Legal Representative Director, BioEngine Technology Development Inc. • Legal Representative Director, Ausnutria Dairy (Taiwan) Nutrition & Health Sciences Corporation • Legal Representative Director, Youluck International Inc. • Director, Bioflag Co., Ltd. (BVI) • Legal Representative Director, Glac Biotech Co., Ltd. • Director, Bioflag (Huaian) Co., Ltd. • Director, Bioflag (Anhui) Co., Ltd. (Suzhou) • Director, Jacobio Pharmaceuticals Co., Ltd. • Director, BioEngine Development I Limited (HK) • Director, Centerlab Investment Holding Limited	N/A

Job Title & Category	Name	Number of Shares Held	Education and Work Experience	Major Current Jobs	Reasons for Nominating the Independent Director for Three Consecutive Terms
				(HK) • Director, Center Laboratories Limited (HK) • Director, Center Biotherapeutics Inc. (BVI) • Director, Center Venture Holding I Limited (HK) • Director, Center Venture Holding II Limited (HK) • Director, Center Venture Holding III Limited (Samoa) • Director, USD Fund, Fangyuan Growth SPC-PCJ Healthcare Fund SP • Director, PCJ Capital Management Limited • Director, Shengxin Investment Consulting Co., Ltd. • Chairman, Youde Investment Consulting Co., Ltd. • Chairman, YuShin Investment Consulting Inc.	
Director	Tsai, Chang-Hai	0	(Education) • MD-PhD, Teikyo University, Japan • MD, China Medical University, Taiwan (Experience) • National Policy Advisor to the President, Office of the President of the Republic of China (Taiwan) • Director, Board of Directors of the National Health Research Institutes • Chairman, China Medical University Hospital, Taiwan • Vice President, China Medical University, Taiwan • Chief Resident Doctor, Chang-	• Director, Center Laboratories, Inc. • Chairman, China Medical University Hospital System, Taiwan • Founder and Chairman, Asia University, Taiwan • Founder and Chairman, Asia University Hospital, Taiwan • Chairman, Chang-Hai Tsai Educational Foundation	N/A

Job Title & Category	Name	Number of Shares Held	Education and Work Experience	Major Current Jobs	Reasons for Nominating the Independent Director for Three Consecutive Terms
			Geng Memorial Hospital • Chairman, China Children's Welfare Charity Foundation, Taiwan		
Director	LeJean Biotech Co., Ltd.	66,161,405	(Education)N/A (Experience) • Legal representative chairman, BioEngine Technology Development Inc.	• Corporate director, Center Laboratories, Inc.	N/A
	Representative: Lin, Chia-Ling	5,142,468	(Education) • Bachelor, Department of Economics, MCmaster University (Experience) • Manager of Portfolio Management, BioEngine Technology Development Inc • Legal Representative Director, Mycenax Biotech Inc.	• Manager of Organizational Development and Human Resources Department, Center Laboratories, Inc. • Legal Representative Director, Lumosa Therapeutics Co., Ltd • Legal Representative Director, Glac Biotech Co., Ltd. • Legal Representative Director, Cytoengine Co., Ltd. • Legal Representative Chairman, BioEngine Technology Development Inc. • Shanghai Bao Pharmaceuticals Co., Ltd.	
Director	Royal Foods Co., Ltd.	41,488,084	(Education)N/A (Experience) • Corporate director, Mycenax Biotech Inc.	None.	N/A
Director	Chang, Po-Chih	2,091,727	(Education) • Master, Institute of Biotechnology, Chinese	• Director, Center Laboratories, Inc. • Director of Public Relations Department, Biogend Therapeutics Co., Ltd.	N/A

Job Title & Category	Name	Number of Shares Held	Education and Work Experience	Major Current Jobs	Reasons for Nominating the Independent Director for Three Consecutive Terms
			Culture University (Experience) • Project Manager, BioEngine Technology Development Inc. • Director of Business Development Department, Biogend Therapeutics Co., Ltd.		
Director	Po Chang Investment Co., Ltd.	80,000	(Education)N/A (Experience) • Corporate director, BioEngine Technology Development Inc.	• Corporate director, Center Laboratories, Inc. • Director, Chia Her Industrial Co., Ltd. • Supervisor, Daxin Pharmaceutical Technology Co., Ltd. • Supervisor, BioGQ Co., Ltd.	N/A
Independent Director	Ho, Mei-Yueh	0	(Education) • BS, Agricultural Chemistry, National Taiwan University (Experience) • Minister, Ministry of Economic Affairs (R.O.C.) • Council Minister, Council for Economic Planning and Development (R.O.C.)	• Independent Director/Member of the Audit Committee/Member of the Compensation Committee, Center Laboratories, Inc. • Independent Director/Member of the Audit Committee/Member of the Compensation Committee, Acer Incorporated • Independent Director/ Member of the Audit Committee, ASE Technology Holding Co., Ltd. • Director, Kinpo Electronics, Inc. • Independent Director, Onward Therapeutics SA • National Policy Advisor to the President, Office of the President of the Republic of China (Taiwan)	N/A

Job Title & Category	Name	Number of Shares Held	Education and Work Experience	Major Current Jobs	Reasons for Nominating the Independent Director for Three Consecutive Terms
Independent Director	Ho, Shih-Chun	0	(Education) • EMBA, National Taiwan University • Master, Financial Management, Golden Gate University (Experience) • 10th Chairman of the National Taiwan University EMBA Alumni Foundation • Distinguished Alumnus of the Year 2020-2021, Fu Jen Catholic University • President of the Alumni Association of the Department of Business Administration, Fu Jen Catholic University	• Independent Director/Member of the Audit Committee/Member of the Compensation Committee, Center Laboratories, Inc. • Legal Representative Director, Trade-Van Information Services Co. • Independent Director/Member of the Audit Committee/Member of the Compensation Committee, Collins Co., Ltd. • Independent Director/Member of the Audit Committee/Member of the Compensation Committee, Super Dragon Technology Co., Ltd. • Director, Luo Lih-Fen Holding Co., Ltd. • Director, Ever Supreme BioTechnology Co., Ltd. • Director, Allied Biotech Corp. • Director, Forcera Materials Co., Ltd. • Chairman, Taiwan Land Investment Co., Ltd. • Chairman, Tradeunited Technology (Shanghai) Limited • Chairman, Richer Biotechnology Co., Ltd.	Due to his professional experience in finance, business management, and corporate governance, as well as his familiarity with the Company's operations and industry development, he has provided valuable advice and consultation to the company, significantly benefiting its development. His expertise will continue to be relied upon, and therefore he is still considered a candidate for an independent director position.

Job Title & Category	Name	Number of Shares Held	Education and Work Experience	Major Current Jobs	Reasons for Nominating the Independent Director for Three Consecutive Terms
Independent Director	Kuo, Li-Wei	0	(Education) • Finance Specialist Program, Rotman Commerce, University of Toronto (Experience) • Assistant Manager, Offshore Institutional Department, Yuanta Futures • Assistant Manager, Foreign Institutional Clients Department, Citigroup Global Markets • Senior Fund Risk Management Analyst, State Street Custodian Bank (USA) • Chartered Financial Analyst	• CEO, Aqua Stream Co., Ltd	N/A

XIV. List of non-competition restrictions proposed to be lifted

Content of the Proposal for the Annual Shareholders' Meeting to Lift the Non-compete Restrictions for the Directors

Title	Name	Job Duties to be Lifted from the Non-compete Restrictions	Major business scope
Director	Jason Technology Co., Ltd.	• Director, Mycenax Biotech Inc.	• Biopharmaceutical Development and Manufacturing
Director	Representative of Jason Technology Co., Ltd.: Wang, Su-Chi	• Legal Representative Chairman, Lumosa Therapeutics Co., Ltd • Legal Representative Director, BioGend Therapeutics Co., Ltd. • Legal Representative Director, Ever Fortune. AI Co., Ltd. • Legal Representative Director, Anya Biopharm Inc. • Legal Representative Director, BioEngine Technology Development Inc. • Legal Representative Director, Ausnutria Dairy (Taiwan) Nutrition & Health Sciences Corporation • Legal Representative Director, Youluck International Inc. • Director, Bioflag Co., Ltd. (BVI) • Legal Representative Director, Glac Biotech Co., Ltd. • Director, Bioflag (Huaian) Co., Ltd. • Director, Bioflag (Anhui) Co., Ltd.(Suzhou) • Director, Jacobio Pharmaceuticals Co., Ltd. • Director, BioEngine Development I Limited (HK) • Director, Centerlab Investment Holding Limited (HK) • Director, Center Laboratories Limited (HK) • Director, Center Biotherapeutics Inc. (BVI) • Director, Center Venture Holding I Limited (HK) • Director, Center Venture Holding II Limited (HK) • Director, Center Venture Holding III	• New Drug Research and Development • Research and Development of Orthopedic Medical Devices • AI Healthcare • New Drug Research and Development • Investment Management Consultant • Research on Precision Nutrition for Children • Sales of Infant Formula • Investment Holdings • Manufacturing and RD of Functional Probiotics • Manufacturing and RD of Functional Probiotics • Manufacturing and RD of Functional Probiotics • New Drug Research and Development • Investment Holdings • Investment Holdings • Investment Holdings • Investment Holdings • Investment Holdings • Investment Holdings • Investment Holdings

		Limited (Samoa) • Director, USD Fund, Fangyuan Growth SPC-PCJ Healthcare Fund SP • Director, PCJ Capital Management Limited • Director, Shengxin Investment Consulting Co., Ltd. • Chairman, Youde Investment Consulting Co., Ltd. • Chairman, YuShin Investment Consulting Inc.	• Investment Fund • Fund Management • Investment • Investment • Investment
Director	Representative of. LeJean Biotech Co., Ltd.: Lin, Chia-Ling	• Legal Representative Director, Lumosa Therapeutics Co., Ltd • Legal Representative Director, Glac Biotech Co., Ltd. • Legal Representative Director, Cytoengine Co., Ltd. • Legal Representative Chairman, BioEngine Technology Development Inc. • Shanghai Bao Pharmaceuticals Co., Ltd.	• New Drug Research and Development • Manufacturing and RD of Functional Probiotics • New Drug Research and Development • Investment Management Consultant • Recombinant protein and antibody drug development
Director	Chang, Po-Chih	• Director of Public Relations Department, Biogend Therapeutics Co., Ltd.	• Research and Development of Orthopedic Medical Devices
Independent Director	Ho, Mei-Yueh	• Independent Director, Onward Therapeutics SA • Independent Director, ASE Technology Holding Co., Ltd.	• New Drug Research and Development • Investment Holdings
Independent Director	Ho, Shih-Chun	• Independent Director, Collins Co., Ltd. • Director, Ever Supreme BioTechnology Co., Ltd. • Director, Allied Biotech Corp. • Chairman, Richer Biotechnology Co., Ltd. • Chairman, Taiwan Land Investment Co., Ltd.	• International Trade and Biotechnology Investment • Research and Development of Stem Cells and Immune Cells • Research and Sales of Carotenoids • Dermatological Medical Equipment • Investment

Chapter 4. Appendices

I. Articles of Incorporation (Before Amendment)

Center Laboratories, Inc.

Articles of Incorporation

Chapter 1. General Provisions

Article 1: The Company shall be organized in accordance with the provisions of the Company Act, and shall be named "晟德大藥廠股份有限公司" in Chinese, with its English name designated as "Center Laboratories, Inc."

Article 2: The business activities of the Company are as follows:

I. C802041 Manufacture of Drugs and Medicines
F108021 Wholesale of Western Pharmaceutical
F208021 Retail Sale of Western Pharmaceutical
F108011 Wholesale of Traditional Chinese Medicine
F208011 Retail Sale of Traditional Chinese Medicine

II. C199990 Manufacture of Other Food Products Not Elsewhere Classified (health care nutrition products, supplementary nutrition products)
C110010 Beverage Manufacturing
F203010 Retail Sale of Food, Grocery and Beverage
F102040 Wholesale of Nonalcoholic Beverages
F102170 Wholesale of Foods and Groceries

III. F108031 Wholesale of Medical Devices

IV. F208031 Retail Sale of Medical Apparatus

V. H201010 General Investment Business

VI. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company may, in accordance with its business requirements, act externally as a guarantor.

Article 4: The total amount of the Company's reinvestment shall not be subject to the restriction of not more than forty percent of the Company paid-up capital.

Article 5: The Company's head office is located in Taipei City (Taiwan, R.O.C.), and branch offices may be set up inside or outside of the country when necessary, upon a resolution of the Board of Directors.

Article 6: The Corporation shall make public announcements in accordance with Article 28 of the Company Act.

Chapter 2. Shares

Article 7: The total capital of the Company is NT$10 billion, divided into 1 billion shares for a value of NT$10 per share, of which 3 million shares are reserved for employee share options. The Board of Directors is authorized to issue in several tranches.

Article 8: The shares of the Company are all registered shares. They shall be issued according to law after being signed or sealed by director representative of the Company, and numbered as well as certified by the competent authority or the authorized registration authority.

The shares issued by the Company are exempt from printing, but should be registered with a centralized securities depository enterprise.

Article 9: All transfer of stocks, inheritance, gift, pledge of rights, loss, disintegration, or similar stock transaction shall be conducted in accordance with the " Regulations Governing the Administration of Shareholder Services of Public Companies" unless specified otherwise by law and securities regulations of the Republic of China.

Article 10: The transfer of shares shall be suspended within 60 days prior to the date of each regular shareholders' meeting, or within 30 days prior to the date of a special meeting, or within 5 days before the record date when the Company decides to distribute dividends and bonuses or other benefits.

Chapter 3. Shareholders' meetings

Article 11: Shareholders' meetings of the Company shall be convened in two forms, namely: regular meetings and special meetings. A regular shareholders' meeting shall be convened once a year within six months after the close of the fiscal year. A special shareholders' meeting shall be convened when necessary in accordance with relevant laws and decrees.

Article 11-1: The shareholders' meeting of the company may be held via video conference or other methods announced by the competent authority. The requirements, operating procedures, and other matters of compliance shall be complied with for any shareholders' meeting held by means of visual communication network; the regulations of the competent authority shall be complied with if otherwise stipulated.

Article 12: Unless otherwise provided by law or regulation, a shareholder shall be entitled to one vote for each share held.

Article 13: If a shareholder is unable to attend a shareholders' meeting for causes, she/he shall appoint a proxy to attend a shareholders' meeting on her/his behalf by executing a power of attorney printed by the Company in accordance with Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

Article 14: Unless otherwise provided by the Company Act, a resolution at the shareholders' meeting shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 14-1: The Company may, with the approval of more than half of the shareholders present at a shareholders' meeting and the consent of more than two-thirds of the voting rights represented at the meeting, transfer the repurchased shares to employees at an average price lower than the actual repurchase price, or issue employee stock options at a subscription price lower than the closing price on the issuance date.

Article 15: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting.

The Company may distribute the meeting minutes by means of a public announcement.

Chapter 4. Director

Article 16: The Company shall have seven to eleven directors with a term of three years, to be elected by candidate nomination system. Directors shall be elected from among the nominees listed in the roster of director candidates and may be reappointed when elected successively.

The directors of the Company provided in the preceding article shall include at least three independent directors and no less than one-fifth of the directors shall be independent directors. The professional qualifications, restrictions on shareholdings and concurrent positions held, the method of nomination and election, and other matters for compliance with respect to independent directors shall be governed in accordance with relevant regulations required by the competent authority.

Article 16-1: The remuneration of the directors of the Company shall be authorized by the Board of Directors in accordance with the directors' level of involvement in the Company's operations, their contribution value, and the usual industry standards.

Article 16-2: The Company establishes an Audit Committee in accordance with the provisions of the Securities Exchange Act. The Audit Committee is composed of all independent directors, with a minimum of three members. One member shall serve as the convener, and at least one member shall possess accounting or financial expertise. The Audit Committee and its members shall exercise duties by supervisors in accordance with the Company Act, the Securities and Exchange Act, and other law and regulations specified otherwise by the competent authority.

Article 17: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. The total registered shares owned by the directors of the Company are regulated by the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies."

Article 18: When the number of vacancies in the Bard of Directors equals to one third of the total number of directors, the Board of Directors shall call, within 60 days, a special shareholders' meeting to elect succeeding directors to fill the vacancies, and the term of office shall be limited to fulfill the unexposed term of office of the predecessor.

In the event that an independent director is dismissed for any reason, resulting in a number of directors lower than that required under the Company's Articles of Incorporation, a by-election for independent director shall be held at the most recent shareholders' meeting. In the event that all the Independent Directors are discharged, the Company shall convene an extraordinary Shareholders' Meeting to hold a by-election within 60 days from the date of occurrence of the event.

Article 18-1: The Company may purchase directors' liability insurance.

Article 19: The directors shall organize a Board meeting to exercise the power and authority of the directors. The Board of Directors shall elect a chairman of the Board Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a Vice Chairman of the Board. The Chairman shall represent the Company externally.

Article 19-1: The reasons for convening the Board of Directors shall be stated and notice shall be given to each director seven days in advance. However, in case of emergency, the board may be convened at any time.

The notice set forth in the preceding paragraph may be effected by means of written notice, fax, or electronic transmission.

Article 20: In case the Chairman is on leave or cannot exercise his/her power and authority for any cause, a deputy person shall be appointed in accordance with Article 208 of the Company Act.

Article 21: The appointment of a proxy to attend a shareholders' meeting shall be exercised pursuant to Article 205 of the Company Act.

Article 22: (Deleted)

Chapter 5. Management

Article 23: The Company may have one President, several vice presidents and managerial personnel. Appointment and discharge and the remuneration of the managerial personnel shall be decided in accordance with Article 29 of the Company Act.

Chapter 6. Accounting

Article 24: At the end of the fiscal year, the Board shall prepare the following reports and statements:

I. Business Report.

II. Financial statements.

III. Proposal for allocation of profits or compensation of losses.

The reports and statements in the preceding paragraph shall be submitted to a regular shareholders' meeting for acknowledgment.

Article 25: If the Company makes profits for the fiscal year, the profits shall be appropriated for the remuneration to directors at an amount no more than 2% of the profit, and for employees at an amount between 0.1%–10% of the profit. If the Company has cumulative loss, the amount to make up the loss shall be withheld beforehand, and then the remuneration is distributed in accordance with the previous proportions.

The qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements or under control for the distribution of the aforesaid dividend and bonus of employee compensation shall be approved by the Board of Directors through resolution.

Article 25-1: If the Company has a surplus in its annual final accounts, it should first pay taxes and make up for previous losses. Ten percent (10%) of the surplus should be allocated to the statutory surplus reserve, unless the statutory surplus reserve has reached the Company's paid-in capital. In addition, if necessary and as required by law, a special surplus reserve may be set aside or reversed. If there is still a surplus after combining it with undistributed surplus from the beginning of the period, the board of directors shall prepare a surplus distribution proposal for approval by the shareholders' meeting.

Article 25-2: In order to establish a sound financial structure and safeguard the rights and interests of investors, the Company adopts a dividend balance policy. The distribution of profits shall not be less than 50% of the distributable profits for the current year, and cash dividends shall be paid for at least 10% of the dividends distributed for the current year. If the distributed stock dividend for the current year is less than NT$3, the earnings may all be distributed as stock dividends.

Chapter 7. Supplemental Provisions

Article 26: The bylaws and rules of proceedings of the Company's organic regulations and business commissions shall be separately established by the Board of Directors.

Article 27: In regard to any matters not provided for in these Articles of Incorporation, the Company Act shall apply.

Article 28: These Articles were formulated on October 1, 1959.
The first amendment was made on August 1, 1963.
The second amendment was made on November 1, 1970.
The third amendment was made on May 26, 1975.
The fourth amendment was made on July 8, 1975.
The fifth amendment was made on July 19, 1981.
The sixth amendment was made on May 1, 1982.
The seventh amendment was made on October 11, 1984.
The eighth amendment was made on November 15, 1985.
The ninth amendment was made on April 27, 1990.
The tenth amendment was made on March 25, 1996.
The eleventh amendment was made on August 26, 1998.
The twelfth amendment was made on June 26, 1999.
The thirteenth amendment was made on May 22, 2000.
The fourteenth amendment was made on June 23, 2000.
The fifteenth amendment was made on March 15, 2002.
The sixteenth amendment was made on November 22, 2002.
The seventeenth amendment was made on March 13, 2003.
The eighteen amendment was made on June 20, 2003.
The nineteenth amendment was made on May 11, 2004.
The twentieth amendment was made on June 24, 2005.
The twenty-first amendment was made on June 15, 2006.
The twenty-second amendment was made on June 13, 2007.
The twenty-third amendment was made on June 16, 2009.
The twenty-fourth amendment was made on June 14, 2010.
The twenty-fifth amendment was made on June 19, 2012.
The twenty-sixth amendment was made on June 10, 2013.
The twenty-seventh amendment was made on June 27, 2014.
The twenty-eighth amendment was made on February 26, 2016.
The twenty-ninth amendment was made on June 20, 2016.
The thirtieth amendment was made on June 26, 2018.
The thirty-first amendment was made on June 24, 2019.
The thirty-second amendment was made on July 1, 2021.
The thirty-third amendment was made on May 20, 2022.
The thirty-fourth amendment was made on June 20, 2023.

II. Procedures for Election of Directors

Center Laboratories, Inc.

Procedures for Election of Directors

Article 1: To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 2: The elections of the Company's directors, except as otherwise provided by law, regulation, or the articles of incorporation, shall be conducted in accordance with these Procedures.

Article 3: The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy includes, without being limited to, the following two general standards:

I. Basic requirements and values: Gender, age, nationality, and culture.

II. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

I. The ability to make judgments about operations.

II. Accounting and financial analysis ability.

III. Business management ability.

IV. Crisis management ability.

V. Knowledge of the industry.

VI. An international market perspective.

VII. Leadership ability.

VIII. Decision-making ability.

Article 4: More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Board of Directors of the Company shall consider adjusting its composition based on the results of performance evaluation.

Article 5: The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies.

Article 6: Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. In the review of director candidates' qualifications, academic background, and compliance with provisions stipulated in Article 30 of the Company Act, any requirement of qualification documents, except for listed herein otherwise, shall not be added arbitrarily, and the review results shall be provided to shareholders for reference.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one third of the total number prescribed in the Company's Articles of Incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, Paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 7: The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 8: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 9: The number of directors will be as specified in the Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

The aforesaid number of voting rights in the preceding paragraph is calculated based on the number of voting rights voted on-site in the shareholders' meeting plus the number of voting rights conducted electronically.

Article 10: Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 11: The name of the candidate shall be entered in the ballot. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

Article 12: A ballot is invalid under any of the following circumstances:

I. The ballot was not prepared by a party with the power to convene.

II. A blank ballot is placed in the ballot box.
III. The writing is unclear and indecipherable or has been altered.
IV. The candidate whose name is entered in the ballot do not match the nominees listed in the roster of director candidates
V. Other words or marks are entered in addition to the candidate's name or account name.
VI. Two candidates' names or more are entered in one ballot.

Article 13: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots from the aforementioned election matters shall be sealed and signed off by the ballot inspectors and be kept for at least a year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 14: The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 15: These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

III. Rules and Procedure of Shareholders' Meetings

Center Laboratories, Inc.
Rules and Procedure of Shareholders' Meetings

Article 1: To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the "Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies."

Article 2: The Company's Rules of Procedure of Shareholders' Meeting, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in these Rules.

Article 3: Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the special shareholders' meeting. Fifteen days before the Company is to convene a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplemental materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the Company and its stock registrar and transfer agent, and distributed on-site at the meeting.

The cause or subject of the shareholders' meeting to be convened shall be indicated in the individual notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient thereof.

The selection or removal of directors, change of Articles of Incorporation, reduction of capital, application for suspension of public issuance, permit for director's business competition, surplus to capital increase, public reserve to capital increase, dissolution, merger, division of the Company, or the matters referred to in Paragraph 1 of Article 185 of the Company Act shall be listed in the reasons for convening the meeting and the main contents shall be stated, which shall not be put forward by extempore motion; the main contents may be placed in the securities authority or the Company's designated website, and its website address shall be specified in the notice.

The reasons for convening of the shareholders' meeting has stated the full re-election of directors and the date of appointment. After the re-election in the shareholders' meeting is completed, the same meeting shall not change its appointment date by extempore motion or other means.

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholder' meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. However, a shareholder proposal proposed for urging the Company to promote public interests or fulfill its social responsibilities may still be included by the Board of Directors in the list of proposals to be discussed at a regular shareholders' meeting. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the Company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than ten (10) days.

The number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article.

With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the shareholders' meeting to be convened.

Article 4: A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by providing the proxy form issued by the Company stating therein the scope of power authorized to the proxy.

A shareholder may only execute one power of attorney and appoint one proxy for each general meeting, and shall serve such written proxy to the Company no later than five days prior to the meeting date. In case the Company receives two or more written proxies from one shareholder, the first one arriving at the Company shall prevail. Unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person, a proxy rescission notice shall be filed with the Company at least two day prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 5: The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

The shareholders themselves or agents entrusted by them（ hereinafter referred to as shareholders）shall attend the shareholders' meeting with the attendance certificate, attendance sign-in card or other certificates. the Company shall not add requirements for provision of other certificates randomly for the above. The requester for letter of authority shall come with ID certificate for verification.

The Company should set up a signature book for attending shareholders to sign in. Or shareholders attending the meeting shall submit the attendance card for the purpose of signing in.

The Company shall prepare Agenda Handbooks, Annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending shareholders. Where voting powers on the election of directors at a shareholders' meeting are to be exercised, a printed ballot shall also be sent to the shareholders, as well.

Any government or corporation which is a shareholder of the Company it may designate more than one person as its representatives to attend the shareholders' meeting. When an institutional shareholder is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7: If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise the powers of the chairperson, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the managing directors to act as chairperson, or, if there are no managing directors, one of the directors shall be appointed to act as chairperson. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chairperson.

When a managing director or a director serves as chairperson, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a legal representative director of an institutional shareholder that serves as chairperson.

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

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

The Company may appoint the retained Attorney(s)-at-Law, Certified Public Accountant(s) or relevant personnel to participate in a shareholders' meeting as an observer.

Article 8: The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The tapes of the preceding paragraph shall be preserved for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9: Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares represented by participating shareholders shall be calculated based on the attendance cards with the number of voting powers exercised in writing or by electronic means.

The chairperson shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.

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

Article 10: If a shareholders' meeting is convened by the Board, the meeting agenda shall be set by the Board. The relevant motions (including provisional motions and amendments to original motions) shall be voted on a case-by-case basis. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

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

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

The chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore motions put forward by the shareholders; where the chairperson believes an issue has been discussed in the meeting up to the level for voting, the chairperson may announce discontinuance of the discussion process and bring that issue to a vote, and arrange a sufficient voting time.

Article 11: Before speaking, the attending shareholder shall complete the speaker's slip indicating the subject of speech, shareholder's account number（or the attendance card number） and account name. The sequence of speeches shall be determined by the chair.

A shareholder who has submitted a floor note but does not speak is deemed to have not taken the floor. In the event that the actual contents of the shareholder's statement are found inconsistent with the entries of the floor note, the shareholder's spoken statement shall prevail.

Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson may terminate the speech.

While an attending shareholder is taking the floor, other shareholder(s) shall not interrupt or interfere with the current floor unless agreed upon by the chairperson and the speaking shareholder. The chairperson shall stop an offender.
In the event that an institutional shareholder appoints two or more representatives to participate in a shareholders' meeting, only one representative may speak for the same issue.
After an attending shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.

Article 12: Voting at a shareholders' meeting shall be calculated based the number of shares.
The resolution of the shareholders' meeting, the number of shares of the non-voting shareholders, is not included in the total number of issued shares.
When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
Under the preceding paragraph, the number of shares which voting rights cannot be exercised shall not be counted as part of the voting rights represented by attending shareholders.
Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed three percent of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

Article 13: A shareholder shall have one voting power in respect of each share; however, this limit is not applicable to those who are restricted, or who do not have the right to vote under Article 179, paragraph 2 of the Company Act.
When the Company convenes a shareholders' meeting, shareholders may exercise their voting power in writing or by way of electronic transmission; the method of exercising their voting power shall be described in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extempore motions and amendments to original proposals of that meeting.
A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.
After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.
Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights

represented by the attending shareholders. At the time of a vote, for each proposal, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When one among them is duly resolved, other issue(s) is (are) deemed to have been vetoed and no voting process is required.

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

The recording procedure of issues of shareholders' meetings shall be processing publicly in shareholders' meetings and the results including statistical weights shall be reported on the spot and shall be recorded into the minutes of the meeting.

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

The ballots from the aforementioned election matters shall be sealed and signed off by the ballot inspectors and be kept for at least a year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 15: The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

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

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors.

The meeting minutes shall be carefully kept as the Company's important file throughout the life of the Company.

Article 16: On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.

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

Article 17: Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chairperson may conduct the disciplinary officers or the security guard to assist in keeping order of the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

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

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

Article 18: When the meeting is held, the chairperson may announce a break. When an unpreventable event occurs, the chairperson may decide to temporarily suspend the meeting and announce the time for the meeting to be resumed depending on the conditions.

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

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

Article 19: These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

IV. Shareholdings of All Directors

(I) The minimum number of shares to be held by the entire directors is as follows:

Title	Statutory minimum shareholding requirement for all directors	No. of shares registered in Shareholders List on the first day of the book closure period
Director	23,199,258	99,629,983

Note: Book closure date: April 28, 2025

(II) Number of shares held by the director

Title	Name	No. of shares registered in Shareholders List on the first day of the book closure period
Chairman	Representative of Jason Technology Co., Ltd.: Wang, Su-Chi	25,423,365
Director	Tsai, Chang-Hai	0
Director	Chang, Po-Chih	2,091,727
Director	LeJean Biotech Co., Ltd.	66,161,405
Director	Wechen Co., Ltd.	5,873,486
Director	Po Chang Investment Co., Ltd.	80,000
Independent Director	Ho, Mei-Yueh	0
Independent Director	Ho, Shih-Chun	0

Note 1: Book closure date: April 28, 2025

V. The impact of the proposed stock dividend at the shareholders' meeting on the company's operating performance and earnings per share：

There are no publicly disclosed financial forecasts, therefore, it is not applicable.