

Stock Code : 4726



Mycenax Biotech Inc.

2024 Annual Shareholders' Meeting
Meeting Handbook

(Translation)

Convening Method : Physical shareholders' meeting

Meeting Time : Monday, June 24, 2024, at 9:00 a.m.

Meeting Venue : F17, No.3, Park St. Nangang Dist., Taipei, Taiwan

(Building F, Nangang Software Park)

(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 the Chinese version, the Chinese version shall prevail.)

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I. Meeting Procedure

1. Call Meeting to Order

2. Chairman's Address

3. Report Items

4. Ratification Items

5. Discussion Items

6. Election Item

7. Other Item

8. Extemporaneous Motions

9. Meeting Adjourned

II. Meeting Agenda

Convening Method: Physical shareholders' meeting

Meeting Time: Monday, June 24, 2024, at 9:00 a.m.

**Meeting Venue: F17, No.3, Park St. Nangang Dist., Taipei, Taiwan
(Building F, Nangang Software Park)**

1. Chairman's Address

2. Report Items

- (1) 2023 Business Report
- (2) Audit Committee's Review Report
- (3) 2023 implementation report for the Sound Business Plan
- (4) Report on Discontinue 2023 Private Placement
- (5) Report on 2023 Directors' Compensation

3. Ratification Items

- (1) Accept 2023 Business Report and Financial Statements
- (2) Ratification of 2023 Deficit Compensation Proposal

4. Discussion Items

- (1) Approval of 2024 Private Placement
- (2) Amendment to the "CL-120 Rules of Procedure for Shareholders' Meeting"

5. Election Item

- (1) Election for one additional Independent Director

6. Other Item

- (1) Discharge Directors' Non-Compete Clause

7. Extemporaneous Motions

8. Meeting Adjourned

III. Report Items

Item 1

Subject: 2023 Business Report

Explanation:

2023 Business Report please refer to Attachment 1 (page 15-19).

Item 2

Subject: Audit Committee's Review Report

Explanation:

2023 Audit Committee's Review Report please refer to Attachment 2 (page 20).

Item 3

Subject: 2023 implementation report for the Sound Business Plan

Explanation:

- I. In accordance with the Financial Supervisory Commission's letter with reference No. 1090370430 issued on November 27, 2020. These items will be reported in 2024 Annual General Shareholders' Meeting.
- II. The implementation report for the Sound Business please refer to Attachment 3 (page 21-23).

Item 4

Subject: Report on Discontinue 2023 Private Placement

Explanation:

The Shareholders' Meeting resolved on June 20, 2023 that the Company may raise funds up to 30,000,000 shares of common stocks by private placement. The private placement shall be conducted in once or twice within one year starting from the resolution date. As the effective period is coming to an end, the Board of Directors resolved on March 13, 2024 to discontinue the private placement within the remaining period.

Item 5

Subject: Report on 2023 Directors' Compensation

Explanation:

- I. The compensations of the Directors of the Company is approved by the Board of Directors and Compensation Committee in line with Articles 22 and 25-1 of the Company's Articles of Incorporation.
- II. For the details of 2023 Directors' compensation, please refer to Attachment 4 (page 24).

IV. Ratification Items

Item 1

Subject: Accept 2023 Business Report and Financial Statements
(Proposed by the Board of Directors)

Explanation:

- I. 2023 Financial Statements, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statements of Cash Flows, were audited by independent auditors, Jin-Di Wu, and Wei-Liang Tai of Full-Go & Co., CPAs.
- II. 2023 Business Report, independent auditors' report, and the aforementioned Financial Statements, please refer to Attachment 1 (page 15-19), Attachment 5 (page 25-37), and Attachment 6 (page 38-50).

Item 2

Subject: Ratification of 2023 Deficit Compensation Proposal
(Proposed by the Board of Directors)

Explanation:

- I. The Company's accumulated deficit for 2023 is NTD\$ 682,639,783, which will be compensated by capital surplus. Due to the absence of distributable profits, dividends will not be distributed for this year.
- II. 2023 Deficit Compensation Statement please refer to Attachment 7 (page 51)

V. Discussion Items

Item 1

Subject: Approval of 2024 Private Placement
(Proposed by the Board of Directors)

Explanation:

- I. To increase working capital and improve financial structure, after considering the timeliness and the issuance cost of fundraising, the Company proposes to conduct a private placement of securities based on the market conditions and the Company's financial need.
 - i. Shares issued for private placement: Up to 50,000,000 shares
 - ii. Par value per share: NTD\$ 10
 - iii. Total private placement amounts: Depends on the actual issue price and the actual number of shares issued
- II. Related matters are stated as follows based on Article 43-6 of the Securities and Exchange Act:
 - i. The basis and reasonableness for the pricing of the private placement:

The reference price shall be the higher of the following:

- A. The simple average closing price of the common shares for either the 1, 3, or 5 business days before the pricing date, after adjustment for any stock dividends, cash dividends or capital reduction.
- B. The simple average closing price of the common shares for the 30 business days before the pricing date, after adjustment for any dividends, cash dividends, or capital reduction.

The price of the private placement shall not be lower than 80% of the reference price. However, it is proposed that the shareholders hereby authorize the Board of Directors to determine the price in accordance with legal regulations and market conditions at the time of the private placement, and announce within two days after setting the price.

- C. If it is necessary to issue shares below par value to respond to market changes, it is primarily considering the Company's operation stability and financial structure. If the issuance below par value per share results in accumulated losses for the Company, the Company will handle it by reducing capital, making up for losses from surplus or capital reserves in the future, depending on the Company's operations and market conditions. After the realization of the benefits of the capital increase, the Company's financial structure will improve,

which will benefit the Company's long-term development, and there shall be no adverse impact on shareholders' interest.

D. As the subscription price of the Private Placement Shares will be determined with reference to the price of the Company's common shares in accordance with the Directions for Public Companies Conducting Private Placements of Securities, thus, the price should be deemed reasonable. The price of the private placement should be deemed reasonable as it is in accordance with the Directions for Public Companies Conducting Private Placements of Securities and no adverse impact on shareholders' equity.

ii. Selection for the specific investors:

The Company will execute the private placement with the special investors based on Securities and Exchange Act, and related regulations.

A. The specific investors being the Company insiders.

Due to insiders are familiar with the Company's business and benefit future operation, the Company's insiders shall be included as places of this private placement.

The following table lists the insiders:

	Placee	Relationship with the Company
1	Center Laboratories, Inc.	Director
2	JCR Pharmaceuticals Co., Ltd.	Director
3	Nien Hsing International Investment Co., Ltd.	Director
4	Jason Technology Co., Ltd.	Director
5	China Investment and Development Co., Ltd.	Director
6	Pei-Jiun Chen	Director, Representative of Center Laboratories, Inc., Chairman, and CEO
7	Chun-Hong Chen	Director, Representative of Center Laboratories, Inc.
8	Yoh Ito	Director, Representative of JCR Pharmaceuticals Co., Ltd.
9	En-Tzn Liu	Director, Representative of Nien Hsing International Investment Co., Ltd.
10	Chia-Ling Lin	Director, Representative of Jason Technology Co., Ltd.
11	Yi-Shin Lee	Director, Representative of China Investment and Development Co., Ltd.

	Placee	Relationship with the Company
12	Wei-I Chou	Managerial officer
13	Chin-Hao Liang	Managerial officer
14	Li-Ru Ye	Managerial officer

If the placee is a Legal Person, its major shareholders are as below:

Placee as Legal Person	Major shareholders (Shareholding percentage (%))	Relationship with the Company
Center Laboratories, Inc.	LeJean Biotech Co., Ltd. (8.77%)	None
	Royal Foods Co., Ltd. (6.04%)	None
	Jason Technology Co., Ltd. (2.39%)	Mycenax's Director
	Farglory Life Insurance Co., Ltd. (1.64%)	None
	Yu Te Investment Co., Ltd. (1.48%)	None
	BioEngine Technology Development Inc. (1.32%)	None
	MasterLink Securities Corporation (1.08%)	Its chairman is Mycenax's legal representative director.
	Mu Mao Tzu Investment Co., Ltd (1.04%)	None
	Yong Lien Corp. (1.03%)	None
	Wei Chen Investment Co., Ltd (0.90%)	None
JCR Pharmaceuticals Co., Ltd.	MEDIPAL HOLDINGS CORPORATION (23.28%)	None
	The Master Trust Bank of Japan, Ltd. (Trust account) (12.20%)	None
	Future Brain Co., Ltd.(6.96%)	None
	Custody Bank of Japan, Ltd. (Trust account)(6.55%)	None
	The Nomura Trust and Banking Co., Ltd. (Trust account: A) (5.20%)	None
	Kissei Pharmaceutical Co., Ltd. (3.93%)	None
	Sumitomo Pharma Co., Ltd. (2.71%)	None
	Mochida Pharmaceutical Co., Ltd. (1.75%)	None
	J.P.MORGAN BANK LUXEMBOURG S.A.381572(1.13%)	None

Placee as Legal Person	Major shareholders (Shareholding percentage (%))	Relationship with the Company
	The Nomura Trust and Banking Co., Ltd. (Investment Trust account) (0.99%)	None
Nien Hsing International Investment Co., Ltd.	Nien Hsing Textile Co., Ltd. (100%)	None
Jason Technology Co., Ltd.	Hung-Hsuan, Lin (35.83%)	None
	Chia-Ling Lin (25.97%)	Mycenax's legal representative director.
	Wei-Hsuan, Lin (25.69%)	None
	Li-Chu, Ou (12.25%)	None
	Jung-Chin Lin (0.26%)	None
China Investment and Development Co., LTD.	Global Investment Holdings Co., Ltd. (37.76%)	None
	Central Investment Holding Co. Ltd. (31.97%)	None
	YFY Inc. (12.93%)	None
	Mega International Commercial Bank Co., Ltd. (2.09%)	None
	YFY Paradigm Investment Co., Ltd. (1.6%)	None
	Tasco Chemical Corporation (1.6%)	None
	Earle Ho and Sons, Ltd. (1.6%)	None
	Tai Lung Capital Inc. (1.6%)	None
	He-Xin Investment Co., Ltd. (1.55%)	None
Tung Mung Development Co., Ltd. (1.31%)	None	

B. The specific investors being the strategic investors

a. Method and purpose:

The placees who can support the Company's management and financial resources, provide their business management skills, strengthen financial cost management, expand CDMO services, and add the future value of the Company.

b. Necessity and Expected benefits:

Due to the business growth of CDMO services, for the Company's needs of

capacity expansion and pharmaceutical process development, it is necessary to introduce strategic investors who can provide resources for Company's operation. Suitable strategic investors can assist the expansion of CDMO services and business, which will benefit the Company's long-term business development.

The Company has not yet identified any specific investors. The matters related to the identification of specific investors will be proposed to the shareholders' meeting for authorization to fully delegate to the Board of Directors.

iii. The necessity of private placement

A. Reasons for conducting non-public offerings: Considering capital market conditions, timeliness, convenience, issuance cost, and restriction of private shares transfer which could ensure long-term relationship, the Company chose private placement instead of the public offering.

B. Total amount of the private placement: the Company's Board of Directors will be authorized to execute of private placement once or twice after the Annual Shareholders' Meeting, up to 50,000,000 shares in total.

C. Use of the funds raised in the private placement: To increase working capital to meet the Company's long-term development needs.

D. Expected benefits of conducting private placement: This plan can intensify the competitiveness of the Company, improve the operating efficiency and financial structure, and may have a positive impact on shareholders' interests.

III. The impact of this private placement case on the Company's operating rights:

As of February 28, 2024, the total number of issued shares of the Company is 205,932,700 shares (including 46,500 shares issued through the exercise of employee stock options that have not yet been registered for transfer). The Company intends to conduct a private placement of up to 50,000,000 shares of common stock. If all the shares are issued and subscribed to by people who are not insiders of the Company, as the Company's ownership structure is stable, the private placement is not expected to have a significant impact on the Company's ownership structure.

IV. The rights and obligations of the ordinary shares in this private placement

The rights and obligations of the ordinary shares in this private placement are the same as those of the ordinary shares already issued by the Company, except for the limitation under Article 43-8 of the Securities and Exchange Act which regulates that except under some circumstances the privately placed shares may not resell within 3 years since delivery date. The Company will apply to the authority for retroactive public issuance procedures and TPEX listing for trading. , three years after the delivery date of privately placed securities, in accordance with relevant regulations, it

- V. Details of the private placement, excluding the price determination ratio, are proposed to authorize the Company's Board of Directors to determine actual issue shares and price, issue terms and conditions, project items, use of fund and progress, expected benefits, and any other items related to plan based on the market condition. It is also proposed to authorize the Company's Board of Directors to make modification in response to orders from the authority, business assessment or environment changes from subjective points of views.
- VI. To complete the fundraising, the Chairman or the Chairman's designee is authorized, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with the issuance of the private placement shares.
- VII. All matters not explicitly addressed herein shall be fully authorized to be handled by the Board of Directors in accordance with the law.

Item 2

Subject: Amendment to the "CL-120 Rules of Procedure for Shareholders' Meeting"

(Proposed by the Board of Directors)

Explanation:

- I. In accordance with the Financial Supervisory Commission's letter with reference No. 1120334642 issued on March 14, 2023, and the Taipei Exchange's No. 11200552441 issued on March 23, 2023, the Company proposes to amend the "CL-102 Rules of Procedure for Shareholders' Meetings".
- II. For details of the proposed amendments, please refer to Attachment 8 (page 52-65).

VI. Election Item

Item 1

Subject: Election for one additional Independent Director
(Proposed by the Board of Directors)

Explanation:

- I. In accordance with the Article 4 of “Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEX Listed Companies”, if the company's Chairman and General Manager are the same person, the number of independent Directors should not be less than four. Therefore, an additional independent director is to be elected.
- II. The company adopts a candidate nomination mechanism for election. The term of the additional Independent Directors is the same as that of the current Directors, from June 24, 2024 to May 29, 2025.
- III. For List of Independent Director Candidates and Related Information please refer to Attachment 9 (page 65)

VII. Other Item

Item 1

Subject: Discharge Directors' Non-Compete Clause
(Proposed by the Board of Directors)

Explanation:

- I. In accordance with Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- II. The Company propose to approve the release of the non-compete restrictions on Directors holding positions in other companies. For details on Directors holding other company positions, please refer to Attachment 10 (page 66).

VIII. Extraordinary Motions

IX. Meeting Adjourned

X. Attachment

Attachment 1.

Mycenax Biotech Inc.

2023 Business Report

Mycenax is the only company in Taiwan that is entirely dedicated to providing biological drug contract development and manufacturing services. Due to the high development difficulty and production complexity of large molecular biopharmaceuticals compared to small molecule chemical drugs, in recent years, Mycenax has actively developed new biopharmaceuticals with high technological thresholds such as bispecific/multispecific antibodies, Antibody-drug conjugates (ADC), and Cell and Gene therapy (CGT), in addition to traditional large molecular drugs. The aim is to cover the entire process from drug development to subsequent development, manufacturing, and filling, playing a crucial role in the entire biopharmaceutical industry supply chain.

Mycenax has a complete service chain from Drug Substance (DS) derived from DNA to Drug Product (DP) filling. With its unique business model of "innovative development capability (D) and appropriate manufacturing scale (M)", it assists customers in transforming drug development into GMP-compliant drugs that balance efficiency and quality. Mycenax provides one-stop DS and DP services with professional experience, high-standard equipment, and quality systems to optimize efficiency, timelines, and costs.

Mycenax is the only CDMO company in Taiwan that focuses on both traditional biopharmaceuticals and emerging biopharmaceuticals, possessing experience in various technical platforms and process development in mammalian cells, microorganisms, and allogeneic cell therapy products (such as stem cells, immune cells, exosomes, etc.). In 2022, Mycenax invested in the establishment of Krisan Biotech, focusing on small molecule drug CDMO, aiming to provide one-stop services from process development to GMP production for ADC products.

The GMP production plant of Mycenax is expected to undergo international inspections in 2024. Upon obtaining drug approvals in various countries, it will take a significant step forward, joining the ranks of CDMOs capable of producing marketed biopharmaceuticals.

According to IQVIA's report, the global biopharmaceutical market is expected to increase from \$431 billion in 2022 to \$666 billion in 2027, accounting for 35% of the global pharmaceutical market. At the same time, according to statistics from the US FDA, out of 37 new drugs approved for marketing in 2022, 24 were obtained by small and medium-sized pharmaceutical companies, accounting for approximately 65%, indicating that the innovation in pharmaceuticals mainly comes from small and medium-sized pharmaceutical companies, and many of them are produced by CDMOs. This shows that in the post-pandemic era, there is a continuous increase in demand for CDMOs in the global biotechnology industry.

Considering the international situation, the demand for CDMO market is gradually increasing, which will be an opportunity for the rapid growth of Mycenax. While deepening its presence in the Asia-Pacific market, it is also expanding into Europe and America, aiming for significant revenue growth in the future.

We look forward to building a more prosperous future, creating win-win-win situations for shareholders, clients, and employees. We report our financial status in 2023 and a summary of the operational plan for 2024 below.

I. 2023 Operating results

i. 2023 Implementation status

Unit: NTD\$ thousands

Item	2022	2023	YoY
Operating revenue	732,276	652,620	-11%
Gross Profit (Loss)	(113,672)	(375,191)	230%
Operating Profit (Loss)	(444,995)	(602,102)	35%
Non-operating income (expenses)	(17,846)	(81,879)	359%
Net profit (Loss)	(453,631)	(682,847)	51%
Net Value per Share (NTD\$)	15.13	11.89	-21%

Mycenax's main source of revenue is its CDMO business. However, due to the impact of the pandemic, the operating income from CDMO in the fiscal year 2023 only saw a slight growth of 6% compared to the same period last year, with 70% coming from customers in Taiwan and Japan. Nevertheless, Mycenax remains actively engaged in exploring new sources of CDMO projects and has responded to the trend of mass production of biopharmaceuticals by commencing operations at its GMP Plant 2 in the second half of the fiscal year 2023.

ii. 2023 Budget implementation status

It is not applicable since the financial forecast of Mycenax in 2023 is not disclosed.

iii. Income, expenditure, and profitability analysis

Item	2022	2023
Current ratio	303.09%	145.74%
Ratio of debts to assets	30.26%	35.09%
Return on equity	(18.10%)	(27.90)
Profit margin	(61.95%)	(104.60%)
Earnings (Loss) Per Share (NTD\$)	(2.74)	(3.32元)

iv. Research and development status

To build up a one-stop service platform for the development and process of biologics, Mycenax keeps integrating the existing key techniques and advancing the technology chain of development in biologics, promoting the process development platform for emerging products to the clients with the needs. The research and development status of 2023 are as follows:

- (i) Completed the Next-Generation Gene Expression Vector NaxLeap™ Technology Development, significantly increasing the yield of stable cell pools in the initial development stage by 20-fold. Achieved high-stability stable cell pools in 1.5 months, with yields reaching 2 g/L. Able to quickly provide clients with sufficient sample quantities, accelerating process development speed and shortening the timeline for new drug IND applications, and effectively increases the proportion of high-yield cell clones in later-stage screening.
- (ii) Established the Bispecific Antibody Drug Process Technology Platform. Developed a format screening platform offering 12 bispecific formats. The candidates are selected after evaluating format integrity, biological functionality, and stability. This enhanced production yields by 5-fold in process development, and increased downstream process recovery rates to 65% and purity to 99.9%.
- (iii) ADC Service Platform:
 - Successfully validated traditional conjugation technology in pilot batches, using Takeda's lymphoma drug Adcetris for platform validation, achieving comparable quality from test tube to 5L scale.
 - Focused on developing various site-specific conjugation technology platforms due to the industry trend. Site-specific conjugation offers uniformity and stability, making the drug safer.
 - Glycosylation site-specific conjugation technology is particularly noteworthy. Mycenax collaborates with CHO Pharma, leveraging its glycosylation site-specific conjugation technology platform (CHOptimax™) to expand ADC services.
 - Multi-payload development: Collaborating with Krisan Biotech to develop proprietary linkers, aiming to provide services in 2024.
 - Diversification of chemical conjugation targets (AXC): Payloads can be replaced with functional compounds, peptides, or nucleotides.
- (iv) Rapid and High-Quality Plasmid DNA Production Services: Offering three product specifications (research grade, high-quality grade, GMP grade) to meet the needs from R&D to GMP.
- (v) Key Technologies for Cell Therapy Services: Established core technical capabilities in automated 3D process cell mass production (MSC, NK), and new drug development services for exosomes. Achieved efficient mass production and completed CAR-γδT/CAR-NK process platforms. Engaging in cross-industry alliances with international renowned companies (RoosterBio, BE THE MATCH, StemCyte) to discuss diversified cell raw material supply. Collaborating with international companies (PROBIO and TaKaRa) to expand cell therapy services using gene transduction systems, viral vectors, and non-viral Sleeping Beauty (SB) transposon systems.

II. Summary of 2024 operational plan

i. Implementation of the business mode of “Big D and Medium M” to accomplish the brand positioning of “innovative development ability (D) and adequate manufacturing capacity (M)”.

- (i) Strengthening the development and production capacity of traditional biopharmaceutical processes, the primary task for 2024 is to align with customers’ drug launch schedules and pass international inspections, positioning Mycenax among the ranks of CDMOs capable of producing marketed biopharmaceuticals.
- (ii) Through business models such as self-construction, strategic alliances, and investments, construct comprehensive one-stop services in emerging biopharmaceutical fields such as cell therapy and ADC, offering customers more drug development options and enriching the value chain of biopharmaceutical CDMOs.

ii. Important Production and Sales Policies

Mycenax's main source of revenue is its CDMO business. In addition to continuing to meet the development and manufacturing needs of biopharmaceutical companies in Taiwan and Asia, the company will continue to expand into the European and American markets. Mycenax has been deeply engaged in the Japanese market for many years, establishing brand recognition, and successfully securing significant orders from customers in South Korea and Singapore, thereby expanding its presence in the Asian market. The company will continue to focus on the Japanese, Korean, and Taiwanese markets in Asia. Since 2023, Mycenax has also expanded its reach into the European and American markets, having established a subsidiary in the United States to serve as a base for expanding its U.S. business. At the same time, it is actively participating in exhibitions in Europe and the U.S. to build brand awareness and attract more clients, striving to become a global CDMO company specializing in biopharmaceutical development and GMP manufacturing.

III. Future Company Development Strategy

In response to global trends in biopharmaceutical development, Mycenax will use traditional biopharmaceuticals as a foundation while aiming to expand into emerging biopharmaceuticals, continually cultivating the CDMO market. We will leverage innovative development abilities (D) and adequate manufacturing capacity (M) to expand our services' uniqueness under the so-called large D and medium M business model. This approach balances efficiency with innovative development capabilities to meet clients' needs from preclinical development to GMP production for market launch. Looking ahead, we will establish our foundation in Asia and expand globally, becoming a world-class CDMO company excelling in advanced technology and customized services.

IV. Impact of External Competitive Environment, Regulatory Environment, and Overall Operating Environment

The global economic climate is highly variable, compounded by post-COVID-19 changes, the Russia-Ukraine war, and supply chain crises leading to inflation. The overall economic environment remains weak, and Mycenax anticipates facing even more severe challenges. The tasks for 2024 will still be expanding business capabilities and controlling cost efficiency. Mycenax will focus on

developing competitive technology platforms to expand its CDMO service domain revenue and maximize shareholder equity.

Thanks for your support and trust. Our management team will keep strengthening our advantages, improving techniques, quality, and customer service. We look forward to working with you to create a prosperous future.

Attachment 2.

Mycenax Biotech Inc. Audit Committee's Review Report

The Board of Directors has prepared the Company's Business Report, Financial Statements, and Deficit Compensation for the year of 2023. Jin-Di Wu and Wei-Liang Tai, Certified Public Accountants of Full-Go & Co., have audited the Financial Statements.

The 2023 Business Report, Financial Statements, and Deficit Compensation have been reviewed and determined to be correct and accurate by the Audit Committee of Mycenax Biotech Inc. I, as the Chair of the Audit Committee, hereby submit this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely,

Mycenax Biotech Inc. 2024 Annual Shareholders' Meeting

Convener of the Audit Committee:

Kuo-Pin Kao

March 13, 2024

Attachment 3.

Mycenax Biotech Inc.

The Implementation Report for the Sound Business Plan of Capital Increase by Issuing New Shares in 2020

I. Implementation progress of the issuance of new shares for capital increase in 2020

The registration for the issuance of new shares has become effective since November 27, 2020, when Mycenax received Letter No. 1090370430 from the Financial Supervisory Commission. The registration for extending the fundraising deadline to May 27, 2021, has become effective and has been recorded in Letter No. Financial-Supervisory-Securities-Corporate-1090378664 issued on December 23, 2020. It turned out that Mycenax issued 25,000,000 shares at NTD\$ 30.5 per share for capital increase and completed the fundraising with NTD\$ 762,500 thousand in March 2021.

II. Implementation progress of the sound business plan

Unit: NTD\$ thousands

Item	Year 2023		
	Actual (A)	Budget (B)	Difference (A-B)
Operating Revenue	652,620	856,069	(203,449)
Operating Costs	1,027,811	900,514	127,297
Gross Profit (Loss)	(375,191)	(44,445)	(330,746)
Operating Expenses	226,911	302,614	(75,703)
Operating Loss	(602,102)	(347,060)	(255,042)
Non-operating Income and Expenses	(81,879)	(22,270)	(59,609)
Loss before income tax	(683,981)	(369,329)	(314,652)

The company's CDMO operating revenue for 2023 was NTD\$652,620 thousand, which is NTD\$203,449 thousand less than the budgeted amount. The operating costs exceeded the budgeted amount mainly due to lower-than-expected capacity utilization, resulting in a lower gross margin than anticipated.

Operating expenses for 2023 amounted to NTD\$226,911 thousand, which is NTD\$75,703 thousand less than the budgeted amount. The reduction is primarily due to lower commission expenses driven by decreased revenue and cost-saving measures in personnel and procurement.

In March, a fire occurred in the GMP Plant 1 warehouse, leading to the write-off or repair costs of materials, warehouse, and equipment. These costs were recognized as other expenses under non-operating income and expenses, totaling approximately NTD\$74 million.

Overall, the pre-tax net loss increased by NTD\$314,652 thousand compared to the budgeted amount.

III. Countermeasures for losses

Mycenax is the only CDMO company in Taiwan that focuses on both traditional biopharmaceuticals and emerging biopharmaceuticals, possessing experience in various technical platforms and process development in mammalian cells, microorganisms, and allogeneic cell therapy products (such as stem cells, immune cells, exosomes, etc.). In 2022, Mycenax invested in the establishment of Krisan Biotech, focusing on small molecule drug CDMO, aiming to provide one-stop services from process development to GMP production for ADC products. The GMP production plant of Mycenax is expected to undergo international inspections in 2024. Upon obtaining drug approvals in various countries, it will take a significant step forward, joining the ranks of CDMOs capable of producing marketed biopharmaceuticals. Considering the international situation, the demand for CDMO market is gradually increasing, which will be an opportunity for the rapid growth of Mycenax. While deepening its presence in the Asia-Pacific market, it is also expanding into Europe and America, aiming for significant revenue growth in the future.

Considering the situation of existing CDMO projects and the demand for commercial manufacturing of services in the future orders, we will implement three strategies to continuously deepen the niche:

i. Broaden the market share and customers

Besides continuously providing process development and manufacturing services for domestic and Asian biologics companies, Mycenax will keep exploiting European and American markets. Having dedicated to Japanese market for years, Mycenax created its brand effect and won important contracts from South Korea and Singapore, successfully penetrating Asian market. In the future, Mycenax will be continuously committed to Asian market and expand its business to the European and American markets. In 2023, Mycenax also widen the business to Europe and America. A subsidiary in the United States has already been established as a base for expanding US business. Moreover, Mycenax actively participates in exhibitions in Europe and the United States to establish our brand awareness and expand our customer base. Mycenax is committed to becoming a global CDMO company specializing in CMC biologics development and GMP manufacturing.

ii. Brand positioning for “Big D and Medium M”

“Innovative development ability (D) and adequate manufacturing capacity (M)” is defined as Mycenax’s distinctive business model. Mycenax looks forward to being clients’ best partner for the development of emerging biologics. In the early stage, Mycenax assists clients in converting their scientific ideas into efficient and high-quality manufacturing processes (Big D) and provides cost-compliant GMP production capacity (Medium M), promoting the development of emerging biologics.

iii. Expansion of technological capabilities in innovative areas through strategic cooperation

- (i) Since Mycenax successfully invited JCR Pharmaceuticals Co., Ltd. As a strategic investor, Mycenax and JCR have several communications such as the operations and quality control of GMP production. This partnership shall facilitate more product development,

contracted manufacturing, and technical exchanges. Furthermore, the strategic cooperation will improve Mycenax's development capabilities, creating a win-win situation.

- (ii) Mycenax actively tapped into the field of allogeneic cell therapy and antibody-drug conjugate (ADC) and has partnered with KriSan Biotech while Mycenax is responsible for the drug design, process development, and subsequent scale-up of ADC. On the other hand, KriSan Biotech is responsible for the drug design and process development of small molecule drug and the GMP production of ADC. To strengthen the cooperation, Mycenax has invested in KriSan Biotech and become a main shareholder (19.15%) in December 2022. Through the cooperation, both can jointly seek ADC project opportunities, enhancing each other's competitiveness in the market.

IV. Conclusion

Mycenax aims to pass the inspection in 2024 to solidify existing customer relationships and attract more international projects. In line with strengthening our technical development capabilities and the growing CDMO market, we will continue to expand our CDMO business, focusing not only on the Asian market but also on the European and American markets. Additionally, the company will enhance capital expenditure and expense control to execute the aforementioned strategies, thereby improving operating performance.

Attachment 4.

The table of 2023 Directors' compensation

Unit: NTD\$ thousands ; %

Title	Name	Director's Remuneration								(A+B+C+D) and ratio to net income		Remuneration received by directors as an employee								(A+B+C+D) and ratio to net income		Remuneration received from Non-consolidated Affiliates or Parent Company	
		Base compensation (A)		Retirement pay and pensions (B)		Director profit-sharing compensation (C) (Proposed number)		expenses (D)				Salaries, bonus, and special disbursements (E)		Retirement pay and pensions (F)		Employees' profit-sharing compensation (G)							
		Company the	From All Consolidated Entities	Company the	From All Consolidated Entities	Company the	From All Consolidated Entities	Company the	From All Consolidated Entities	Company the	From All Consolidated Entities	Company the	From All Consolidated Entities	Company the	From All Consolidated Entities	Cash	Shares	Cash	Shares	Company the	From All Consolidated Entities		
Director	Center Laboratories, Inc.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	None
	Representative: Pei-Jiun Chen (Chairman)	0	0	0	0	0	0	30	30	30 (0.004)	30 (0.004)	7,808	7,808	0	0	0	0	0	0	7,838 (1.148)	7,838 (1.148)	None	
	Representative: Chun-Hong Chen	0	0	0	0	0	0	25	25	25 (0.004)	25 (0.004)	0	0	0	0	0	0	0	0	25 (0.004)	25 (0.004)	None	
Director	JCR Pharmaceuticals Co., Ltd	0	0	0	0	0	0	30	30	30 (0.004)	30 (0.004)	0	0	0	0	0	0	0	0	30 (0.004)	30 (0.004)	None	
	Representative: Yoh Ito	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	None
Director	Nien Hsing International Investment Co., Ltd. (Note 1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	None
	Representative: En-Tzn Liu	0	0	0	0	0	0	25	25	25 (0.004)	25 (0.004)	0	0	0	0	0	0	0	0	25 (0.004)	25 (0.004)	None	
Director	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	None
	Representative: Chia-Ling Lin	0	0	0	0	0	0	30	30	30 (0.004)	30 (0.004)	0	0	0	0	0	0	0	0	30 (0.004)	30 (0.004)	None	
Director	China Investment and Development Co., Ltd.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	None
	Representative: Hsiu-Yuan Lee (Note 2)	0	0	0	0	0	0	30	30	30 (0.004)	30 (0.004)	0	0	0	0	0	0	0	0	30 (0.004)	30 (0.004)	None	
Independent Director	Kuo-Pin Kao	600	600	0	0	0	0	85	85	685 (0.100)	685 (0.100)	0	0	0	0	0	0	0	0	685 (0.100)	685 (0.100)	None	
Independent Director	Yu-Sheng Tsai	240	240	0	0	0	0	85	85	325 (0.048)	325 (0.048)	0	0	0	0	0	0	0	0	325 (0.048)	325 (0.048)	None	
Independent Director	Allen Y. Chao	240	240	0	0	0	0	70	70	310 (0.045)	310 (0.045)	0	0	0	0	0	0	0	0	310 (0.045)	310 (0.045)	None	

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 of independent Directors of the Company is comprehensively considered based on industry characteristics, peer payment practices, the contribution of independent Directors to business operations, and the degree of risk they bear. After evaluation and discussion by the Compensation Committee, it is submitted to the Board of Directors for resolution. Currently, independent Directors of the Company receive fixed compensation on a monthly basis and are reimbursed for transportation expenses when attending board meetings and functional committees.

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.

Note 1: Nien Hsing International Investment Co., Ltd. resigned on April 23, 2024.

Note 2: China Investment and Development Co., Ltd. appointed Yi-Shin Li as the new representative on February 19, 2024.

Attachment 5.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Mycenax Biotech Inc.:

Opinion

We have audited the accompanying consolidated financial statements of Mycenax Biotech Inc. and its subsidiaries (collectively referred to as the "Group") which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, 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, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and 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 responsibility 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 reports of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. 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 of the Group's consolidated financial statements for the year ended December 31, 2023 are stated as follows:

Revenue Recognition

Please refer to Note 4.13 for accounting policy related to revenue recognition and Note 6.15 for disclosure information about revenue recognition of the Consolidated Financial Statements.

Description

The main revenue of Mycenax Biotech Inc. is the provision of biopharmaceutical contract development and manufacturing services. The company's management team determines the timing of revenue recognition based on the contractual terms and conditions. Consequently, revenue recognition constitutes is one of the key audit matters for the current year.

How the matter was addressed in our audit

The main audit procedures for this key audit matter included understanding the Company's revenue recognition procedure and transaction process and assessed the Company's revenue recognition policy to meet the international financial reporting standard No.15, testing the effectiveness of the design and the implementation of internal control of sale and collection.

We compared the detailed service revenue information and the general ledger, and we selected samples to exam service contract and transaction evidences, to assess the sale had been recognition in the percentage of completion for the contract. Furthermore, the auditors selected a sample of account receivable that had not yet been collected on the consolidated balance sheet date and performed a confirmation request to the third party and examination of subsequent collection.

Deferred income tax assets recognition

Please refer to Note 4.17 for accounting policy related to deferred income tax assets recognition and Note 6.19 for disclosure information of the consolidated financial statements.

Description

Mycenax Biotech Inc. recognized deferred income tax assets, which included tax loss carryforward and investment tax credits. The recognition and measurement of deferred income tax asset are based on management's subjective judgment of the assumptions of future profitability and the realizability of deferred income tax assets. Therefore, the assessment of the recognition of deferred income tax asset is one of the key audit matters for this year.

How the matter was addressed in our audit

The main audit procedures for this key audit matter include evaluating the reasonableness of management's recognition of deferred income tax asset, checking the related assumptions of future operating forecasts ,and the financial budget that made by management, evaluating the assumptions of growth rates made by management, and assessing the prior-year taxable income and the quality of budget estimates. Additionally, the auditor also evaluates whether Mycenax Biotech Inc. has made appropriate disclosures regarding deferred income tax assets.

Other Matter

For the aforesaid invested company accounted for using the equity method disclosed in the consolidated financial statements of 2023, the financial statement of KRISAN BIOTECH CO., LTD. were audited by another auditor whose reports have been thereon furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the consolidated financial statement, is based solely on the audit reports of other auditors. The account balance of the above company, accounted for using the equity method as of December 31, 2022 were NT\$199,245 thousand, accounting for 4.5% of the total asset; for the year ended December 31, 2022, the share of loss from subsidiaries and associates under equity method amounted to NT\$755 thousand, accounting for 0.2% of net loss before tax.

We have audited the 2023 and 2022 financial statements of Mycenax Biotech Inc. and have issued an unqualified opinion, together with a report on the audits, for the convenience of readers.

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 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 Company'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 Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the 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, 2023 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 WU, JIN-DI and DAI, WEI-LIANG

Ful-Fill & Co., CPAs

Taipei, Taiwan

Republic of China

March 13, 2024

Notice to Readers

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.

Mycenax Biotech Inc.
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars)

Account Co.	Assets	Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4, 6(1)	\$ 519,268	14	\$ 1,323,365	30
1136	Financial assets at amortized cost	4, 6(3), 8	149,618	4	17,316	—
1140	Contract assets	4, 6(15)	7,842	—	11,951	—
1170	Accounts receivable, net	4, 6(4)	41,395	1	58,731	1
1180	Accounts receivable, net-related parties	7	9,294	—	10,637	—
1200	Other receivables		4,688	—	3,087	—
130X	Inventories	4, 6(5)	112,326	3	246,721	6
1410	Prepayments		83,247	2	103,219	2
1482	Costs to fulfil contracts	6(15)	134,697	4	146,436	4
1470	Other current assets	8	35,635	1	2,318	—
11XX	Total current assets		1,098,010	29	1,923,781	43
	Non-current assets					
15XX	Non-current assets					
1517	Financial assets at fair value through other comprehensive income	4, 6(2)	268	—	268	—
1550	Investments accounted for using the equity method	4, 6(6)	190,542	5	199,245	5
1600	Property, plant and equipment, net	4, 6(7), 8	1,779,575	42	1,886,916	42
1755	Right-of-use assets	4, 6(8)	67,768	2	91,302	2
1780	Intangible assets	4, 6(9)	42,902	1	49,844	1
1840	Deferred income tax assets	4, 6(19)	95,491	2	89,715	2
1915	Prepayments for business facilities	6(7)	484,758	5	201,127	5
1920	Refundable deposits		8,012	—	7,958	—
1975	Net defined benefit assets	4, 6(12)	3,075	—	2,842	—
15XX	Total non-current assets		2,672,391	57	2,529,217	57
1XXX	Total assets		\$ 3,770,401	100	\$ 4,452,998	100

(Continued)

Mycenax Biotech Inc.
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Account Co.	Liabilities and Equity	Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
21XX	Current liabilities					
2100	Short-term loans	6(10), 8	\$ —	—	\$ 100,000	2
2130	Contract liability	6(15), 7	187,283	5	142,275	3
2170	Accounts payable	7	44,053	1	52,521	1
2200	Other payables	6(11), 7, 12	361,318	10	195,378	5
2280	Lease liabilities	4, 6(8)	30,571	1	37,282	1
2320	Long-term liabilities, current portion	6(10)	125,920	3	105,880	2
2399	Other current liabilities		4,278	—	1,397	—
21XX	Total current liabilities		753,423	20	634,733	14
25XX	Non-current liabilities					
2541	Long-term borrowings	6(10), 8	530,400	14	656,320	15
2580	Non-current lease liabilities	4, 6(8)	39,386	1	56,370	1
25XX	Total non-current liabilities		569,786	15	712,690	22
2XXX	Total liabilities		1,323,209	35	1,347,423	39
31XX	Equity	6(13)				
3110	Common stock		2,058,862	55	2,053,060	46
3140	Advance receipts for ordinary share		1,022	—	193	—
3170	Share capital awaiting retirement		(2,000)	—	—	—
3200	Capital surplus		1,074,289	28	1,468,143	33
3350	Accumulated deficit		(682,641)	(18)	(406,832)	(9)
3400	Other equity interest		(2,340)	—	(8,989)	—
3XXX	Total equity		2,447,192	70	3,105,575	70
3X2X	Total liabilities and equity		3,770,401	100	4,452,998	100

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

Mycenax Biotech Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2023 AND 2022

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

Account Co.	Item	Notes	For the Year Ended December 31			
			2023		2022	
			Amount	%	Amount	%
4000	Operating Revenue	4, 6(15), 7	\$ 652,620	100	\$ 732,276	100
5000	Operating Costs		1,027,811	158	845,948	116
5900	Gross Profit (Loss)		(375,191)	(58)	(113,672)	(16)
	Operating Expenses	6(16), 7				
6100	Sales and marketing expenses		60,268	9	43,507	6
6200	General and administrative expenses		91,691	14	112,657	15
6300	Research and development expenses		75,813	12	144,001	20
6450	Expected credit impairment loss (gain)		(1,131)	—	31,158	4
6000	Total operating expenses		226,911	35	331,323	45
6900	Operating Profit (Loss)		(602,102)	(93)	(444,995)	(61)
7000	Non-operating Income and Expenses					
7050	Finance costs	4, 6(17)	(27,245)	(4)	(19,194)	(3)
7020	Other losses	6(17), 10	(73,995)	(11)	(20,569)	(3)
7100	Interest income		17,660	3	3,795	1
7190	Other income	6(17), 7	7,057	1	5,586	1
7230	Net foreign exchange gain (loss)		3,347	—	13,291	2
7070	Share of profit of associates and joint ventures accounted for using equity method	6(6)	(8,703)	(1)	(755)	—
7000	Total non-operating income and expenses		(81,879)	(2)	(17,846)	(2)
7900	Loss before income tax		(683,981)	(63)	(462,841)	(63)
7950	Income tax benefit(or expense)	4, 6(19)	1,134	1	9,210	1
8200	Net Loss		(682,847)	(12)	(453,631)	(62)
	Other Comprehensive Income					
8310	Components of other comprehensive income that will not be reclassified to profit or loss	6(18)				
8311	Remeasurement of defined benefit obligation		258	—	453	—
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income		—	—	(7,516)	(1)
8349	Income tax benefit (expense) relating to items that will not be reclassified subsequently to profit or loss	4, 6(19)	(52)	—	3,146	—
8310	Total components of other comprehensive income that will not be reclassified to profit or loss		206	—	(3,917)	(1)
	Other Comprehensive Income					
8360	Components of other comprehensive income that may be reclassified to profit or loss	6(18)				
8361	Exchange differences on translation of foreign financial statements		(39)			
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	4, 6(19)	8			

For the Year Ended December 31						
Account Co.	Item	Notes	2023		2022	
			Amount	%	Amount	%
8360	Total components of other comprehensive income that may be reclassified to profit or loss			(31)		
8500	Total Comprehensive Loss		\$ (682,672)	(105)	\$ (457,548)	(63)
EARNINGS PER SHARE						
9750	Basic earnings per share	6(20)	\$ (3.32)		\$ (2.74)	
9850	Diluted earnings per share	6(20)	\$ (3.32)		\$ (2.74)	

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

Mycenax Biotech Inc.

STATEMENTS OF CHANGES IN EQUITY YEARS ENDED DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars)

Item	Share Capital			Capital Reserves				Other equity interest			Total equity	
	Common stock	Advance Receipts for Common Stock	Share capital awaiting retirement	Addition paid-in capital	Employee stock options	Restricted stock to employees	Others	Accumulated deficit	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Exchange differences on translation		Unearned compensation
Balance on January 1,2022	\$ 1,533,337	\$ –	\$ –	\$ 527,600	\$ 36,111	\$ –	\$ 13,237	\$ (254,336)	\$ 50,716	\$ –	\$ –	\$ 1,906,665
Issuance of shares	500,000	–	–	1,125,000	–	–	–	–	–	–	–	1,625,000
Capital reserves for cover accumulated deficits	–	–	–	(254,336)	–	–	–	254,336	–	–	–	–
Employee stock option exercised	9,723	193	–	18,851	(7,116)	–	–	–	–	–	–	21,651
Employee stock options expired	–	–	–	–	(1,529)	–	1,529	–	–	–	–	–
Disposal of equity instruments measured at fair value through other comprehensive income	–	–	–	–	–	–	–	46,437	(46,437)	–	–	–
Issuance of employee restricted stocks	10,000	–	–	–	–	886	–	–	–	–	(10,886)	–
Income (Loss) for 2022	–	–	–	–	–	–	–	(453,631)	–	–	–	(453,631)
Other comprehensive income (loss)	–	–	–	–	–	–	–	362	(4,279)	–	–	(3,917)
Total comprehensive income (loss)	–	–	–	–	–	–	–	(89,956)	(4,279)	–	–	(457,548)
Compensation costs of employee stock options	–	–	–	–	7,910	–	–	–	–	–	1,897	9,807
Balance on December 31,2022	\$ 2,053,060	\$ 193	\$ –	\$ 1,417,115	\$ 35,376	\$ 886	\$ 14,766	\$ (406,832)	\$ –	\$ –	\$ (8,989)	\$ 3,105,575
Capital reserves for cover accumulated deficits	–	–	–	(406,832)	–	–	–	406,832	–	–	–	–
Employee stock option exercised	7,402	829	–	13,854	(5,493)	–	–	–	–	–	–	16,592

Item	Share Capital			Capital Reserves				Accumulated deficit	Other equity interest			Total equity
	Common stock	Advance Receipts for Common Stock	Share capital awaiting retirement	Addition paid-in capital	Employee stock options	Restricted stock to employees	Others		Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Exchange differences on translation	Unearned compensation	
Employee stock options expired	–	–	–	–	(17,752)	–	17,752	–	–	–	–	–
Adjustment for lapsing of new shares and cancellation of capital reduction by restricting employee rights	(1,600)	–	(2,000)	–	–	(3,723)	–	–	–	–	7,323	–
Income (Loss) for 2023	–	–	–	–	–	–	–	(682,847)	–	–	–	(682,847)
Other comprehensive income (loss)	–	–	–	–	–	–	–	206	–	(31)	–	175
Total comprehensive income (loss)	–	–	–	–	–	–	–	(682,641)	–	(31)	–	(682,672)
Compensation costs of employee share based payment	–	–	–	–	8,340	–	–	–	–	–	(643)	7,697
Balance on December 31, 2023	\$ 2,058,862	\$ 1,022	\$ (2,000)	\$ 1,024,137	\$ 20,471	\$ (2,837)	\$ 32,518	\$ (682,641)	\$ –	\$ (31)	\$ (2,309)	\$ 2,447,192

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

Mycenax Biotech Inc.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2022 AND 2021

Item	For the Year Ended December 31	
	2023	2022
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Net loss before tax	\$ (683,981)	\$ (462,841)
Adjustments for:		
Adjustments to reconcile profit(loss)		
Depreciation	303,438	254,909
Amortization	11,343	27,644
Expected credit impairment losses(income)	(1,131)	31,158
Compensation costs of employee stock options	7,697	9,807
Interest expense	27,245	19,194
Interest income	(17,660)	(3,795)
Dividend income	(4)	(4)
Shares of profit from associates under equity method	8,703	755
Gain on lease modification	(26)	(1,131)
Loss (Gain) on disposals of property, plant and equipment	–	20,106
Disaster loss	73,962	
Write-down (reversal) of inventories	35,944	16,090
Changes in operating assets and liabilities		
Contract assets	4,109	(11,951)
Accounts receivable, net	18,467	32,501
Accounts receivable, net-related parties	1,343	(2,762)
Other receivables	(1,895)	8,968
Inventories	58,127	(89,509)
Prepayments	16,686	(17,170)
Other current assets	(2)	6,378
Costs to fulfil contracts	11,739	44,136
Decrease (increase) in net defined benefit asset	25	180
Accounts payable	(8,468)	(2,154)
Other payables	(14,808)	2,282
Current contract liabilities	45,008	(9,841)
Other current liabilities	2,881	176
Cash outflow generated from operations	(101,258)	(126,874)
Interest paid	(23,067)	(23,042)
Income tax paid	(6,853)	(269)
Net cash flows used in operating activities	(131,178)	(150,185)

(Expressed in thousands of New Taiwan dollars)

(Continued)

Item	For the Year Ended December 31	
	2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Disposal (Acquisition) of financial assets at amortized cost	(132,302)	(8,816)
Acquisition of financial assets at fair value through other comprehensive income	–	(268)
Disposal of financial assets at fair value through other comprehensive income	–	102,070
Acquisition of investment accounted for using the equity method	–	(200,000)
Decrease (Increase) in restricted assets	(31,148)	(1,193)
Acquisition of property, plant and equipment	(295,631)	(626,936)
Disposal of property, plant and equipment	(54)	–
Decrease (Increase) in refundable deposits	(1,971)	(1,137)
Acquisition of intangible assets	17,954	(12,038)
Interest received	4	3,071
Dividend received	(443,148)	4
Net cash flows used in investing activities		(745,243)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Repayment of the principal of lease liabilities	(40,444)	(36,985)
Proceeds (Repayments) from short-term borrowings	(100,000)	50,000
Proceeds (Repayments) from long-term borrowings	(105,880)	272,200
Issuance of common stocks	–	1,625,000
Employee stock options exercised	16,592	21,651
Net cash flows from financing activities	(229,732)	1,931,866
Effect of exchange rate changes on cash and cash equivalents	(39)	–
Net increase in cash and cash equivalents	(804,097)	1,036,438
Cash and Cash equivalents at beginning of year	1,323,365	286,927
Cash and cash equivalents at end of year	\$ 519,268	\$ 1,323,365

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

Attachment 6.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Mycenax Biotech Inc.:

Opinion

We have audited the accompanying parent company only financial statements of Mycenax Biotech Inc. (the "Company") which comprise the parent company only balance sheets as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant 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, 2023 and 2022, 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 responsibility 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 reports of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. 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 of the Company's parent company only financial statements for the year ended December 31, 2023 are stated as follows:

Revenue Recognition

Please refer to Note 4.12 for accounting policy related to revenue recognition and Note 6.15 for disclosure information about revenue recognition of the Parent Company Only Financial

Statements.

Description

The main revenue of Mycenax Biotech Inc. is the provision of biopharmaceutical contract development and manufacturing services. The company's management team determines the timing of revenue recognition based on the contractual terms and conditions. Consequently, revenue recognition constitutes is one of the key audit matters for the current year.

How the matter was addressed in our audit

The main audit procedures for this key audit matter included understanding the Company's revenue recognition procedure and transaction process and assessed the Company's revenue recognition policy to meet the international financial reporting standard No.15, testing the effectiveness of the design and the implementation of internal control of sale and collection. We compared the detailed service revenue information and the general ledger, and we selected samples to exam service contract and transaction evidences, to assess the sale had been recognition in the percentage of completion for the contract. Furthermore, the auditors selected a sample of account receivable that had not yet been collected on the balance sheet date and performed a confirmation request to the third party and examination of subsequent collection.

Deferred income tax assets recognition

Please refer to Note 4.16 for accounting policy related to deferred income tax assets recognition and Note 6.19 for disclosure information of the parent company only financial statements.

Description

Mycenax Biotech Inc. recognized deferred income tax assets, which included tax loss carryforward and investment tax credits. The recognition and measurement of deferred income tax asset are based on management's subjective judgment of the assumptions of future profitability and the realizability of deferred income tax assets. Therefore, the assessment of the recognition of deferred income tax asset is one of the key audit matters for this year.

How the matter was addressed in our audit

The main audit procedures for this key audit matter include evaluating the reasonableness of management's recognition of deferred income tax asset, checking the related assumptions of future operating forecasts ,and the financial budget that made by management, evaluating the assumptions of growth rates made by management, and assessing the prior-year taxable income and the quality of budget estimates. Additionally, the auditor also evaluates whether Mycenax Biotech Inc. has made appropriate disclosures regarding deferred income tax assets.

Other Matter

For the aforesaid invested company accounted for using the equity method disclosed in the parent company only financial statements of 2023, the financial statement of KRISAN BIOTECH CO., LTD. were audited by another auditor whose reports have been thereon furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the parent company only financial statement, is based solely on the audit reports of other auditors. The account balance of the above company, accounted for using the equity method as of December 31, 2022 were NT\$199,245 thousand, accounting for 4.5% of the total asset; for the year ended December 31, 2022, the share of loss from subsidiaries and associates under equity method amounted to NT\$755 thousand, accounting for 0.2% of net loss before tax.

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 Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the 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, 2023 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 WU, JIN-DI and DAI, WEI-LIANG

Ful-Fill & Co., CPAs

Taipei, Taiwan

Republic of China

March 13, 2024

Notice to Readers

The accompanying parent company only financial statements are intended only to present the parent company only 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.

Mycenax Biotech Inc.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Account Co.	Assets	Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4, 6(1)	\$ 513,829	14	\$ 1,323,365	30
1136	Financial assets at amortized cost	4, 6(3), 8	149,618	4	17,316	—
1140	Contract assets	4, 6(15)	7,842	—	11,951	—
1170	Accounts receivable, net	4, 6(4)	41,395	1	58,731	1
1180	Accounts receivable, net-related parties	7	9,294	—	10,637	—
1200	Other receivables		4,688	—	3,087	—
130X	Inventories	4, 6(5)	112,326	3	246,721	6
1410	Prepayments		83,247	2	103,219	2
1482	Costs to fulfil contracts	6(15)	134,697	4	146,436	4
1470	Other current assets	8	35,635	1	2,318	—
11XX	Total current assets		1,092,295	29	1,923,781	43
	Non-current assets					
1517	Financial assets at fair value through other comprehensive income	4, 6(2)	268	—	268	—
1550	Investments accounted for using the equity method	4, 6(6)	195,295	5	199,245	5
1600	Property, plant and equipment, net	4, 6(7), 8	1,779,575	42	1,886,916	42
1755	Right-of-use assets	4, 6(8)	67,768	2	91,302	2
1780	Intangible assets	4, 6(9)	42,902	1	49,844	1
1840	Deferred income tax assets	4, 6(19)	95,491	2	89,715	2
1915	Prepayments for business facilities	6(7)	484,758	5	201,127	5
1920	Refundable deposits		8,012	—	7,958	—
1975	Net defined benefit assets	4, 6(12)	3,075	—	2,842	—
15XX	Total non-current assets		2,677,144	57	2,529,217	57
1XXX	Total assets		\$ 3,769,439	100	\$ 4,452,998	100

(Continued)

Mycenax Biotech Inc.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Account Co.	Liabilities and Equity	Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
21XX	Current liabilities					
2100	Short-term loans	6(10), 8	\$ —	—	\$ 100,000	2
2130	Contract liability	6(15), 7	187,283	5	142,275	3
2170	Accounts payable	7	44,053	1	52,521	1
2200	Other payables	6(11), 7, 12	360,356	10	195,378	5
2280	Lease liabilities	4, 6(8)	30,571	1	37,282	1
2320	Long-term liabilities, current portion	6(10)	125,920	3	105,880	2
2399	Other current liabilities		4,278	—	1,397	—
21XX	Total current liabilities		752,461	20	634,733	14
25XX	Non-current liabilities					
2541	Long-term borrowings	6(10), 8	530,400	14	656,320	15
2580	Non-current lease liabilities	4, 6(8)	39,386	1	56,370	1
25XX	Total non-current liabilities		569,786	15	712,690	22
2XXX	Total liabilities		1,322,247	35	1,347,423	39
31XX	Equity	6(13)				
3110	Common stock		2,058,862	55	2,053,060	46
3140	Advance receipts for ordinary share		1,022	—	193	—
3170	Share capital awaiting retirement		(2,000)	—	—	—
3200	Capital surplus		1,074,289	28	1,468,143	33
3350	Accumulated deficit		(682,641)	(18)	(406,832)	(9)
3400	Other equity interest		(2,340)	—	(8,989)	—
3XXX	Total equity		2,447,192	65	3,105,575	70
3X2X	Total liabilities and equity		3,769,439	100	4,452,998	100

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

Mycenax Biotech Inc.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2023 AND 2022

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

Account Co.	Item	Notes	For the Year Ended December 31			
			2023		2022	
			Amount	%	Amount	%
4000	Operating Revenue	4, 6(15), 7	\$ 652,620	100	\$ 732,276	100
5000	Operating Costs		1,027,811	158	845,948	116
5900	Gross Profit (Loss)		(375,191)	(58)	(113,672)	(16)
	Operating Expenses	6(16), 7				
6100	Sales and marketing expenses		66,499	10	43,507	6
6200	General and administrative expenses		91,961	14	112,657	15
6300	Research and development expenses		75,813	12	144,001	20
6450	Expected credit impairment loss (gain)		(1,131)	—	31,158	4
6000	Total operating expenses		233,142	36	331,323	45
6900	Operating Profit (Loss)		(608,333)	(94)	(444,995)	(61)
7000	Non-operating Income and Expenses					
7050	Finance costs	4, 6(17)	(27,245)	(4)	(19,194)	(3)
7020	Other losses	6(17), 10	(73,995)	(11)	(20,569)	(3)
7100	Interest income		17,660	3	3,795	1
7190	Other income	6(17), 7	7,057	1	5,586	1
7230	Net foreign exchange gain (loss)		3,347	—	13,291	2
7070	Share of profit of associates and joint ventures accounted for using equity method	6(6)	(7,158)	(1)	(755)	—
7000	Total non-operating income and expenses		(80,334)	(12)	(17,846)	(2)
7900	Loss before income tax		(688,667)	(106)	(462,841)	(63)
7950	Income tax benefit(or expense)	4, 6(19)	5,820	1	9,210	1
8200	Net Loss		(682,847)	(105)	(453,631)	(62)
	Other Comprehensive Income					
8310	Components of other comprehensive income that will not be reclassified to profit or loss	6(18)				
8311	Remeasurement of defined benefit obligation		258	—	453	—
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income		—	—	(7,516)	(1)
8349	Income tax benefit (expense) relating to items that will not be reclassified subsequently to profit or loss	4, 6(19)	(52)	—	3,146	—
8310	Total components of other comprehensive income that will not be reclassified to profit or loss		206	—	(3,917)	(1)

Account Co.	Item	Notes	For the Year Ended December 31			
			2023		2022	
			Amount	%	Amount	%
8360	Other Comprehensive Income Components of other comprehensive income that may be reclassified to profit or loss	6(18)				
8361	Exchange differences on translation of foreign financial statements		(39)			
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	4, 6(19)	8			
8360	Total components of other comprehensive income that may be reclassified to profit or loss		(31)			
8500	Total Comprehensive Loss		<u>\$ (682,672)</u>	<u>(105)</u>	<u>\$ (457,548)</u>	<u>(63)</u>
	EARNINGS PER SHARE					
9750	Basic earnings per share	6(20)	<u>\$ (3.32)</u>		<u>\$ (2.74)</u>	
9850	Diluted earnings per share	6(20)	<u>\$ (3.32)</u>		<u>\$ (2.74)</u>	

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

Mycenax Biotech Inc.

STATEMENTS OF CHANGES IN EQUITY YEARS ENDED DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars)

Item	Share Capital			Capital Reserves				Accumulated deficit	Other equity interest			Total equity
	Common stock	Advance Receipts for Common Stock	Share capital awaiting retirement	Addition paid-in capital	Employee stock options	Restricted stock to employees	Others		Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Exchange differences on translation	Unearned compensation	
Balance on January 1,2022	\$ 1,533,337	\$ –	\$ –	\$ 527,600	\$ 36,111	\$ –	\$ 13,237	\$ (254,336)	\$ 50,716	\$ –	\$ –	\$ 1,906,665
Issuance of shares	500,000	–	–	1,125,000	–	–	–	–	–	–	–	1,625,000
Capital reserves for cover accumulated deficits	–	–	–	(254,336)	–	–	–	254,336	–	–	–	–
Employee stock option exercised	9,723	193	–	18,851	(7,116)	–	–	–	–	–	–	21,651
Employee stock options expired	–	–	–	–	(1,529)	–	1,529	–	–	–	–	–
Disposal of equity instruments measured at fair value through other comprehensive income	–	–	–	–	–	–	–	46,437	(46,437)	–	–	–
Issuance of employee restricted stocks	10,000	–	–	–	–	886	–	–	–	–	(10,886)	–
Income (Loss) for 2022	–	–	–	–	–	–	–	(453,631)	–	–	–	(453,631)
Other comprehensive income (loss)	–	–	–	–	–	–	–	362	(4,279)	–	–	(3,917)
Total comprehensive income (loss)	–	–	–	–	–	–	–	(453,269)	(4,279)	–	–	(457,548)
Compensation costs of employee stock options	–	–	–	–	7,910	–	–	–	–	–	1,897	9,807
Balance on December 31,2022	\$ 2,053,060	\$ 193	\$ –	\$ 1,417,115	\$ 35,376	\$ 886	\$ 14,766	\$ (406,832)	\$ –	\$ –	\$ (8,989)	\$ 3,105,575
Capital reserves for cover accumulated deficits	–	–	–	(406,832)	–	–	–	406,832	–	–	–	–
Employee stock option exercised	7,402	829	–	13,854	(5,493)	–	–	–	–	–	–	16,592

Item	Share Capital			Capital Reserves				Accumulated deficit	Other equity interest			Total equity
	Common stock	Advance Receipts for Common Stock	Share capital awaiting retirement	Addition paid-in capital	Employee stock options	Restricted stock to employees	Others		Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Exchange differences on translation	Unearned compensation	
Employee stock options expired	–	–	–	–	(17,752)	–	17,752	–	–	–	–	–
Adjustment for lapsing of new shares and cancellation of capital reduction by restricting employee rights	(1,600)	–	(2,000)	–	–	(3,723)	–	–	–	–	7,323	–
Income (Loss) for 2023	–	–	–	–	–	–	–	(682,847)	–	–	–	(682,847)
Other comprehensive income (loss)	–	–	–	–	–	–	–	206	–	(31)	–	175
Total comprehensive income (loss)	–	–	–	–	–	–	–	(682,641)	–	(31)	–	(682,672)
Compensation costs of employee share based payment	–	–	–	–	8,340	–	–	–	–	–	(643)	7,697
Balance on December 31, 2023	\$ 2,058,862	\$ 1,022	\$ (2,000)	\$ 1,024,137	\$ 20,471	\$ (2,837)	\$ 32,518	\$ (682,641)	\$ –	\$ (31)	\$ (2,309)	\$ 2,447,192

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

Mycenax Biotech Inc.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2022 AND 2021

Item	For the Year Ended December 31	
	2023	2022
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Net loss before tax	\$ (688,667)	\$ (462,841)
Adjustments for:		
Adjustments to reconcile profit(loss)		
Depreciation	303,438	254,909
Amortization	11,343	27,644
Expected credit impairment losses(income)	(1,131)	31,158
Compensation costs of employee stock options	7,535	9,807
Interest expense	27,245	19,194
Interest income	(17,660)	(3,795)
Dividend income	(4)	(4)
Shares of profit from associates under equity method	7,158	755
Gain on lease modification	(26)	(1,131)
Loss (Gain) on disposals of property, plant and equipment	–	20,106
Disaster loss	73,962	
Write-down (reversal) of inventories	35,944	16,090
Changes in operating assets and liabilities		
Contract assets	4,109	(11,951)
Accounts receivable, net	18,467	32,501
Accounts receivable, net-related parties	1,343	(2,762)
Other receivables	(1,895)	8,968
Inventories	58,127	(89,509)
Prepayments	16,686	(17,170)
Other current assets	(2)	6,378
Costs to fulfil contracts	11,739	44,136
Decrease (increase) in net defined benefit asset	25	180
Accounts payable	(8,468)	(2,154)
Other payables	(15,770)	2,282
Current contract liabilities	45,008	(9,841)
Other current liabilities	2,881	176
Cash outflow generated from operations	(108,613)	(126,874)
Interest paid	(23,067)	(23,042)
Income tax paid	(1,891)	(269)
Net cash flows used in operating activities	(133,571)	(150,185)

(Expressed in thousands of New Taiwan dollars)

(Continued)

Item	For the Year Ended December 31	
	2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Disposal (Acquisition) of financial assets at amortized cost	(132,302)	(8,816)
Acquisition of financial assets at fair value through other comprehensive income	–	(268)
Disposal of financial assets at fair value through other comprehensive income	–	102,070
Acquisition of investment accounted for using the equity method	(3,085)	(200,000)
Decrease (Increase) in restricted assets	(31,148)	(1,193)
Acquisition of property, plant and equipment	(295,631)	(626,936)
Decrease (Increase) in refundable deposits	(54)	(1,137)
Acquisition of intangible assets	(1,971)	(12,038)
Interest received	17,954	3,071
Dividend received	4	4
Net cash flows used in investing activities	(446,233)	(745,243)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Repayment of the principal of lease liabilities	(40,444)	(36,985)
Proceeds (Repayments) from short-term borrowings	(100,000)	50,000
Proceeds (Repayments) from long-term borrowings	(105,880)	272,200
Issuance of common stocks	–	1,625,000
Employee stock options exercised	16,592	21,651
Net cash flows from financing activities	(229,732)	1,931,866
Net increase in cash and cash equivalents	(809,536)	1,036,438
Cash and Cash equivalents at beginning of year	1,323,365	286,927
Cash and cash equivalents at end of year	\$ 513,829	\$ 1,323,365

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

Attachment 7.**Mycenax Biotech Inc.****2023 Deficit Compensation Statement**

Unit: NTD\$

Items	Total
Undistributed earnings at the beginning of the year	0
Remeasurement of defined benefit plans	257,977
Retained earnings reclassified from income tax benefit (expense) relating to items that will not be reclassified subsequently to profit or loss	(51,595)
Adjusted undistributed earnings	206,382
Add:	
2023 net loss after tax	(682,846,165)
Deficit yet to be compensated – at the end of 2023	(682,639,783)
Items for compensating deficit:	
Additional paid-in capital	682,639,783
Deficit yet to be compensated at the end of the year	0

Attachment 8.

Mycenax Biotech Inc.

Rules of Procedure for Shareholders Meetings (Amendment)

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation'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/GTSM Listed Companies.

Article 2.

The Company's shareholders' meetings shall be held pursuant to the present regulations and procedures unless otherwise specified in laws and regulations.

Article 3

- I. The Company's shareholders' meetings shall be convened by the Board of Directors unless otherwise specified in laws and regulations.
- II. For the Company to hold a shareholders' meeting via video conference, unless otherwise specified by the Guidelines for Handling Stock Affairs by Public Companies, it must be stipulated in the Articles of Association and approved by the Board of Directors. Additionally, the video conference shareholders' meeting must be conducted following a resolution passed by at least two-thirds of the Directors present and with the approval of more than half of the attending Directors.
- III. Changes to the method for convening the shareholders' meeting must be passed by a resolution of the Board of Directors, and must be effected before the shareholders' meeting notice is sent.
- IV. This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of Directors 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. This Corporation 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. If, however, this Corporation has the paid-in capital of NTD\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and

supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

- V. The Company shall provide the meeting agenda and supplementary information in the preceding paragraph to shareholders on the day of the shareholders' meeting via one of the following methods:
- (i) Distributed at the venue of the shareholders' meeting if a physical shareholders' meeting is held.
 - (ii) Distributed at the venue of the shareholders' meeting and electronic copies uploaded to the video conferencing platform if a physical shareholders' meeting is held with video calls.
 - (iii) Electronic copies must be uploaded to the video conferencing platform if a virtual shareholders' meeting is held.
- VI. The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
- VII. Election or dismissal of Directors, amendment to the Articles of Incorporation, capital reduction, application for delisting of shares, competition approval for Directors, capitalization of earnings, capitalization of reserves, the dissolution, merger, spin-off or demerger of the Company, or any matters set forth in Paragraph 1, Article 185 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act; and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and their essential contents shall be explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.
- VIII. If a full re-election of the Directors and their date of appointment has been stated in the notice of the reasons for convening the shareholders' meeting, after the reelection has been completed in such shareholders' meeting, the appointment date may not be changed by extemporary motions or other means in the same meeting.
- IX. A shareholder holding 1 percent or more of the total shares may submit to this Company a proposal for discussion at the annual general shareholders meeting. Such proposals, however, are limited to one item only. No proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.
- X. A shareholder may submit advisory proposals to urge the company to promote the public interest or fulfill its social responsibilities. Procedurally, this should be done in accordance with the relevant provisions of Article 172-1 of the Company Act and limited to one item. If more than one proposal is submitted, none will be included in the agenda.
- XI. Prior to the book closure date before an annual general shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, means of

acceptance (in writing or by way of electronic transmission), and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

- XII. Shareholder-submitted proposals are limited to 300 words. A proposal containing more than 300 words will not be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the annual general shareholders' meeting and take part in discussion of the proposal.
- XIII. Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting, the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4

- I. A shareholder may issue the Company's proxy form with the scope of authorization indicated to appoint a proxy to attend a shareholders' meeting.
- II. Each shareholder may issue one proxy form and appoint one proxy only. The proxy form shall be delivered to the Company at least five days before the shareholders' meeting in concern is convened. In a case where more than one proxy form is received, the first one received by the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.
- III. After the Company receives the proxy form, a shareholder intending to attend the shareholders' meeting in person or exercise his/her/its voting rights in writing or by way of electronic transmission shall file a proxy rescission notice at least two days before the shareholders' meeting is convened. Otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.
- IV. Once the proxy has been delivered to the Company and the shareholder wishes to attend the meeting via video call, the concerned shareholder should notify the Company in writing two days prior to the shareholders' meeting to rescind the notice for proxy. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

- I. Shareholders' meetings shall be held at the premises of the Company or locations that are convenient for shareholders to attend and appropriate for shareholders' meetings. Meetings shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. Opinions of independent Directors regarding the location and time of shareholders' meetings shall be given full consideration.
- II. The restrictions on venue in the preceding paragraph do not apply if the Company convenes a virtual shareholders' meeting.

Article 6

The Company shall specify in shareholders' meeting notices the time and location for the registration of shareholders, solicitors, and proxies (hereinafter collectively referred to as "Shareholders") and other matters of attention.

- I. The registration of shareholders shall begin at least 30 minutes before the meeting commences. The registration counter shall be clearly indicated. A sufficient number of competent personnel shall be assigned to process registration. The registration of shareholders for virtual shareholders' meetings shall begin 30 minutes before the meeting commences. Shareholders that complete registration shall be deemed as personally attending the shareholders' meeting.
- II. Attending shareholders must present their attendance card, sign-in card, or other certificates for admittance when attending a shareholders' meeting. The Company shall not arbitrarily require additional supporting documents other than the certificates for admittance when shareholders attend a meeting. Proxy solicitors shall also bring their identification certificates for verification.
- III. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
- IV. The Company shall furnish attending shareholders with the meeting agenda, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors, pre-printed ballots shall also be furnished.
- V. A shareholder who is a government agency or a juristic person may send more than one representative to attend shareholders' meetings.
- VI. However, a juristic person serving as a proxy to attend a shareholders' meeting may appoint only one representative to attend the meeting.
- VII. If a virtual shareholders' meeting is convened and a shareholder wishes to attend the meeting via video call, the shareholder shall register the attendance method with the Company two days prior to the shareholders' meeting.
- VIII. If a virtual shareholders' meeting is convened, the Company shall upload the meeting agenda, annual report, and related materials to the shareholders' meeting video conferencing platform at least 30 minutes before the meeting starts, and shall continue to disclose the materials until the meeting ends.

Article 6-1

The Company shall specify the following matters in the shareholders' meeting notice before convening a virtual shareholders' meeting:

- I. How shareholders can attend the virtual shareholders' meeting and exercise their rights.
- II. How to handle malfunctions of the video conferencing platform or video call due to natural

disasters, incidents, or other force majeure events, and must at least include the following matters:

- i. The duration of the malfunction resulting in a postponement or resumption of the meeting, and the date that a postponed meeting will be resumed.
 - ii. Shareholders that did not register to attend in the original shareholders' meeting via video call may not attend the postponed or resumed meeting.
 - iii. If a physical shareholders' meeting that allowed attendance via video call cannot resume the video calls, the number of shares represented by shareholders attending via video call will be deducted, and the shareholders' meeting shall continue if the total number of shares in attendance reaches the threshold for convening a shareholders' meeting. If the shareholders' meeting continues, the number of shares represented by shareholders who originally attended via video call shall be counted in the total number of shares in attendance, but counted as abstentions in all agenda items of the shareholders' meeting.
 - iv. How to handle the meeting if the results of all agenda items were already announced but there were no extraordinary motions.
- III. If a virtual shareholders' meeting is convened, suitable alternatives for shareholders who have difficulty attending the shareholders' meeting via video call must be specified. Except for the circumstances specified in Paragraph 6 of Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the company shall provide shareholders with the necessary equipment and assistance for connection, and specify the period during which shareholders can apply to the company and other related matters that require attention.

Article 7

- I. If a shareholders' meeting is convened by the Board of Directors, the chairman shall preside over the meeting. If the chairman is on leave or is unable to perform his/her duties, the vice chairman shall preside over the meeting. If the Company does not have a vice chairman or the vice chairman is also on leave or unable to perform his/her duties, the chairman shall appoint an executive director to preside over the meeting. If there is no executive director, the chairman shall appoint a director to act on his/her behalf. If the chairman has not appointed an agent, the Directors shall elect among themselves one director to act on behalf of the chairman.
- II. To serve as an agent for the chairman to preside over a shareholders' meeting, a director must have been on the board for at least six months and is familiar with the financial and business operations of the Company. The same requirement shall apply when a representative of the director of a juristic person is to chair a shareholders' meeting.
- III. It is advisable for the chairman of the board to personally preside any shareholders' meetings convened by the Board of Directors. It is also preferable that at least onehalf of the Directors attend in person, and at least one member representing all functional committees is present. Attendance shall be recorded in the shareholders' meeting minutes.

- IV. When a shareholders' meeting is convened by a party entitled to do so, the said party shall chair the meeting. If there are two such parties, one shall be elected to chair the meeting.
- V. The Company may appoint its legal counsels, accountants, or relevant personnel to attend shareholders' meetings.

Article 8

- I. The Company shall make uninterrupted audio and video recordings over the entire meeting process, including the shareholders' registration process, meeting proceedings, and election and vote-count in each shareholders' meeting.
- II. The recorded materials of the preceding paragraph shall be retained the audio and video recordings for at least one year. However, if any shareholder files a lawsuit in regard to a meeting in accordance with Article 189 of the Company Act, the audio and video recordings of the meeting shall be retained until the lawsuit is concluded.
- III. If a virtual shareholders' meeting is convened, the Company shall keep records of shareholder registration, sign-in, questions, voting, and vote counting results, and the entire course of the virtual shareholders' meeting shall be recorded in audio and video without any interruptions.
- IV. The Company shall properly preserve the materials and audio and video recordings in the preceding paragraph, and provide the audio/video recordings to the party commissioned to organize the virtual shareholders' meeting for retention.
- V. If a virtual shareholders' meeting is convened, the Company should record video and audio of the back-end interface of the video conferencing platform.

Article 9

- I. The attendance of shareholder meetings shall be determined based on the number of outstanding shares. The number of shares of the attending shareholders shall be calculated based on the signatures on the attendance list, the submitted attendance cards, the number of shares represented on the video conferencing platform, and the shares from shareholders exercising their right to vote in writing or by way of electronic transmission.
- II. The chairman shall call a meeting to order according to the schedule, and shall also announce the number of shares without voting rights and number of shares in attendance.
- III. However, if the number of outstanding shares represented by the attending shareholders is less than one half of the total outstanding shares, the chairman may postpone the meeting up to two times for no more than one hour in total. If the number of shares represented by the attending shareholders is still less than one third of the total outstanding shares after two postponements, the chairman shall declare the meeting aborted. If a virtual shareholders' meeting is convened, the Company shall also announce the meeting was aborted on the video conferencing platform.
- IV. If the number of shares represented by the attending shareholders remains less than one half

but more than one third of the total outstanding shares after two postponements, tentative resolutions may be passed according to Paragraph 1, Article 175 of the Company Act. Shareholders shall be notified of such tentative resolutions and that a shareholders' meeting is to be convened within one month. If a virtual shareholders' meeting is convened and a shareholder wishes to attend the meeting via video call, the shareholder shall register with the Company again according to Article 6.

- V. If the number of shares represented by the attending shareholders totals more than one half of the total outstanding shares before the end of the meeting, the chairman may act pursuant to Article 174 of the Company Act and request the attending shareholders to vote on the tentative resolutions.

Article 10

- I. If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Relevant proposals shall all be discussed first and then voted on by poll. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.
- II. The preceding paragraph shall apply mutatis mutandis to meetings convened by other parties entitled to convene shareholders' meetings.
- III. The chairman may not adjourn a meeting before the agenda established as specified in the two preceding paragraphs (including extemporary motions) is concluded, unless it is otherwise resolved during the meeting. If the chairman adjourns the meeting in violation of the Regulations and Procedures of Shareholders' Meeting, the other members of the Board of Directors shall immediately assist the attending shareholders to elect a new chairman, by majority vote, pursuant to legal procedures to continue the meeting.
- IV. The chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed and call for a vote, and shall arrange sufficient voting time.

Article 11

- I. A shareholder who wishes to speak during a shareholders' meeting is required to fill out containing the summary of the speech and the shareholder account number (or attendance card number) and account name in advance a speech note. The chairman shall decide the speaking order of the shareholders.
- II. Any attending shareholder who submits a speech note but does not speak shall be considered unspoken. If a shareholder's speech is inconsistent with his/her/its speech note, the content of the actual speech shall prevail.
- III. Each shareholder shall not speak about the same proposal more than twice without the permission of the chairman and exceed five minutes in each speech session. The chairman

shall stop a speech of any shareholder whose speech is in violation of relevant regulations or concerns issues beyond the subject.

- IV. Shareholders shall not interrupt the speech of a speaking shareholder without the permission of the chairman and the speaking shareholder; otherwise the chairman shall stop such interruptions.
- V. When a shareholder, who's a juristic person, has two or more representatives attending a shareholders' meeting only one representative may speak about each proposal.
- VI. The chairman or whose relevant designated personnel may respond after an attending shareholder has finished speaking.
- VII. If a virtual shareholders' meeting is convened, shareholders who participate via video call may ask questions on the video conferencing platform via text after the chairperson announces the commencement of the meeting until the chairperson announces the meeting is adjourned. Each shareholder may not ask more than two questions on each agenda item, and each question may not exceed 200 characters. Paragraphs 1 to 5 are not applicable.
- VIII. If a question in the preceding paragraph does not violate any regulations and does not exceed the scope of the agenda item, it should be disclosed on the shareholders' meeting video conferencing platform for all to see.

Article 12

- I. Votes at a shareholders' meeting shall be counted based on the number of shares.
- II. The shares held by shareholders without voting rights shall not be included in the total number of outstanding shares.
- III. If there is any concern that the interest of a shareholder regarding an issue discussed during a shareholders' meeting may jeopardize the Company's interests, the shareholder may not participate in voting or serve as a proxy to exercise the voting rights of any other shareholder.
- IV. The number of shares held by a shareholder who is prohibited from exercising his/her voting rights as described in the preceding paragraph shall not be included in the total number of shares in voting.
- V. Besides the shareholder service agents ratified by the trust enterprise or securities authority, the voting rights of an individual serving as the proxy for two or more shareholders shall not exceed 3% of the total number of outstanding shares. The excess shares shall not be calculated.

Article 13

- I. Each shareholder is entitled to one vote for each share in his/her possession. This does not apply to shareholders who has restricted or no voting rights according to Paragraph 2, Article 179 of the Company Act.

- II. When the Company holds a shareholders meeting, shareholders shall exercise voting rights by electronic means, and they may also choose to do so by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the shareholders' meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extemporaneous motions and amendments to original proposals.
- III. A shareholder who chooses to exercise his/her voting rights in writing or by way of electronic transmission shall have the decision delivered to the Company at least two days before the meeting. If two or more decisions are delivered to the Company, the first one received shall prevail unless a notice of revocation of the foregoing decisions is issued.
- IV. A shareholder intending to attend the shareholders' meeting in person or via video call after expressing the decision to exercise his/her voting rights in writing or by way of electronic transmission shall revoke the decision by the same means previously used in exercising his/her voting rights at least two days before the meeting; otherwise, the voting right exercised in writing or by way of electronic transmission shall prevail. If a shareholder expresses the intention to exercise his/her voting rights in writing or by way of electronic transmission and at the same time appoints a proxy to attend the meeting, the voting rights shall be exercised by the proxy.
- V. 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 chairman or a person designated by the chairman shall first declare 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.
- VI. When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- VII. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of this Company.
- VIII. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be disclosed on-site at the meeting, and a record made of the vote.
- IX. If the Company convenes a virtual shareholders' meeting, shareholders attending via video call

shall cast their vote for agenda items and elections on the video conferencing platform before the chairperson declares the voting has ended. Shareholders shall be deemed to have abstained from voting if they cast their vote after the voting has ended.

- X. If a virtual shareholders' meeting is held, votes shall be counted in a single session after the chairperson declares that voting has ended, and the results of voting and elections shall be announced.
- XI. If the Company convenes a physical shareholders' meeting that allows attendance via video call, if a shareholder who has registered to attend via video call according to Article 6 intends to attend the physical shareholders' meeting in person, the shareholder shall use the same way to cancel the registration two days prior to the shareholders' meeting. If the shareholder fails to cancel the registration before the deadline, the shareholder may only attend the shareholders' meeting via video call.
- XII. If a shareholder does not retract votes exercised in writing or by way of electronic transmission, and attends a shareholders' meeting via video call, except for extraordinary motions, the shareholder may not exercise the right to vote on original agenda items, propose a revision of original agenda items, or exercise the right to vote on revised agenda items.

Article 14

- I. The election of Directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be disclosed on-site immediately, including the names of those elected as Directors and the numbers of votes with which they were elected. List of candidates who were not elected and number of votes they received.
- II. The ballots casted in the elections stated in the preceding paragraph shall be sealed with the signatures of the scrutineers and properly kept for at least one year. If a shareholder files a lawsuit over election results in accordance with Article 189 of the Company Act, the ballots shall be kept until the lawsuit is concluded.

Article 15

- I. Resolutions established during a shareholders' meeting shall be recorded in the meeting minutes carrying the signature or personal seal of the chairman. The meeting minutes shall be distributed to shareholders within 20 days after the end of the meeting. Drafting and distribution of meeting minutes may be conducted electronically.
- II. The Company may distribute meeting minutes electronically by uploading them to the MOPS.
- III. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairman's full name, the methods by which resolutions were adopted, and a summary of the deliberations and voting results (including the numbers of votes counted) of each meeting shall be clearly indicated in the meeting minutes; when an election of Directors takes place, the number of votes with which each candidate was elected shall be disclosed. These minutes shall be retained for the duration of the existence of the Company.

- IV. If a virtual shareholders' meeting is convened, in addition to the matters required to be recorded in the meeting minutes in the preceding paragraph, the start and end time of the shareholders' meeting, how the meeting is convened, the name of the chairperson and minutes taker, and how malfunction of the video conferencing platform or video call due to natural disasters, incidents, or other force majeure events was handled and the current status.
- V. In addition to the preceding paragraph, if the Company convenes a virtual shareholders' meeting, the Company must specify suitable alternatives for shareholders who have difficulty attending the shareholders' meeting via video call in the meeting minutes.

Article 16

- I. On the day of each shareholders' meeting, the Company shall compile in tables the numbers of shares obtained by solicitors and the numbers of shares represented by proxies, and the number of shares from shareholders exercising their right to vote in writing or by way of electronic transmission in the specified format. These tables shall be posted at noticeable locations inside the meeting venue. If a virtual shareholders' meeting is convened, the Company shall upload the abovementioned materials to the shareholders' meeting video conferencing platform at least 30 minutes before the meeting commences, and shall continue to disclose the materials until the meeting ends.
- II. When the Company convenes a virtual shareholders' meeting and announces the commencement of the meeting, the total number of shares in attendance shall be disclosed on the video conferencing platform. The same shall apply if the total number of shares and votes in attendance is counted during the meeting.
- III. If any resolutions achieved during a shareholders' meeting are defined as critical information in relevant laws and regulations or the regulations of Taiwan Stock Exchange Corporation, the Company shall upload the contents of such resolutions to the MOPS within the specified period.

Article 17

- I. The personnel handling the affairs of shareholders' meetings shall wear identification passes or armbands.
- II. The chairman may command disciplinary personnel or security guards to maintain order in the meeting venue. Such disciplinary personnel or security guards shall wear armbands or identification passes carrying the wording of "Disciplinary Personnel" when on duty.
- III. If the meeting venue is equipped with audio equipment by the company, the chairman may stop shareholders from using other equipment while speaking.
- IV. If any shareholders violate the meeting regulations and procedures, disobey the chairman's correction, disrupt meeting proceedings, and refuse to cooperate when ordered to discontinue their misbehaviors, the chairman may instruct disciplinary personnel or security guards to escort them to leave the meeting venue.

Article 18

- I. When a meeting is in session, the chairman may set time for breaks. In force majeure situations, the chairman may decide to temporarily suspend the meeting and announce when to resume the meeting depending on the circumstances.
- II. If a meeting cannot be continued at the meeting venue before the agenda, (including extemporary motions) of the meeting is concluded, the shareholders' meeting may be adjourned to another location by vote to continue the meeting.
- III. The shareholders' meeting may resolve to postpone or resume a meeting within five days in accordance with Article 182 of the Company Act.

Article 19

If a virtual shareholders' meeting is convened, after a vote is concluded, the Company shall immediately disclose voting and election results on the shareholders' meeting video conferencing platform according to regulations, and shall continue to disclose the results for at least 15 minutes after the chairperson announces the meeting is adjourned.

Article 20

When the Company convenes a virtual shareholders' meeting, the chairperson and minutes taker must be in the same location in Taiwan, and the chairperson must announce the address of the location during the meeting.

Article 21

- I. If a virtual shareholders' meeting is convened, the Company may provide shareholders with a simple connection test before the meeting, and provide services before and during the meeting to help handle technical issues with communication.
- II. If a virtual shareholders' meeting is convened, the chairperson shall announce situations where postponement or resumption of the meeting is not required according to Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies when calling the meeting to order. Furthermore, if the video conferencing platform or video call malfunctions for 30 minutes or longer due to natural disasters, incidents, or other force majeure events before the chairperson announces the meeting is adjourned, and the meeting must be postponed or resumed within 5 days, Article 182 of the Company Act shall not be applicable.
- III. If a shareholders' meeting is postponed or resumed, shareholders that did not register to attend in the original shareholders' meeting via video call may not attend the postponed or resumed meeting.
- IV. If a meeting is postponed or resumed according to Paragraph 2, if shareholders who registered to attend the original shareholders' meeting via video call and signed-in during the original meeting but did not attend the postponed or resumed meeting, the number of shares they hold and voting and election rights already exercised during the original shareholders' meeting shall be counted in the total number of shares, voting rights, and election rights in the postponed or resumed meeting.

- V. When a shareholders' meeting is postponed or resumed according to Paragraph 2, there is no need to discuss and adopt a resolution on agenda items and elections that have already completed voting, vote counting, and announced the results or list of elected Directors.
- VI. If the Company convenes a physical shareholders' meeting that allows attendance via video call and cannot resume the video calls due to an event specified in Paragraph 2, if the total number of shares in attendance reaches the threshold for convening a shareholders' meeting after deducting the number of shares represented by shareholders attending via video call, then the shareholders' meeting shall continue and it is not necessary to postpone or resume the meeting according to Paragraph 2.
- VII. If the shareholders' meeting should continue in the preceding paragraph, the number of shares held by shareholders' attending via video call shall be counted in the total number of shares in attendance, but shall be deemed as abstaining from voting on all agenda items of the shareholders' meeting.
- VIII. If the Company postpones or resumes a meeting according to Paragraph 2, the Company shall make preparations according to the date of the original shareholders' meeting and relevant articles according to Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
- IX. The Company shall handle matters for postponed or resumed shareholders' meetings in Paragraph 2 according to the time periods set forth in the second half of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 22

If the Company convenes a virtual shareholders' meeting, suitable alternatives must be provided for shareholders who have difficulty attending the shareholders' meeting via video call. Except for the circumstances specified in Paragraph 6 of Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the company shall provide shareholders with the necessary equipment and assistance for connection, and specify the period during which shareholders can apply to the company and other related matters that require attention.

Article 23

The rules shall be implemented after approval by the shareholders' meeting, and the same procedure shall apply when amendments are made.

These Rules were established on June 28, 2002.

The 1st amendment was made on June 23, 2010.

The 2nd amendment was made on June 29, 2012.

The 3rd amendment was made on June 10, 2020.

The 4th amendment was made on [Month] [Day], 2024.

Attachment 9.

Mycenax Biotech Inc.

List of Independent Director Candidates

Category of Candidates	Name	Major Education & Work Experience	Current Positions	Number of shares held
Independent Director	Guo-Long Yan	<p>(Education)</p> <p>Master’s Degree in Finance, National Chengchi University</p> <p>(Experience)</p> <ul style="list-style-type: none"> • Supervisor, Center Laboratories Inc. • Supervisor, Glory Biotech Co., Ltd. • Supervisor, Glac Biotech Co., Ltd. • Supervisor, TOT BIOPHARM International Co., Ltd (Suzhou) • Supervisor, Biotheus (Shanghai) Co., Ltd • Independent Director, Convener of the Remuneration Committee, and Chairperson of the Audit Committee, SUNDA Technology Co., Ltd. • Member of the Remuneration Committee, Unimicron Technology Corporation • Independent Director and Member of the Remuneration Committee, Win Win Precision Technology Co., Ltd. • Supervisor, San Feng Construction Co., Ltd. • Supervisor, Daan Construction Co., Ltd. • Chairperson of the Remuneration Committee, Hong Pu Real Estate Development Co., Ltd. 	<ul style="list-style-type: none"> • CPA, Answer Cpas Firm • Independent Director, Chairperson of the Remuneration Committee, and Chairperson of the Audit Committee, Nichidenbo Corporation • Independent Director, Chairperson of the Remuneration Committee, and Chairperson of the Audit Committee, Win Win Precision Technology Co., Ltd. 	0

Attachment 10.

Mycenax Biotech Inc.

Directors Hold Other Companies' Positions

Directors' representatives hold additional other companies' positions:

Director's Name	Released Restriction Items	Main Business Content
Center Laboratories, Inc. Representative: Chun-Hong Chen	Director, Shin Kong Financial Holding Co., Ltd.	Financial Industry
China Investment and Development Co., Ltd. Representative: Yi-Shin Lee	Director, BRIM Biotechnology, Inc.	Biomedical Technology

Independent Director candidate hold other companies' positions:

Director's Name	Released Restriction Items	Main Business Content
Guo-Long Yan	<ul style="list-style-type: none">• CPA, Answer CPAs Firm• Independent Director, Convener of the Remuneration Committee, and Convener of the Audit Committee, Nichidenbo Corporation• Independent Director, Convener of the Remuneration Committee, and Convener of the Audit Committee, Win Win Precision Technology Co., Ltd.	CPA Firm Electronics Components Electronics Components

XI. Appendix

Appendix 1.

Mycenax Biotech Inc.

Articles of Incorporation

Chapter 1: General Provisions

Article 1

The Company is incorporated, registered, and organized as a company limited by shares and permanently existing in accordance with the Company Act of the Republic of China (the "Company Act") and its name shall 永昕生物醫藥股份有限公司 in the Chinese language, and Mycenax Biotech Inc. in the English language.

Article 2

The scope of business of the Company shall be as follows:

C802041	Manufacture of Drugs and Medicines
C802060	Veterinary Drug Manufacturing
F108021	Wholesale of Western Pharmaceutical
F401010	International Trade
CF01011	Medical Devices Manufacturing
C199990	Manufacture of Other Food Products Not Elsewhere Classified
C802990	Other Chemical Products Manufacturing
IG01010	Biotechnology Services
IG02010	Research and Development Service

Research, design, development, manufacturing, and sale of the following products:

1. New Protein Molecules and Biosimilars
2. Process Development Services
3. CMO of New Proteins and Biosimilars
4. Stem Cell Products
5. Immune Cell Products
6. Antibody – Drug Conjugate, ADC

Article 3

The Company may formulate external endorsement guarantees in accordance with government regulations, which shall be approved by the Board of Directors and can only take effect if the Board approves all guarantees, and the details are included in the Board of Directors' meeting minutes.

Article 4

The head office of the Company is located in Hsinchu Science Park, Hsinchu, Taiwan, Republic of China ("R.O.C"). If necessary, the Board of Directors may set up additional branches in appropriate places in R.O.C or abroad.

Article 5

The announced method of the Company is handled in accordance with Article 28 of the Company Act.

Article 5-1

The Company's reinvestment is not subject to the restriction that the total amount of investment stipulated in Article 13 of the Company Law shall not exceed 40% of the paid-in capital. Any reinvestment shall be approved by the Board of Directors.

Chapter 2: Share

Article 6

The total capital of the Company is set at Five Hundred Billion New Taiwan Dollars (NTD\$5,000,000,000), divided into Fifty Billion (500,000,000) shares at Ten New Taiwan Dollars (NTD\$10) per share. The Board of Directors is authorized to issue these shares in several installments and may issue common or preferred stocks.

A total of 20,000,000 shares among the above total capital should be reserved for the issuance of new shares for performing an obligation under the employee stock options, which may be issued in installments.

To issue employee stock options that are not subject to the exercise price restriction set out in Article 53 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers, an issuer is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing the majority of the total issued shares. The issuer is allowed to register multiple issues over a period of one (1) year from the date of the shareholder's resolution.

Article 6-1

The rights and obligations of the Company's preferred stocks and other important issue terms are as follows:

- I. Preferred share dividends are capped at 8% per annum on issuance price per share. Preferred share dividends can be paid in cash in one lump sum each year. After the shareholders' meeting has acknowledged annual financial report, the Chairman shall set the baseline date for the payment of the previous year's dividends. The number of dividends payable for the year of initial issue and year of recall shall be pro-rated based on the actual number of days outstanding.
- II. The Company has sole discretion over the payment of preferred share dividends; the shareholders' meeting may resolve to withhold preferred share dividends in years that the Company makes no or insufficient earnings or for any reason it considers to be relevant, and any undeclared dividends will not be accumulated and will not be deferred.
- III. Apart from the dividends mentioned in Subparagraph 1 of Article 6-1, preferred shareholders are not entitled to distribute earnings or capital reserves (in cash or in stock) that are available to common shareholders.

- IV. The preferred shareholders shall distribute the remaining property of the Company in the order prior to the common shareholders and in the same order as the holders of the various preferred shares issued by the Company, subject to the limitation of the amount issued.
- V. Preferred shareholders are not entitled to vote and vote at the shareholders' meeting but may be elected as Directors, and the shareholders' meeting shall have the right to vote on matters adverse to the rights and obligations of preferred shares shareholders.
- VI. Preferred shares cannot be converted into common shares.
- VII. Preferred shareholders may not request to have the Company recall preferred shares; however, the Company is entitled to recall all or part of preferred shares at the initial issuance price at any time from the day after the 5th anniversary of the issue date. The rights and obligations of unrecalled preferred shares shall remain the same as mentioned above. Should the Company decide to pay dividends in the year when preferred shares are recalled, the number of dividends payable shall be calculated based on the number of days outstanding in the given year.
- VIII. The capital reserve of the preferred shares issued at a premium shall not be replenished during the issuance period of the preferred shares. The name, date of issue, and specific conditions of issue of the preferred shares shall be determined by the Board of Directors in accordance with the Articles of Incorporation and relevant laws of the Company, subject to the conditions of the capital market and the will of the investors.

Article 7

The Company may, under the applicable laws and regulations in R.O.C., deliver shares or other securities in book-entry form by Taiwan Depository & Clearing Corporation., instead of providing physical certificates evidencing shares or other securities.

Article 8

All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or similar stock transaction conducted by shareholders of the Corporation shall follow the "Guidelines for Stock Operations for Public Companies" unless specified otherwise by law and securities regulations.

Article 9

Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

Chapter 3: Shareholders' Meetings

Article 10

There are two types of shareholders' meetings: regular meetings and special meetings. Regular meetings are held by the Board within six months after the end of each fiscal year. Regular meetings are convened whenever necessary.

Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings are convened whenever necessary.

A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than thirty (30) days prior to the scheduled meeting date. A notice to convene a regular meeting of shareholders shall be given to each shareholder fifteen (15) days before the scheduled meeting date. The meeting of preferred stocks shall be convened in accordance with the relevant laws, rules and regulations.

The shareholders' meeting of the Company may be conducted by video conference or other means announced by the central competent authority.

Article 11

In case a shareholder is unable to attend a shareholders' meeting, such shareholder may issue a proxy in the form issued by the Company, setting forth the scope of authorization by signing and affixing such shareholder's seal on the proxy form for the representative to present on such shareholder's behalf. The relevant matters related to the use and rescission of the proxy shall be conducted in accordance with Article 177 of the Company Act and Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 12

All shareholders of the Company are entitled to one voting right per share, with exceptions stated in the laws.

Article 13

Unless otherwise provided for in this Act, resolutions at a shareholders' meeting shall be made with the consent of more than half of the total number of shares issued, with the majority vote of the shareholders present.

Article 14

The chairman of the Board shall lead the shareholders' meeting. If the chairman asks for leave or is unable to exercise the functions and powers for some reason, the vice Chairman shall act on his or her behalf. If the vice-chairman also asks for leave or is unable to exercise the functions and powers for some reason, the chairman shall appoint a director to act for him or her. If the shareholders' meeting is convened by a convening authority other than the Board of Directors, the chairman of the meeting shall be the convening authority. If there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 15

Decisions of the shareholders' meeting shall be recorded and signed or sealed by the Chairman of the

meeting. The distribution of the meeting minutes may be done in the form of a public notice. The minutes shall record the year, month, day, venue, the name of the Chairman, the method of decision, the gist of the proceedings, and their results. The minutes shall be kept in perpetuity during the existence of the Company.

Article 16

When the company intends to cancel the public offering, it shall submit a resolution of the shareholders' meeting. This Article shall not be altered when the Company is listed (whether exchange-listed, OTC-listed, or registered on the emerging-stock market).

Chapter 4: Board of Directors

Article 17

The Company shall have 7-11 Directors and the number of Directors authorized by the Board of Directors. Elections of the Company's Directors shall be conducted per the candidate nomination system. The shareholders' meeting shall elect the Directors from the nominees listed in the roster of director candidates. The term of office of each director is three (3) years, and all Directors are eligible for re-election. The percentage of aggregate shareholding of all Directors shall comply with the Company Act and regulations prescribed by the supervisory authority of securities.

The independent Directors shall be no less than three (3) and no less than one-fifth of the total Directors. The independent Directors shall be nominated at the shareholders' meeting from the list of candidates. The professional qualifications, restrictions on both shareholding and concurrent positions held determination of independence, method of nomination, and other compliance requirements concerning the independent Directors shall be outlined under the Company Act and other related laws and regulations by the competent securities authority.

With a resolution adopted by the Board of Directors, the Company may take out liability insurance for Directors.

Article 17-1

The Company establishing an audit committee is adopted under Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the total number of independent Directors. The audit committee exercises the powers of supervisors in accordance with the Securities and Exchange Act, the Company Act, and other laws and complies with relevant laws and company regulations.

Article 18

The Board of Directors shall elect a chairman from among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors and can elect one (1) director as vice chairman in the same way. The chairman of the board shall externally represent the Company and execute all business under the provisions of laws and regulations, the Articles of Incorporations of the Company, and the

resolutions adopted by the shareholders' meetings and the Board of Directors' meetings.

Article 19

Unless otherwise stated in the Company Act or this Articles of Incorporation, resolutions of the Board of Directors shall be attended by half of the Directors and approved by half of the Directors present. If a director is absent for any reason, they may appoint another director to attend a meeting on their own; they shall issue a written proxy and state the scope of authority regarding the subjects to be discussed at the meeting. A director may act as the proxy only for one of the Directors.

Article 20

Except for the first meeting of each term, the Board of Directors meeting shall be convened by the director with the most elected representatives after the election. The chairman of the board shall arrange and lead the meeting.

In calling a Board of Directors meeting, a notice setting forth the subject(s) to be discussed at the meeting shall be given to each director at least seven (7) days prior to the scheduled meeting date. However, in the case of an emergency, the meeting may be convened at any time. The meeting notice may be sent by e-mail or fax to all Directors and attendees. A meeting of the Board of Directors may be held via video conference. The Directors participating in such a video conference shall be regarded to have attended the meeting in person.

Article 21

When the Chairman asks for leave or cannot exercise his powers for any reason, the Vice Chairman of the Board of Directors, or any one of the Directors shall be acting for him or her according to Article 208 of the Company Law.

Article 22

Regardless of company profit or loss, the remuneration payable to Directors will be decided at the Board meeting according to their contributions to the Company and also with reference to the industry payout standard. If the Company have surplus earnings, it shall pay dividends on according with Article 25.

Chapter 5: Managers

Article 23

The Company may have managers. The appointment, removal, and remuneration of the manager(s) shall be based on Article 29 of the Company Act.

Chapter 6: Accounting

Article 24

The Company's fiscal year starts from January 1st to December 31st of each year. At the end of each fiscal year, the Board of Directors should prepare the following documents, (1) Business Report, (2) Financial Statements, (3) Proposal Concerning the Distribution of Earnings or Covering of Losses, and then submit reports to the shareholders' meeting for ratification.

Article 25

Annual earnings concluded by the Company are the first subject to pay the tax and reimbursement of previous losses, followed by a 10% provision for legal reserve unless legal reserves have accumulated to the same amount as the Company's paid-up capital, and condition or reversal of special reserve as the laws may require. Any earnings remaining may be prioritized for the current year's preferred share dividends and then added to opening undistributed earnings for distribution at the Board of Directors' proposal. Distributions that involve the issuance of new shares are subject to resolution at a shareholder meeting.

Since the Company is in a highly developing industry, the dividend distribution policy is based on the Company's current year's earnings and previous years' accumulated earnings, considering the Company's profitability, capital structure, and future operating needs to determine the Company's planned dividend distribution. The distribution of stock dividends is limited to no more than 50% of the total dividends, and the remaining cash dividends are distributed. The Board of Directors will consider operating and capital expenditure requirements, propose a distribution plan and submit it to the shareholders' meeting for decision.

Article 25-1

The company shall allocate 10% to 12% as employee compensation, which shall be distributed in stock or cash according to the Company earnings of the current year by the Board of Directors' resolution. The distribution objects include employees of subsidiaries or affiliates companies who meet certain conditions. The Board of Directors can withdraw no more than 2% of the profit amount to distribute the director's remuneration. Employee and Directors' remuneration distribution shall be reported to the shareholders' meeting.

However, profits must first be taken to offset cumulative losses, if any. Then the company shall allocate employee compensation and Directors' remuneration in proportion to the preceding paragraph.

The company issues employee stock warrants, restricted stock awards, and new shares for employees to subscribe or legally repurchased shares to be transferred to employees. The recipients or transferees may include employees of subsidiaries or affiliates who meet certain conditions set by the Board of Directors.

Chapter 7: Additional Rules

Article 26

The Company Act shall govern any matters not addressed in the Articles of Incorporation.

Article 27

This Articles of Incorporation was established on September 12, 2001.

The 1st amendment was made on January 10, 2002.

The 2nd amendment was made on February 4, 2002.

The 3rd amendment was made on June 28, 2002.

The 4th amendment was made on June 16, 2003.

The 5th amendment was made on October 15, 2003.

The 6th amendment was made on February 9, 2004.

The 7th amendment was made on September 8, 2004.

The 8th amendment was made on December 6, 2004.

The 9th amendment was made on June 27, 2005.

The 10th amendment was made on June 20, 2006.

The 11th amendment was made on June 30, 2008.

The 12th amendment was made on June 23, 2010.

The 13th amendment was made on May 18, 2011.

The 14th amendment was made on December 6, 2011.

The 15th amendment was made on April 18, 2012.

The 16th amendment was made on June 23, 2015.

The 17th amendment was made on June 21, 2016.

The 18th amendment was made on May 29, 2018.

The 19th amendment was made on August 15, 2019.

The 20th amendment was made on June 10, 2020.

The 21st amendment was made on May 30, 2022.

The 22st amendment was made on June 20, 2023.

Appendix 2.

Mycenax Biotech Inc.

Rules of Procedure for Shareholders Meetings

(Before Amendment)

Article 1

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

Article 2

Shareholders referred to in these Rules shall be shareholders and their proxy.

Article 3

Attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

If the sign-in card is handed over to the company, it is deemed that the shareholder or agent on the sign-in card is present in person, and the company is not responsible for the determination.

Article 4

The participation and voting by shareholders shall be duly calculated based on the number of shares they hold. If shareholders propose to count the attendance, the chairperson may not proceed. In the resolution, if the attendance has reached the statutory quota, the proposal is considered approved.

Any legal entity designated as proxy by shareholder(s) to be present at the meeting may appoint only one representative to attend the meeting.

If a corporate shareholder designates two or more representatives to attend the meeting, only one of the representatives so designated may speak on any one motion.

Article 5

The location of shareholders meeting shall be the Company's current location or such other place that is convenient for shareholders to attend. The meeting shall not commence earlier than 9AM or later than 3PM.

Article 6

The agenda for the shareholders' meetings shall be set by the Board of Directors if the meeting is convened by the Board of Directors. Relevant proposals (including extraordinary motions and the amendment to the contents of the original proposal) should be voted upon. The meeting shall be conducted in accordance with the agenda, which may not be altered without a resolution adopted at

the shareholders' meeting. The preceding provisions of this Article apply mutatis mutandis to cases where shareholders' meetings are convened by any person(s), other than the Board of Directors, entitled to convene the meeting. Unless otherwise resolved at the shareholders' meeting, the chairman may not announce adjournment of the meeting unless the scheduled agenda items (including Extemporaneous Motions) set forth in the preceding provisions of this Article are concluded. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After the meeting is adjourned, shareholders may not separately elect a chairman and resume the meeting at the original or another venue.

Article 7

The chairman shall call the meeting to order at the time scheduled for the meeting, provided, however, that if during such a shareholders' meeting a majority of the total number of outstanding shares ceases to be present, the chairman may postpone the shareholders' meeting to a later time, provided, however, that the maximum number of times a shareholder meeting may be postponed shall be two and total time of postponement shall not exceed one hour. If after two postponements no quorum can yet be constituted but the shareholders present at the meeting represent more than one fifth of the total outstanding shares, tentative resolutions may be made in accordance with Section 1 of Article 175 of the Company Act. If before the end of the meeting and at enough shares become present to constitute a quorum, the chairman may then re-submit the tentative resolutions to the meeting for approval, in accordance with Article 174 of the Company Act.

Article 8

When a shareholder attending the meeting wishes to speak, he or she shall first fill out a speaker's card, specifying therein the major points of his or her speech, account number (or number appeared on attendance pass) and account name. The chairman shall determine sequence of shareholders' speeches. A shareholder in attendance who submits a speaker's slip but does not speak shall be deemed to have not spoken. In the case where the contents of a shareholder's speech differ from those specified on the speaker's card, the contents of the actual speech shall prevail.

When shareholders' authorization is limited by proxies in the power of attorney or through other methods, proxies' speech or votes shall prevail, regardless of the Company's awareness.

Article 9

A shareholder may not speak more than twice on the same resolution without the chairman's consent, with five minutes maximum for each speech. The chairman may stop any shareholder who violates the above rules or exceeds the scope of the agenda item.

Unless otherwise permitted by the chairman and speaking shareholder, no shareholder shall interrupt the speech of the speaking shareholder; the chairman shall stop any such interruptions.

Article 10

The chairman may respond or designate other persons to respond after an attending shareholder's speech.

Article 11

No discussion or voting shall proceed for matters unrelated to the proposal. The chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote with adequate voting time. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after inquiry by the chairman.

For such motions which are announced by the chairman to be determined by votes may be casted for several motions at the same time but shall be voted separately.

Article 12

Unless otherwise specified in the Company Act and the Articles of Incorporation, resolutions shall be adopted by a majority of the votes represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders. During the resolution process, an issue is deemed to have successfully been resolved if no objection is heard in response to the inquiry by the chairperson. The decision so resolved is equally valid as a decision duly resolved through balloting.

If there is an amendment or replacement proposal to the original proposal, the chairman shall decide the sequence of voting for such proposals, provided that if any one of the proposals has been approved, the others shall be deemed voted and no further voting is required.

Article 13

Unless otherwise provided by law, a shareholder shall be entitled to one vote for each share held.

Article 14

The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairman, provided, however, that the person supervising the casting of votes shall be a shareholder.

Vote counting for shareholders meeting proposals shall be announced on-site at the meeting, and a record made of the vote.

Article 15

The Company may appoint designated attorneys, certified public accounts or other relevant persons to attend shareholders' meetings. The staff members who take charge of the shareholders' meeting affairs shall wear identification certificates or armbands.

Article 16

The Company shall record the shareholders' meetings by audio or video and keep the recording for at least one year.

Article 17

The chairman may direct disciplinary officers (or security personnel) to maintain the order of the Meeting. For identification purposes, they shall wear a badge bearing the words of "disciplinary officer."

Shareholders should obey the instructions of the chairman, pickets or security personnel to maintain order.

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

Article 18

During the process of the meeting, the chairman may announce a recess at an appropriate time.

Article 19

If the matters do not apply to these rules, they shall be pursuant to the Company Act and other laws and regulations.

Article 20

These rules and procedures shall be effective after ratification at the shareholders' meetings. The same applies to modifications.

These Rules were established on June 28, 2002.

The 1st amendment was made on June 23, 2010.

The 2nd amendment was made on June 29, 2012.

The 3rd amendment was made on June 10, 2020.

Appendix 3.

Mycenax Biotech Inc.

Procedures for Election of Directors

Article 1

Elections of Directors of the Company shall be conducted in accordance with theseBProcedures.

Article 2

The Company shall adopt a cumulative voting system when electing Directors. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders. Each share shall 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 3

The election of Directors at the Company is subject to the provisions of Article 192-1 of the Company Act in that a candidate nomination system shall be adopted. Those receiving ballots representing the highest number of voting rights shall be elected sequentially. When two or more persons receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person(s) not in attendance.

Article 4

The Board of Directors shall prepare ballots for Directors in numbers corresponding to the Directors to be elected, which shall include voting weight and be distributed to the attending shareholders at the shareholders' meeting.

Article 5

Before the election begins, the chairperson shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel, among other assigned duties.

Article 6

The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 7

A voter must enter the candidate's account name in the "candidate" column of 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 8

A ballot is invalid under any of the following circumstances:

- I. The ballots prepared by the person with the right to convene are not used.
- II. A blank ballot is placed in the ballot box,
- III. The writing is unclear and indecipherable or has been altered.
- IV. The name of the candidate does not match the list of nominated candidates for Director.
- V. Other words are entered in addition to the candidate's account name.
- VI. More than one candidate's name is written on a single ballot.

Article 9

Ballots will be opened on the spot after voting, and the result of the balloting shall be announced by the chairman.

Article 10

If a candidate does not comply with the provisions of Article 26-3, Paragraph 3 of the Securities and Exchange Act, their election will be invalidated.

Article 11

The Board of Directors of the Company shall issue notifications to the persons elected as Directors.

Article 12

Matters not specified in these Procedures shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 13

These Procedures shall be implemented after the approval by a shareholders meeting. The same procedures apply to any revision.

These Rules were established on June 28, 2002.

The 2nd amendment was made on June 30, 2008.

The 3rd amendment was made on June 29, 2012.

The 4th amendment was made on August 15, 2019.

The 5th amendment was made on June 10, 2020.

The 6th amendment was made on July 6, 2021.

Appendix 4.

Mycenax Biotech Inc. Directors' Shareholdings

Record Date: April 26, 2023

Title	Name	Current Shareholding (Shares)	%
Chairman	Center Laboratories, Inc. Representative: Pei-Jiun Chen	41,974,314	20.35%
Director	Center Laboratories, Inc. Representative: Chun-Hong Chen		
Director	JCR Pharmaceuticals Co., Ltd.	42,000,000	20.36%
Director	Jason Technology Co., Ltd.	1,302,674	0.63%
Director	China Investment and Development Co., Ltd.	443,437	0.22%
Independent Director	Kuo-Pin Kao	0	0.00%
Independent Director	Yu-Sheng Tsai	0	0.00%
Independent Director	Allen Y. Chao	0	0.00%
Total		85,720,425	41.56%

Note1: Nien Hsing International Investment Co., Ltd. resigned as Director on April 23, 2024.

Note2: As of the record date on April 26, 2024, total shares issued are 206,246,200 shares.

Note3: The total number of shares that all Directors are legally required to hold is 12,000,000 shares.