

Stock Code : 4108



懷特生技新藥(股)公司
PhytoHealth Corporation

Handbook for the 2023 Annual Meeting of Shareholders

Form of meeting: Physical Meeting

Meeting Time: May 24, 2023

Meeting Place: 3rd Fl., No.10 Shih-er Rd., Yangmei District, Taoyuan City

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I. Meeting Procedures

PhytoHealth Corporation

Procedure for the 2023 Annual Meeting of Shareholders

1. Calling the Meeting to Order (Report the total number of shares present)
2. Chairperson Remarks
3. Report Items
4. Acknowledged Matters
5. Discussion Matters
6. Election Matters
7. Other Matters
8. Extemporaneous Motions
9. Adjournment

II. Meeting Agenda

PhytoHealth Corporation

Procedure for the 2023 Annual Meeting Agendas

Form of Meeting: Physical Meeting

Meeting Time: 9:00a.m., Wednesday, May 24, 2023

Meeting Place: 3rd Fl., No.10 Shih-er Rd., Yangmei District, Taoyuan City

1. Call the Meeting to Order (Report the total number of shares present)
2. Chairperson Remarks
3. Report Items
 - (1) The 2022 Business Report.
 - (2) The 2022 Audit Committee's Review Report.
 - (3) Report on Amendment to "Corporate Governance Best Practice Principles".
 - (4) Status Report on the Execution of Plans to Enhance Operations for 2012 and 2020 Capital Increase Through Cash Injection.
4. Acknowledged Matters
 - (1) Adoption of 2022 the Individual and Consolidated Financial Statements and Business Report.
 - (2) Adoption of the Proposal for 2022 Deficit Compensation.
5. Discussion Matters
 - (1) Amendment to the "Articles of Incorporation".
 - (2) Amendment to the "Rules of Procedure for Shareholder Meetings".
6. Election Matters

Elections of Board Directors.
7. Other Matters

Proposal to Release the Prohibition on Directors and Their Representatives from Participation in Competitive Business.
8. Extemporaneous Motions
9. Adjournment

1. Report Items

(1) The 2022 Business Report.

Explanation : Please refer to Attachment 1 (page 11~16) for detailed Business Reports.

(2) The 2022 Audit Committee's Review Report.

Explanation : Please refer to Attachment 2 (page 17) for 2022 Audit Committee's Review Report.

(3) Report on Amendment to "Corporate Governance Best Practice Principles".

Explanation : (i). According to Taiwan Stock Exchange Co., Ltd. Taiwan Zhengzhizi No. 1110024366 on December 23, 2022, this Case was Approved by the Board of Directors on February 24, 2023, and some Provisions of the "Corporate Governance Best Practice Principles" were revised.
(ii). Please refer to Attachment 3 (page 18) for Amendment comparison table of "Corporate Governance Best Practice Principles".
(iii). Report.

(4) Status Report on the Execution of Plans to Enhance Operations for 2012 and 2020 Capital Increase Through Cash Injection .

Explanation : Please refer to Attachment 4 (page 22~24) for Status Report on the Execution of Plans to Enhance Operations for 2012 and 2020 Capital Increase Through Cash Injection Report.

2. Acknowledged Matters

Subject : 1. Adoption of 2022 the individual and consolidated Financial Statements and Business Report.(Proposed by the Board of Directors)

Explanation : (i).The company's 2022 financial statements and business report have been approved by the audit committee and the resolution of the board of directors on February 24, 2023. The financial statements have been audited by Ernst & Young Accountants Yu Qianru and Lin Suwen, and issued "Unqualified Opinion".

(ii). Please refer to Attachment 1 (page 11~16) for detailed Business Reports and Attachment 5 (page 25~42) for Financial Statements.

(iii). Please acknowledge.

Resolution :

Subject : 2. Adoption of the Proposal for 2022 Deficit Compensation.
(Proposed by the Board of Directors)

Explanation : (i). The company's loss to be made up at the beginning of the period is NT\$84,494,874, plus disposal of equity instruments measured at fair value through other comprehensive gains and losses of 7,082,647 yuan, after deducting the net loss after tax of NT\$79,412,892 in 2022, the loss to be made up at the end of the period is NT\$156,825,119.

(ii). This case has been approved by the Audit Committee and the Board of Directors on February 24, 2023.

(iii). The Proposal for 2022 Deficit Compensation :

Unite: NT\$

Item	Amount
Losses to be made up at the beginning of the period	(84,494,874)
Add: Disposal of equity instruments measured at fair value through other comprehensive income	7,082,647
Less: Net loss after tax in 2022	(79,412,892)
Losses to be made up at the end of the period	(156,825,119)

Chairman : LEE YI-LI

Manager : LEE I-LIN

Accounting supervisor : HUANG CHIH-YUAN

(iv). Please acknowledge.

Resolution :

3. Discussion Matters

Subject : 1. Amendment to the "Articles of Incorporation".(Proposed by the Board of Directors)

Explanation : (i). In order to cooperate with the revision of laws and regulations and meet the needs of the company's practical operations, it is proposed to revise some articles of the company's "Articles of Incorporation".

(ii). Please refer to Attachment 6 (page 43~44) for Amendment comparison table of "Articles of Incorporation".

(iii). This case has been approved by the board of directors on February 24, 2023.

(iv). Please discuss.

Resolution :

Subject : 2. Amendment to the "Rules of Procedure for Shareholder Meetings".
(Proposed by the Board of Directors)

Explanation : (i).In order to cooperate with the revision of laws and regulations and to meet the needs of the company's practical operations, it is proposed to revise some articles of the company's " Rules of Procedure for Shareholder Meetings ".
(ii).Please refer to Attachment 7 (page 45~56) for Amendment comparison table of "Rules of Procedure for Shareholder Meetings".
(iii).This case has been approved by the board of directors on February 24, 2023.
(iv).Please discuss.

Resolution :

4. Election Matters

Subject : Elections of Board Directors. (Proposed by the Board of Directors)

- Explanation :
- (i).The company currently has twelve directors (including three independent directors), the date of their term expiration is May 25, 2023, we plans to re-elect in advance at the 2023 shareholders' meeting.
 - (ii).Thirteen directors (including four independent directors) were elected at this shareholders meeting. According to Article 17 of the company's articles of association, the election of directors adopts a candidate nomination system. Shareholders elect the new directors from the list of candidates. The newly appointed director shall take office from the date of appointment and serve a term of three years from May 24, 2023 to May 23, 2026.
 - (iii).Please refer to Attachment 8 (page 57~62) for Elections of Board Directors.
 - (iv).Please refer to Appendix 3 (page 73~75) for "Rules for Director Elections".
 - (v).Please conduct the election.

Election results :

5. Other Matters

Subject : Proposal to Release the Prohibition on Directors and Their Representatives from Participation in Competitive Business. (Proposed by the Board of Directors)

Explanation : (i). Pursuant to Article 209 of the Company Law, directors should explain the important content of their actions to the shareholders' meeting and obtain their approval for actions that fall within the scope of the company's business for themselves or others.

(ii). Please refer to Attachment 9 (page 63) for Directors and their representatives concurrently hold positions in other companies.

(iii). This case has been approved by the board of directors on February 24, 2023. ◦

(iv). Please discuss.

Resolution :

6. Extemporany Motions

7. Adjournment

III. Attachments

Attachment 1

PhytoHealth Corporation

The 2022 Business Report

(一) 2022 Management Policy

Since its establishment, PhytoHealth Corporation has been devoted to the development of new drugs. It has already obtained two drug licenses approved by the Ministry of Health and Welfare in Taiwan, including PG2 Lyo. Injection 500mg and Oraphine[®] 60mg Soft Capsule. Both drugs have demonstrated remarkable effectiveness. PG2 Lyo. Injection 500mg (PG2[®]) was approved for national health insurance reimbursement on March 1st, 2021, which not only benefits breast cancer patients but also drives growth in the self-pay market. Additionally, it creates opportunities for international expansion and licensing. PG2[®] is the only prescription drug globally approved for the treatment of Cancer Related Fatigue ranging from moderate to severe. In terms of research and development, Phytohealth Corporation has planned and executed relevant studies to expand its clinical applications, including research on combination therapy for cancer treatment and inhibition of cytokine storms. Oraphine[®] 60mg Soft Capsule is the only oral nalbuphine painkiller in the world, which has the advantages of oral administration and low addiction potential. It will soon be launched in the domestic market.

All of the new drugs developed by Phytohealth Corporation have unique clinical treatment needs. In the future, the company will seek international partners for joint development and evidence collection in their countries, aiming to generate profits from licensing fees and royalties.

(二) Implementation Overview and Results of the Business Plan for the Year 2022

1. PG2 Lyo. Injection 500mg (PG2[®]):

- (1) Obtained TFDA drug license (Ministry of Health Drug Manufacturing License No. 058837) on October 23, 2015, and the drug license validity was extended to October 23, 2024 by TFDA on July 2, 2020.
- (2) "PG2 Lyo. Injection 500mg" has met the qualifications of a new drug with clinical value and was the first to be launched in Taiwan and recognized internationally. It was included in the 'National Health Insurance Drug Benefit and Payment Standards' Article 17-1, and was approved for reimbursement by the 'National Health Insurance Drug Benefit and Payment Standards Joint Development Conference' on December 17, 2020. The reimbursement became effective as scheduled on March 1, 2021, and was first made available to fourth-stage breast cancer patients.
- (3) Clinical trials related to the combination of " PG2 Lyo. Injection 500mg " and chemotherapy have been conducted in the country.
 - A. Clinical trial on the effect of " PG2 Lyo. Injection 500mg " on the side effects of chemotherapy in early breast cancer patients: Evaluate whether the combination of chemotherapy drugs and " PG2 Lyo. Injection 500mg" can reduce the side effects of chemotherapy, increase treatment compliance, and improve treatment efficacy. This clinical trial was conducted by five medical centers, including Kaohsiung Chang Gung Memorial Hospital, Keelung Chang Gung Memorial Hospital, Taipei Chang

Gung Memorial Hospital, Linkou Chang Gung Memorial Hospital, and E-Da Cancer Hospital. As of August 2021, all patients have completed the clinical trial, and the principal investigator meeting was completed in December 2022 to confirm the analysis results and plan for international journal submission and conference presentations. In 2023, clinical trial reports and papers will be prepared based on the opinions obtained.

B. Clinical trial on the effects of " PG2 Lyo. Injection 500mg " in preoperative chemoradiotherapy for esophageal cancer: This trial was approved to be conducted at five medical centers. Mackay Memorial Hospital, Taipei Veterans General Hospital, Tri-Service General Hospital, and Far Eastern Memorial Hospital. All patients enrollment in clinical trial had been completed by February 2023, and subsequent result analysis and preparation for international journal submission are ongoing.

C. Pilot study of PG2 Lyo. Injection 500mg combined with chemotherapy for cancer-related fatigue in breast cancer patients: In order to plan for future international clinical trials and respond to the overseas market environment, a pilot study with different combination treatment strategies was conducted.

(4) In order to observe the clinical benefits of " PG2 Lyo. Injection 500mg " for breast cancer patients covered by the National Health Insurance, a multi-center real-world evidence study was launched in Q3 of 2021, with a target of enrolling 200 patients. In June 2022, our company completed the interim analysis report and submitted it to the National Health Insurance Administration. The results showed that " PG2 Lyo. Injection 500mg " effectively improved cancer-related fatigue in breast cancer patients covered by the National Health Insurance, with good medication satisfaction. The drug was approved by the Joint Meeting for National Health Insurance Coverage in December 2022 and will continue to be covered by the National Health Insurance.

(5) In response to the global and domestic COVID-19 pandemic, we have compiled clinical case reports of COVID-19 patients in Taiwan and submitted them to the peer-reviewed medical journal *Frontiers in Medicine*. The report was successfully published in November 2022. The basic research on the application of PG2 in combating COVID-19 is currently under review for publication, and related applications have been filed for new patents in the United States and Taiwan in September 2022.

(6) Performed 3 basic studies to investigate new indications and clinical mechanisms of Astragalus polysaccharide and PG2[®] :

A. Study on the anticancer effect of PG2 and its combination with clinical anticancer drugs: Based on previous research results, this project aims to verify whether PG2 has the function of inhibiting cancer stem cells and further explore the mechanism of PG2 in enhancing tumor chemotherapy sensitivity and inhibiting tumor metastasis. The research results showed that Astragalus polysaccharide injection could indeed inhibit cancer cell movement and tumor metastasis, and was published in *The American Journal of Chinese Medicine* (IF: 3.682) in September 2020.

B. Investigating the Mechanisms of Huangqi Polysaccharides on Gut Microbiota and Anticancer Immune Regulation. In recent years, research on the gut microbiota and immune regulation has increased significantly, and the importance of gut microbiota in immune function has been established. Previous preliminary experiments have

shown that Huangqi polysaccharides can improve gut damage in mice. This study aims to investigate the effect of Astragalus polysaccharide on the gut microbiota of mice with tumor cells. The results, obtained in Q4 of 2022, showed that Astragalus polysaccharides can regulate gut microbiota function by inhibiting harmful bacteria and promoting the growth of beneficial immune-regulating probiotics. Follow-up studies will be planned to publish related results.

C. Investigating the effects of Astragalus polysaccharides combined with targeted drugs on drug-resistant cancer cells. Previous preliminary studies have shown that Astragalus polysaccharides combined with targeted drugs can reduce the drug resistance of lung cancer cell lines to targeted drugs, thereby improving the killing effect of targeted drugs on cancer cells. The research has been expanded to other types of cancers.

(7) Patent Layout: PG2[®] obtained invention patents for enhancing the efficacy of cancer immunotherapy in Taiwan, Korea, the United States, and Japan. Astragalus Health Materials obtained invention patents for preventing and treating aging in Taiwan.

2. Oraphine[®] 60mg Soft Capsule

On March 18th, 2020, Oraphine[®] 60mg soft Capsule received notification from TFDA that it had passed the review and was granted a drug license (Department of Health Drug Manufacture No. 060459). On December 15th, 2020, it was awarded the Silver Award for Drug Category of the 2019 Drug Technology Research and Development Award jointly presented by the Ministry of Health and Welfare and the Ministry of Economic Affairs. Currently, the company is actively negotiating technology licensing and product sales agency rights with domestic and foreign companies, as well as conducting regulatory consultations and related bridging clinical trial research assessments for listing permits in China, the United States, and Asian countries. In preparation for its domestic market launch, the company has completed market research on domestic patient populations and target indications this year. Subsequently, it will promote the collection of real-world clinical data, develop niche market clinical applications, and prepare clinical reports for submission and publication to support domestic and international promotion and application.

3. PHN031

Completed Phase IIa clinical trials approved by both the US FDA and Taiwan TFDA, and continuing to optimize the CMC (Chemistry, Manufacturing, and Control) process for new drug registration, ensuring batch-to-batch consistency and product quality. A medicinal plant conservation and cultivation plan has been implemented in accordance with Good Agricultural and Collection Practices (GACP), and the medicinal plants grown under the plan were harvested in February 2022. Further collaboration with agricultural improvement agencies is planned to expand the production capacity of functional ingredients and maintain their quality. Analysis of the medicinal plant quality and verification testing will continue in 2023.

4. PHN033

Phase IIa clinical trial approved by the US FDA has completed the report. The optimization of the CMC (Chemistry, Manufacturing and Control) process for new drug registration is ongoing to ensure batch-to-batch consistency and product quality. A medicinal herb preservation and cultivation plan has been developed and executed in accordance with the

Good Agricultural and Collection Practices (GACP) for herbal medicine. The herbs planted according to the plan have been harvested in February 2022. Further collaboration with agricultural improvement authorities is expected to gradually expand the production capacity of functional ingredient herbs while maintaining quality. The quality analysis of medicinal herbs and planning of verification tests will continue in 2023.

5. Astragalus Health Products and Raw Materials

Through its patented plant-based extraction technology, Phytohealth Corporation has utilized top-quality Astragalus membranaceus to produce the exclusive extract "Phytohealth Da Astragalus[®]" and developed "PhytoHealth EnerCharge[®] Drink" and "PhytoHealth EnerCharge Capsule[®]" for sub-healthy populations. In addition, by refining Astragalus polysaccharides as the main ingredient, Phytohealth Corporation has developed the medical-grade health supplement "AmazPower[®]" for cancer patients suffering from fatigue and weakness after chemotherapy and radiation therapy. These three products are sold through professional channels and e-commerce platforms by Maywufa "AmazPower[®]" has been granted patents in Taiwan, Germany, and Japan, and was recognized with the SNQ National Quality Mark in December 2020. Efficacy animal testing required for the anti-fatigue health claim has been completed this year, and the application will be submitted in Q4,2022.

6. International Exhibition

【Oraphine[®] 60mg Soft Capsule】

Oraphine[®] 60mg Soft Capsule is in the process of arranging the application for new drug listing communication meeting with the China Center for Drug Evaluation (CDE), and has prepared the consultation document for China's NMPA regulatory consultation (Pre-NDA) to evaluate China's new drug inspection and registration strategy. The progress of this consulting project is carried out simultaneously with the negotiations with Chinese pharmaceutical companies. In addition, this year, we continued to negotiate with sales agents in North America, Eastern Europe, Central Asia and other regions. In line with the preparations for domestic listing, the market survey of domestic patient groups and target indications has been completed this year. In the future, we will promote the collection of real-world data and clinical data, develop clinical applications in niche markets, and prepare clinical reports for publication to support domestic and foreign promotion and application.

【PG2[®]】

(1) South Korea:

Through the Korean pharmaceutical sales company, the Korean Ministry of Food and Drug Safety (MFDS) inquired about the regulatory process of PG2[®] application for inspection, registration and product marketing authorization in South Korea. In December 2020, the Ministry received a reply and put forward a review opinion. Currently, it is continuing to cooperate with the MFDS. The sales company is negotiating the follow-up cooperation model.

(2) Turkey:

A state-owned enterprise in Turkey initially purchased PG2 Lyo. Injection 500mg through the compassionate use, and signed a memorandum of cooperation with another biotech company to initiate a project for export cooperation. However, due to

the global pandemic, the review process was delayed, and we are currently working with our Turkish partners to follow up on the NPP review progress and required documents.

(3) Germany:

Initiated the regulatory strategy consultation and evaluation of the local botanical drug market before the clinical trial between the German BfArM (/EU countries) and the US FDA.

(4) Japan: Initiate sales agency negotiations in the Japanese market.

(三) Budget Execution

According to the "Regulations Governing the Publication of Financial Forecasts of Public Companies," financial forecast information for 2022 has not been disclosed, so this item is not applicable.

(四) Financial expenditure and profitability analysis

Unit: NT\$ thousand

Project		Year	2022	2021	Increase (decrease)%
Finance revenue and expenditure	Operating revenue		135,465	168,936	(20)
	Gross profit		57,032	78,313	(27)
	Net Operating loss		(156,664)	(132,108)	(19)
	Net non-operating income and expenses		41,941	36,592	15
	Net loss after tax		(114,723)	(95,516)	(20)
Profitability	Return on assets (%)		(4.75)	(4.45)	(7)
	Return on equity (%)		(4.92)	(4.67)	(5)
	Profit rate (%)		(84.69)	(56.54)	(50)
	Loss per share (in NT\$)		(0.4)	(0.40)	-

(五) Research Development Status

1. 2022 annual research and development expenditure

Project	Year	2022
Operating revenue (A)		135,465 (in thousands)
Research and development expenses (B)		119,521 (in thousands)
Total number of employees (C)		121 people
Total R&D personnel (D)		28 people
R&D expenditure ratio B/A		88%
R&D manpower to total manpower D/C		23%

2. 2022 annual research and development results

Important product research and development achievements:

Product	Indications/R &D direction	R & D progress
PG2 Lyo. Injection 500mg(PG2 [®])	Moderate to severe cancer-related fatigue	<ul style="list-style-type: none"> • On October 23, 2012, it obtained the TFDA drug license (No. 058837). • " PG2 Lyo. Injection 500mg" has complied with Article 17 of the "National Health Insurance Drug Payment Items and Payment Standards" : it is the first new drug with clinical value to be marketed in R.O.C. in the world, and it will be released in 2020 On December 17, 2021, it was approved by the [National Health Insurance Drug Payment Project and Payment Standard Joint Drafting Conference] to be included in the national health insurance. It is scheduled to take effect on March 1, 2021, and the first wave of breast cancer patients to use it.
Oraphine [®] 60mg Soft Capsule	acute moderate to severe pain	<ul style="list-style-type: none"> • On March 27, 2020 , it received a letter from the Ministry of Health and Welfare to inform that it had passed the review and issued a drug license.
PHN031	Osteoporosis	<ul style="list-style-type: none"> • Iia clinical trials licensed by the U.S. FDA and Taiwan TFDA , and continued to develop the CMC (Chemistry, Manufacturing and Control) optimized process required for new drug inspection and registration to ensure batch-to-batch consistency and product quality quality.
PHN033	diabetic nephropathy	<ul style="list-style-type: none"> • Iia clinical trials licensed by the U.S. FDA and Taiwan TFDA , and continued to develop the CMC (Chemistry, Manufacturing and Control) optimized process required for new drug inspection and registration to ensure batch-to-batch consistency and product quality quality.

Chairman : Lee Yi-Li

Manager : Lee I-Lin

Accounting Supervisor : Huang Chih-Yuan

Attachment 2

PhytoHealth Corporation Audit Committee's Review Report

The Board of Directors presented the year 2022 Business Report, Financial Statement (including the consolidated financial statement) and deficit compensation proposal. The Financial Statement (including the consolidated financial statement) was audited by EY Taiwan and the results were compiled into a report. The aforementioned reports and statements were audited and found satisfactory by the Company's audit committee. They are hereby submitted respectfully for examination pursuant to the regulations set forth in Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely,

PhytoHealth Corporation 2023 Annual General Meeting of Shareholders

Convener Of Audit Committee : Wang Der-Shan

February 24, 2023

Attachment 3

PhytoHealth Corporation

Comparison Table of Amended Provisions of the Corporate Governance Best Practice Principles

Amended Articles	Articles before revision	Reason for revision
<p><u>Article 3 one</u> <u>The company should assign qualified and appropriate number of corporate governance personnel according to the size of the company, business conditions and management needs, and should designate a corporate governance supervisor in accordance with the regulations of the competent authority or the OTC trading center to be the top supervisor in charge of corporate governance-related matters . He should obtain the qualifications of lawyers and accountants, or have been engaged in legal affairs, legal compliance, internal auditing, finance, stock affairs, or corporate governance related affairs in securities, finance, and futures-related institutions or public companies for more than three years .</u> <u>Matters related to corporate governance in the preceding paragraph shall at least include the following:</u> <u>1. Handle matters related to the meetings of the board of directors and shareholders' meeting according to law.</u> <u>2. Prepare the minutes of the board of directors and shareholders' meetings.</u> <u>3. Assisting directors in their appointment and continuing education.</u> <u>4. Provide the information required by the directors to execute their duties.</u> <u>5. To assist directors to comply with laws and regulations.</u> <u>6. To report to the board of directors whether the qualifications of independent directors are met at the time of nomination, election and term of office Inspection results of compliance with relevant laws and regulations.</u> <u>7. Handle matters related to the change of directors.</u> <u>8. Other matters stipulated in the company's articles of association or contract.</u></p>		<p>According to the "Corporate Governance 3.0-Sustainable Development Blueprint" project, this article is added.</p>
<p>Article 6 The board of directors of the company shall</p>	<p>Article 6 The board of directors of the company shall</p>	<p>Cooperate with the competent</p>

Amended Articles	Articles before revision	Reason for revision
<p>properly arrange the topics and procedures of the shareholders' meeting, formulate the principles and operating procedures for the nomination of directors by shareholders and the proposals of the shareholders' meeting, and properly handle the proposals raised by shareholders according to law; the shareholders' meeting shall arrange a convenient meeting place <u>and Supplemented by videoconferencing</u>, sufficient time is reserved, and adequate and competent personnel are assigned to handle the registration procedures. The supporting documents for shareholders' attendance shall not be arbitrarily added and required to provide other supporting documents; Reasonable discussion time, and give shareholders an appropriate opportunity to speak.</p> <p>The following is omitted.</p>	<p>properly arrange the topics and procedures of the shareholders' meeting, formulate the principles and operating procedures for the nomination of directors by shareholders and the proposals of the shareholders' meeting, and properly handle the proposals raised by shareholders in accordance with the law; Allow sufficient time and assign suitable and competent personnel to handle the registration procedures, and shall not arbitrarily add other supporting documents to the proof documents relied on by shareholders for attendance; and shall allow reasonable time for discussion on each topic, and give Appropriate opportunities for shareholders to speak.</p> <p>The following is omitted.</p>	<p>authority to open the video conference of the shareholders' meeting, and encourage the company to hold a physical shareholders' meeting with video assistance (video-assisted shareholders' meeting), and update it.</p>
<p>Chapter II Protection of Shareholders' Rights and Interests Section 3 Corporate Governance Relationship between the Company and <u>Related Parties</u></p>	<p>Chapter II Protection of Shareholders' Rights and Interests Section 3 Corporate Governance Relations between the Company and <u>Affiliated Enterprises</u></p>	<p>Considering that the normative content of this section includes not only the governance relationship with related enterprises, but also the management of dealings with related parties, etc., the name of this section is revised.</p>
<p>Article 17 the company has <u>financial business contacts or transactions with related parties and shareholders</u>, it shall formulate written regulations on mutual financial business-related operations based on the principle of fairness and reasonableness. For contract matters, price conditions and payment methods should be clearly defined, and unconventional transactions <u>and improper benefit transfers should be avoided</u>.</p> <p><u>The written specification in the preceding paragraph shall include the management procedures for transactions such as purchase and sale of goods, acquisition or disposal of</u></p>	<p>Article 17 the company has business dealings with affiliated <u>companies</u>, it shall formulate written regulations on mutual financial and business-related operations based on the principle of fairness and reasonableness. For the signing matters, the price conditions and payment methods should be clearly defined, and unconventional transactions should be avoided.</p> <p><u>Transactions or contracts between the company and related parties and their shareholders shall also be handled in accordance with the principles of the</u></p>	<p>In line with the revision of this code, some texts have been revised as appropriate .</p>

Amended Articles	Articles before revision	Reason for revision
<u>assets, capital lending, and endorsement guarantees, and relevant major transactions shall be submitted to the board of directors for resolution and approval, and to the shareholders' meeting for approval or report .</u>	<u>preceding paragraph, and transfer of benefits is strictly prohibited .</u>	
<p>Article 29 The following is omitted. The company shall regularly (at least once a year) <u>refer to the audit quality indicators (AQIs)</u> to evaluate the independence and suitability of the appointed accountants. If the company has not changed its accountant for seven consecutive years, or if it has been punished or its independence has been compromised, it shall evaluate whether it is necessary to replace its accountant, and report the evaluation result to the board of directors.</p>	<p>Article 29 The following is omitted. The company shall periodically (at least once a year) evaluate the independence and suitability of the appointed accountants. If the company has not changed its accountant for seven consecutive years, or if it has been punished or its independence has been compromised, it shall evaluate whether it is necessary to replace its accountant, and report the evaluation result to the board of directors.</p>	<p>In order to improve the transparency of audit quality, "Corporate Governance 3.0-Sustainable Development Blueprint" promotes audit quality indicators (AQIs). When the audit committee evaluates the replacement of accounting firms, it can refer to the AQI information provided by the firm.</p>
<p>Article 54 The company's <u>website should set up a special area</u> to disclose the following information related to corporate governance, and keep updating:</p> <ol style="list-style-type: none"> 1. <u>The board of directors: such as the resumes of the board members and their powers and responsibilities, the diversity policy and implementation of the board members.</u> 2. <u>Functional committees: such as the resumes of the members of each functional committee and their powers and responsibilities.</u> 3. <u>Regulations related to corporate governance: such as the company's articles of association, procedures of the board of directors , organizational regulations of functional committees and other regulations related to corporate governance.</u> 4. <u>Important information related to corporate governance: such as setting corporate governance supervisor information, etc.</u> 	<p>Article 54 The company shall disclose relevant information on corporate governance <u>in the following years in accordance with relevant laws and regulations of the stock exchange , and keep updating:</u></p> <ol style="list-style-type: none"> 1. <u>The structure and rules of corporate governance.</u> 2. <u>The company's shareholding structure and shareholders' rights and interests (including a specific dividend policy).</u> 3. <u>The structure of the board of directors, the professionalism and independence of the members.</u> 4. <u>Responsibilities of the board of directors and managers.</u> 5. <u>Composition, duties and independence of the audit committee.</u> 6. <u>Composition, duties and operation of the salary and compensation committee and other functional committees.</u> 7. <u>The remuneration paid to directors, general manager and deputy general manager in the last two years, the analysis of the proportion of the total remuneration to the</u> 	<p>According to the corporate governance 3.0-sustainable development blueprint plan , it is clearly stipulated that the company website should set up a special area to disclose relevant information on corporate governance, so as to facilitate the reference of shareholders and stakeholders.</p>

Amended Articles	Articles before revision	Reason for revision
	<p><u>after-tax net profit of the individual or individual financial reports, the remuneration payment policy, standard and combination, the procedure for setting remuneration and its relationship with business performance and The relevance of future risks. In addition, under special circumstances, the remuneration of individual directors shall be disclosed.</u></p> <p><u>8. The status of directors' training.</u></p> <p><u>9. Rights, relationships, appeal channels, issues of concern and appropriate response mechanisms of interested parties.</u></p> <p><u>10. Detailed handling of information disclosure matters regulated by laws and regulations.</u></p> <p><u>11. Differences and reasons for the operation of corporate governance, the corporate governance code established by the company itself, and this code.</u></p> <p><u>12. Other information related to corporate governance.</u></p> <p><u>Depending on the actual implementation of corporate governance, the company should disclose its specific plans and measures for improving corporate governance in an appropriate manner.</u></p>	
<p>Article 57 This code will come into effect after being approved by the board of directors, and it will be submitted to the shareholders' meeting, and the same will be done when it is revised; it was first enacted on June 24, 2010 . The first revision was on April 24, 2014. The second revision took place on February 24, 2015. The third revision was on April 28, 2015. The fourth revision was on August 8, 2017. The fifth revision was on August 13, 2019. <u>Sixth revision on February 24, 2023.</u></p>	<p>Article 57 This Code will come into effect after being approved by the Board of Directors, and <u>will be submitted to the Audit Committee and the Shareholders' Meeting.</u> The same is true for revisions. It was first enacted on June 24, 2010 . The first revision was on April 24, 2014. The second revision took place on February 24, 2015. The third revision was on April 28, 2015. The fourth revision was on August 8, 2017. The fifth revision was on August 13, 2019.</p>	<p>Modify the text as appropriate, and add revision times and dates.</p>

PhytoHealth Corporation

**Status Report on the Execution of Plans to Enhance Operations for
2012 and 2020 Capital Increase Through Cash Injection**

(一) 2012 and 2020 cash capital increase products or business development sound operation plan achievement status

1. PHN012 /PHN014/PHN015 (PG2 Lyo. Injection 500mg):

- (1) Implement the clinical trial of "PG2 Lyo. Injection 500mg" on the effect of breast cancer chemotherapy: implement a multi-center trial, as of August 31, 2021 , all patients have completed the clinical trial, and preliminary statistical analysis has been completed , On December 4, 2022, the host meeting will be completed to confirm the analysis results and international journal submission and society publication plans, and write clinical trial reports and published papers according to opinions .
- (2) Implementation of "PG2 Lyo. Injection 500mg" clinical trial on the effect of preoperative chemoradiotherapy for esophageal cancer : This trial was approved to be carried out in Shuanghe, Mackay Hospital, Tri-Service General Hospital and Yadong Memorial Hospital. It will be completed by February 3. In addition, in terms of patent layout, in August 2022, it obtained the Japanese invention patent approval of "Use of Astragalus polysaccharide extract in the preparation of drugs for enhancing the efficacy of cancer immunotherapy / METHOD FOR ENHANCING EFFECT OF IMMUNOTHERAPY FOR CANCER" (currently obtained in the United States , Taiwan, Korea and Japan patents).
- (3) Planning 2 international clinical trial projects, aiming to expand the international market and new indications of PG2 Lyo . Injection 500mg .

A. According to the results of the clinical expert consultation meeting held on March 14, 2021, the pivotal multinational clinical trial of "PG2 Lyo. Injection 500mg" and the pre clinical trial consultation of US FDA and German BfArM (/EU countries) are planned, and the CRO has been negotiated Consulting for the regulatory and strategic planning of the US, German/EU drug regulatory authorities, and obtaining some quotations for internal evaluation. At present, the summary design of the trial plan has been completed, and statistical strategy planning and IND submission data preparation are underway. The results of the pilot trial at National Taiwan University Hospital will be used to evaluate the feasibility of participating in multinational clinical trials in Germany and other EU countries .

B. Breast Cancer Chemotherapy Cancer Fatigue Pilot Trial

The hub clinical trial design that is planned to be carried out in the United States and Europe is adjusted to weekly dosing in response to the foreign market environment. In order to obtain preliminary verification data to evaluate the final trial population, the same design is planned for 4 years before National Taiwan University Hospital Weekly pretest. The target is breast cancer patients with moderate to severe cancer fatigue during chemotherapy . Supported by the National Taiwan University Breast Medical Center team, it has officially started accepting cases in July 2021. In order to speed up the progress of accepting cases, it has obtained IRB approval plan amendments in January 2022, expanding the scope of acceptance to include early breast cancer patients , and a breast surgery team has been added to join the host. It is

expected to complete the unblinding of the trial before the fourth quarter of 2022. The results of this trial will be used as a reference for strategic planning of subsequent international phase III trials.

C. In response to the global and domestic COVID-19 epidemic situation, domestic case reports of clinical treatment of COVID-19 patients have been compiled Report, submitted to the internationally renowned peer-reviewed medical journal *Frontiers in Medicine* and has been successfully published in 2022 November. The relevant basic research results of PG2 applied to the fight against COVID-19 are under submission review, Related applications have filed new patent applications in the US and Taiwan in September 2022.

2. Oraphine[®] 60mg Soft Capsule

On March 18, 2020, Oraphine[®] 60mg Soft Capsule was notified by TFDA to pass the review, and the drug license was issued (Ministry of Health Pharmaceutical Zi No. 060459). At present, we are actively negotiating technology authorization and product sales agency rights with many domestic and foreign companies Step by step implementation of China, the United States, and countries in the Asian region for regulatory consultation and related bridging clinical trial research plans painting assessment;

(1) Cooperate with domestic market preparations and patient groups and target indications for market use, promote the collection of real-world clinical data, develop clinical applications in niche markets, and prepare clinical reports for publication to support domestic and foreign promotion and application.

(2) The basic research related to Oraphine[®] 60mg Soft Capsule preparations has been completed in the fourth quarter of 2022, and the results are being sorted out. It is planned to file a continuation new invention patent application for Oraphine[®] 60mg Soft Capsule in 2023.

3. IIA clinical trial licensed by the US FDA and Taiwan TFDA, and continued to develop the CMC (Chemistry, Manufacturing and Control) optimal process required for new drug inspection and registration to ensure the uniformity of production batches (Batch to Batch Consistency) and product quality. In 2021, according to the Good Agricultural Practice and Collection of Medicinal Materials (GCAP), the medicinal material conservation and cultivation plan will be planned and implemented. The medicinal materials planted according to the plan will be harvested in February 2022. It is expected to cooperate with the official agricultural improvement unit In-depth cooperation, gradually expand the production capacity of medicinal materials with functional ingredients and maintain the quality, and will continue to conduct medicinal material quality analysis and planning verification tests in 2012.

4. IIA clinical trial approved by the US FDA and Taiwan TFDA, continue to develop the CMC (Chemistry, Manufacturing and Control) optimal process required for new drug inspection and registration, and ensure the uniformity of production batches (Batch to Batch Consistency) In 2021, we will plan and implement a medicinal material conservation and cultivation plan in accordance with the Good Agricultural Practice and Collection of Medicinal Materials (GCAP). The medicinal materials planted according to the plan will be harvested in February 2022. It is expected to cooperate with the official agricultural improvement unit to gradually expand the production capacity of medicinal materials with functional ingredients and maintain the quality. In 2023, the quality analysis of medicinal materials and planning verification tests will continue.

5. Health food: White uses patented herbal medicine manufacturing technology and uses top-quality Astragalus membranaceus raw materials to develop the Qi-invigorating health product "Huangqi Drink" suitable for sub-healthy groups . In addition, using rAPS refined astragalus polysaccharides as the main ingredient, the pharmaceutical-grade health product "AmazPower[®]" which is suitable for fatigue and weakness after chemotherapy and radiotherapy for cancer patients, has been developed. The patent layout has been approved by Taiwan, Germany and Japan. In 2020 On December 10, it was also affirmed by the SNQ National Quality Mark. At present, the functional animal tests and necessary safety and stability tests required by the anti-fatigue health brand have been completed , and the submission application will be completed in the fourth quarter of 2022. Currently entering the CDE administrative review stage.
6. Stem cell management fee for deciduous teeth: According to the "Stem Cell Preservation and Finalization Contract", management fees will be charged to entrusted customers on a regular basis.

Attachment 5

Independent Auditors' Report Translated from Chinese

To Phytohealth Corporation

Opinion

We have audited the accompanying consolidated balance sheets of Phytohealth Corporation (the "Company") and its subsidiaries as of December 31, 2022 and 2021, consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies (together "the consolidated financial statements").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2022 and 2021, and their consolidated financial performance and cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

The Group recognized operating revenue amounts to NT\$135,465 thousand in 2022. The Group's principal activities consist of revenue from the sale of pharmaceutical drugs, dietary supplements. The Group recognizes revenue from the sale of pharmaceutical drugs, dietary supplements when it satisfies a performance obligation and the recognition timing. Therefore, we considered this a key audit matter.

Our audit procedures include but are not limited to understanding the trading manners through walkthrough, and to evaluating the appropriateness of the accounting policy related to revenue recognition from the sale of pharmaceutical drugs, dietary supplements, and medical diagnosis systems and the transactions made from sales by testing the internal control effectiveness determined by management. We confirm that the timing of recognizing revenue is when performance obligations are met by reviewing the terms of transaction. We confirm the correctness of recognizing revenue from sale of pharmaceutical drugs, dietary supplements, and medical diagnosis system and the existence of sales revenue by performing transactions' detail testing which includes reviewing vouchers of selected samples and cash receipts record. We check transaction records to confirm the occurrence of the revenue. We perform cutoff testing through periods before and after the balance sheet date by reviewing related documentation of selected samples.

Please refer to Note 4 and 6. (16) for revenue related accounting policies and information.

Impairment of non-financial assets

As of December 31, 2022, the total net amount of property, plant and equipment, right-of-use assets and intangible assets of the Company and its subsidiaries was NT\$356,092 thousand, accounted 15% of the consolidated total assets. The Company and its subsidiaries are engaged in medical products manufacturing industry. The Company and its subsidiaries are still at loss position in the year of 2022 because the medical products are still at development stage. As of the balance sheet date, the Company and its subsidiaries based on the external and internal sources to assess whether there is any indication of impairment. If there is indication of impairment, the impairment testing for above assets is required. The result of impairment evaluation is significant to the consolidated financial statements. Therefore, we consider impairment assessment as a key audit matter.

We have conducted audit procedures including but not limited to obtaining representation letter; to evaluating the impairment indicator and cash generating unit; to obtaining the information on assessing the recoverable amount and assumptions for the annual testing of intangible assets with indefinite life. We also examined the historical and other business' financial information to evaluate whether the assumptions such as sales growth rate, gross margin, operating profit margin, and discount rate applied in the cash flow forecast are reasonable and are in conformity. In Note 4 and 5 of consolidated financial statements to assess the appropriateness of the accounting policies and disclosures relating to the impairment of non-financial assets.

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

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

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

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Others

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as of and for the years ended December 31, 2022, and 2021.

/s/Yu, Chien-Ju
/s/Lin, Su-Wen
Ernst & Young, Taiwan
February 24, 2023

Notice to Readers

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

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translations of Consolidated Financial Statements Originally Issued in Chinese
 PHYTOHEALTH CORPORATION AND ITS SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 December 31, 2022 and December 31, 2021
 (Expressed in Thousands of New Taiwan Dollars)

	Notes	As of	
		December 31, 2022	December 31, 2021
ASSETS			
Current assets			
Cash and cash equivalents	4, 6	\$100,456	\$94,006
Financial assets at fair value through profit and loss, current	4, 6	16,519	10,009
Financial assets at amortized cost, current	4, 6	1,243,740	1,310,700
Accounts receivable, net	4, 6	4,403	5,658
Accounts receivable-related parties, net	4, 6, 7	21,103	14,559
Other receivables		63	180
Current tax assets	6		-
Inventories	4, 6	151,224	145,621
Prepayments	6	30,442	36,547
Other current assets		514	767
Total current assets		<u>1,568,464</u>	<u>1,618,047</u>
Non-current assets			
Financial assets at fair value through other comprehensive income, non-current	4, 6	433,292	448,836
Financial assets measured at amortized cost, non-current	4, 6	1,082	1,183
Property, plant and equipment	4, 6, 7	247,124	279,564
Right-of-use assets	4, 6, 7	27,255	27,856
Intangible assets	4, 6	81,713	89,797
Prepayments for equipment		463	-
Refundable deposits	7, 8	5,235	4,829
Total non-current assets		<u>796,164</u>	<u>852,065</u>
Total assets		<u>\$2,364,628</u>	<u>\$2,470,112</u>

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

English Translations of Financial Statements Originally Issued in Chinese
PHYTOHEALTH CORPORATION AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2022 and December 31, 2021
(Expressed in Thousands of New Taiwan Dollars)

	As of	
	December 31, 2022	December 31, 2021
LIABILITIES AND EQUITY		
Current liabilities		
Contract liabilities, current	\$3,341	\$6,123
Notes payable	184	67
Accounts payable	5,606	1,919
Other payables	41,090	35,700
Provision, current	1,346	1,404
Lease liabilities, current	9,957	10,529
Other current liabilities	594	476
Total current liabilities	62,118	56,218
Non-current liabilities		
Lease liabilities, non-current	20,046	20,337
Guarantee deposit received	288	280
Other non-current liabilities	4,723	4,723
Total non-current liabilities	25,057	25,340
Total liabilities	87,175	81,558
Equity attributable to the parent		
Capital		
Common stock	1,986,189	1,986,189
Capital surplus	523	356,845
Retained earnings		
Accumulated deficits	(156,825)	(441,016)
Other components of equity		
Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	78,045	78,674
Total equity attributable to the parent	1,907,932	1,980,692
Non-controlling interests	369,521	407,862
Total equity	2,277,453	2,388,554
Total liabilities and equity	\$2,364,628	\$2,470,112

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

English Translations of Consolidated Financial Statements Originally Issued in Chinese

PHYTOHEALTH CORPORATION AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

		For the Years ended December 31,	
	Notes	2022	2021
Operating revenue	4, 6, 7	\$135,465	\$168,936
Operating costs	6	(78,433)	(90,623)
Gross profit		<u>57,032</u>	<u>78,313</u>
Operating expenses	4, 6, 7		
Sales and marketing expense		(32,876)	(27,291)
General and administrative expense		(61,349)	(62,764)
Research and development expense		(119,521)	(120,465)
Expected credit gain		50	99
Total operating expenses		<u>(213,696)</u>	<u>(210,421)</u>
Operating loss		<u>(156,664)</u>	<u>(132,108)</u>
Non-operating income and expenses			
Interest income	6	12,159	8,826
Other income	6	28,422	26,145
Other gains and losses	6	1,672	2,026
Financial costs	6, 7	(312)	(405)
Total non-operating income and expenses		<u>41,941</u>	<u>36,592</u>
Net (loss) income before income tax		(114,723)	(95,516)
Income tax expense	4, 6	-	-
Net (loss) income		<u>\$(114,723)</u>	<u>\$(95,516)</u>
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Unrealized gains or losses on financial assets at fair value through other comprehensive (loss) income	6	2,765	71,810
Total other comprehensive income (loss), net of tax		<u>2,765</u>	<u>71,810</u>
Total comprehensive loss		<u>\$(111,958)</u>	<u>\$(23,706)</u>
Net income (loss) attributable to:			
Shareholders of the parent		\$(79,413)	\$(77,715)
Non-controlling interests		(35,310)	(17,801)
		<u>\$(114,723)</u>	<u>\$(95,516)</u>
Comprehensive income (loss) attributable to:			
Shareholders of the parent		\$(72,959)	\$(9,406)
Non-controlling interests		(38,999)	(14,300)
		<u>\$(111,958)</u>	<u>\$(23,706)</u>
Earnings (loss) per share (in NTS)	6		
Earnings (loss) per share-basic		<u>\$(0.40)</u>	<u>\$(0.40)</u>

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

English Translations of Consolidated Financial Statements Originally Issued in Chinese

PHYTOHEALTH CORPORATION AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT						Total equity
	Common stock	Capital surplus	Retained earnings		Other components of equity		
				Accumulated deficits	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income (loss)	Total equity attributable to shareholders of the parent	Non-controlling interests
Balance as of January 1, 2021	\$1,636,189	\$366	\$(302,546)	\$(50,390)	\$1,283,619	\$418,503	\$1,702,122
Net loss for the years ended December 31, 2021	-	-	(77,715)	-	(77,715)	(17,801)	(95,516)
Other comprehensive income, net of tax for the Years ended December 31, 2021	-	-	-	68,309	68,309	3,501	71,810
Total comprehensive income (loss)	-	-	(77,715)	68,309	(9,406)	(14,300)	(23,706)
Disposal of investments in financial assets at fair value through other comprehensive income	-	-	(60,755)	60,755	-	3,119	3,119
Changes in subsidiary ownership	-	-	-	-	-	540	540
Capital injection	350,000	350,000	-	-	700,000	-	700,000
Share-based payment transactions	-	6,479	-	-	6,479	-	6,479
Balance as of December 31, 2021	\$1,986,189	\$356,845	\$(441,016)	\$78,674	\$1,980,692	\$407,862	\$2,388,554
Balance as of January 1, 2022	\$1,986,189	\$356,845	\$(441,016)	\$78,674	\$1,980,692	\$407,862	\$2,388,554
Capital surplus used to cover accumulated deficit	-	(356,521)	356,521	-	-	-	-
Net loss for the years ended December 31, 2022	-	-	(79,413)	-	(79,413)	(35,310)	(114,723)
Other comprehensive income, net of tax for the years ended December 31, 2022	-	-	-	6,454	6,454	(3,689)	2,765
Total comprehensive income (loss)	-	(356,521)	277,108	6,454	(72,959)	(38,999)	(111,958)
Disposal of investments in financial assets at fair value through other comprehensive income	-	-	7,083	(7,083)	-	-	-
Changes in subsidiary ownership	-	164	-	-	164	658	822
Share-based payment transactions	-	35	-	-	35	-	35
Balance as of December 31, 2022	\$1,986,189	\$523	\$(156,825)	\$78,045	\$1,907,932	\$369,521	\$2,277,453

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

English Translations of Consolidated Financial Statements Originally Issued in Chinese

PHYTOHEALTH CORPORATION AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	For the Years ended December 31,	
	2022	2021
Cash flows from operating activities:		
Net loss before tax	\$(114,723)	\$(95,516)
Adjustments:		
Depreciation	44,355	44,672
Amortization	8,084	8,142
Expected credit gain	(50)	(99)
Net gain on financial assets at fair value through profit or loss	(15)	(1)
Interest expense	312	405
Interest revenue	(12,159)	(8,826)
Dividend income	(24,148)	(20,835)
Share-based payment	857	7,019
Loss on disposal of property, plant and equipment	10	77
Gain on disposal of investments	(55)	(35)
Changes in operating assets and liabilities:		
Accounts receivable	1,305	(2,938)
Accounts receivable-related parties, net	(6,544)	(4,495)
Other receivables, net	117	1,257
Inventories, net	(6,119)	5,846
Prepayments	6,105	846
Other current assets	253	(202)
Contract liabilities	(2,782)	(31,612)
Notes payable	117	(363)
Accounts payable	3,687	(1,995)
Other payables	5,390	825
Provision	(58)	341
Other current liabilities	118	(8)
Cash outflow generated from operations	<u>(95,943)</u>	<u>(97,495)</u>
Interest received	12,159	8,826
Dividend received	24,148	20,835
Interest paid	<u>(312)</u>	<u>(405)</u>
Net cash used in operating activities	<u>(59,948)</u>	<u>(68,239)</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income, noncurrent	(1,328)	(539)
Proceeds from disposal of financial assets at fair value through other comprehensive income	19,638	55,444
Acquisition of financial assets measured at amortized cost	-	(654,128)
Return of funds to financial assets measured at amortized cost	67,061	18,930
Acquisition of disposal of financial assets at fair value through profit or loss, current	(260,500)	(118,500)
Proceeds from disposal of financial assets at fair value through profit or loss, current	254,060	130,531
Acquisition of property, plant and equipment	(1,142)	(13,216)
Increase in refundable deposits	(406)	-
Decrease in refundable deposits	-	333
Increase in prepayments for business facilities	(463)	-
Net cash provided by (used in) investing activities	<u>76,920</u>	<u>(581,145)</u>
Cash flows from financing activities:		
Increase (decrease) in guarantee deposit received	8	(317)
Cash payment for the principal portion of the lease liabilities	(10,530)	(10,654)
Decrease in other non-current liabilities	-	(6,803)
Capital injection	-	700,000
Net cash (used in) provided by financing activities	<u>(10,522)</u>	<u>682,226</u>
Net increase in cash and cash equivalents	6,450	32,842
Cash and cash equivalents at beginning of period	94,006	61,164
Cash and cash equivalents at end of period	<u>\$100,456</u>	<u>\$94,006</u>

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

Independent Auditors' Report Translated from Chinese

To Phytohealth Corporation

Opinion

We have audited the accompanying parent company only balance sheets of Phytohealth Corporation (the "Company") as of December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the parent company only statements, including the summary of significant accounting policies (together "the parent company only financial statements").

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2022 and 2021, and their parent company only financial performance and cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the parent company only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

The Company recognized operating revenue amounts to NT\$73,835 thousand in 2022. The Company's principal activities consist of revenue from the sale of pharmaceutical drugs, dietary supplements. The Company recognizes revenue from the sale of pharmaceutical drugs, dietary supplements when it satisfies a performance obligation and the recognition timing. Therefore, we considered this a key audit matter.

Our audit procedures include but are not limited to understanding the trading manners through walkthrough, and evaluating the appropriateness of the accounting policy related to revenue recognition from the sale of pharmaceutical drugs, dietary supplements and the transactions made from sales by testing the internal control effectiveness determined by management. We confirm that the timing of recognizing revenue is when performance obligations are met by reviewing the terms of transaction. We confirm the correctness of recognizing revenue from sale of pharmaceutical drugs, dietary supplements, and the existence of sales revenue by performing transactions' detail testing which includes reviewing vouchers of selected samples and cash receipts record. We check transaction records to confirm the occurrence of the revenue. We perform cutoff testing through periods before and after the balance sheet date by reviewing related documentation of selected samples.

Please refer to Note 4 and 6. (14) for revenue related accounting policies and information.

Impairment of Assets

As of December 31, 2022, the total net amount of investments accounted for under the equity method, property, plant and equipment and right-of-use assets of the Company was NT\$344,834 thousand, accounted for 18% of the total assets. The Company is engaged in medical products manufacturing industry. The Company is still at loss position in the year of 2022 because the medical products are still at development stage. As of the balance sheet date, the Company based on the external and internal sources to assess whether there is any indication of impairment. If there is indication of impairment, the impairment testing for above assets is required. The result of impairment evaluation is significant to the parent company only financial statements. Therefore, we consider impairment assessment as a key audit matter.

We have conducted audit procedures including but not limited to obtaining representation letter; to evaluating the impairment indicator and cash generating unit; to obtaining the information on assessing the recoverable amount and assumptions for the annual testing of intangible assets with indefinite life. We also examined the historical and other business' financial information to evaluate whether the assumptions such as sales growth rate, gross margin, operating profit margin, and discount rate applied in the cash flow forecast are reasonable and are in conformity. In Note 4 and 5 of the parent company only financial statements to assess the appropriateness of the accounting policies and disclosures relating to the impairment of assets.

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

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

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

Those charged with governance, including audit committee or supervisors, are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

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

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the Company 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 2022 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

/s/Yu, Chien-Ju
/s/Lin, Su-Wen
Ernst & Young, Taiwan
February 24, 2023

Notice to Readers

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

Accordingly, the accompanying parent company only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translations of Financial Statements Originally Issued in Chinese

PHYTOHEALTH CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
December 31, 2022 and December 31, 2021
(Expressed in Thousands of New Taiwan Dollars)

ASSETS	Notes	As of	
		December 31, 2022	December 31, 2021
Current assets			
Cash and cash equivalents	4, 6	\$53,412	\$35,493
Financial assets at fair value through profit and loss, current	4, 6	13,504	10,009
Financial assets at amortized cost, current	4, 6	962,960	998,160
Accounts receivable-related parties, net	4, 6, 7	21,000	14,435
Other receivables		-	49
Inventories	4, 6	127,897	124,383
Prepayments	6	29,419	34,519
Other current assets		391	455
Total current assets		1,208,583	1,217,503
Non-current assets			
Financial assets at fair value through other comprehensive income, non-current	4, 6	404,552	414,370
Financial assets at amortized cost, non-current	4, 6	1,082	1,183
Investments accounted for under the equity method	4, 6	150,261	171,168
Property, plant and equipment	4, 6, 7	177,537	206,006
Right-of-use assets	4, 6, 7	17,036	13,185
Prepayments for equipment		463	-
Refundable deposits	7	1,513	2,113
Total non-current assets		752,444	808,025
Total assets		\$1,961,027	\$2,025,528

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

English Translations of Financial Statements Originally Issued in Chinese

PHYTOHEALTH CORPORATION

PARENT COMPANY ONLY BALANCE SHEETS

December 31, 2022 and December 31, 2021

(Expressed in Thousands of New Taiwan Dollars)

	Notes	As of	
		December 31, 2022	December 31, 2021
LIABILITIES AND EQUITY			
Current liabilities			
Contract liabilities, current	4, 6	\$675	\$675
Accounts payable		4,729	834
Other payables	7	22,998	22,244
Lease liabilities, current	6, 7	6,079	6,105
Other current liabilities		277	228
Total current liabilities		34,758	30,086
Non-current liabilities			
Lease liabilities, non-current	4, 6, 7	13,614	10,027
Other non-current liabilities		4,723	4,723
Total non-current liabilities		18,337	14,750
Total liabilities		53,095	44,836
Equity			
Common stock	6	1,986,189	1,986,189
Capital surplus	6	523	356,845
Retained earnings	4, 6		
Accumulated deficits	6	(156,825)	(441,016)
Other components of equity	6		
Unrealized gains or losses on financial assets measured at fair value through other comprehensive income		78,045	78,674
Total equity		1,907,932	1,980,692
Total liabilities and equity		\$1,961,027	\$2,025,528

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

English Translations of Financial Statements Originally Issued in Chinese
PHYTOHEALTH CORPORATION
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the Years Ended December 31,	
		2022	2021
Operating revenue	4, 6, 7	\$73,835	\$83,145
Operating costs	6	(54,849)	(65,497)
Gross profit		18,986	17,648
Operating expenses	4, 6, 7		
Sales and marketing expense		(14,591)	(11,738)
General and administrative expense		(31,241)	(31,730)
Research and development expense		(65,521)	(69,517)
Total operating expenses		(111,353)	(112,985)
Operating loss		(92,367)	(95,337)
Non-operating income and expenses			
Interest income	6	9,020	6,217
Other income	4, 6	23,192	20,615
Other gains and losses	6, 7	(29)	140
Financial costs	6, 7	(196)	(261)
Share of profit or loss of subsidiary, associates and joint ventures accounted for using the equity method	6	(19,033)	(9,089)
Total non-operating income and expenses		12,954	17,622
Net loss before income tax		(79,413)	(77,715)
Income tax expense	4, 6	-	-
Net loss		\$(79,413)	\$(77,715)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Unrealized gains on financial assets at fair value through other comprehensive income	6	8,492	66,587
Share of other comprehensive income of subsidiary which will not be reclassified subsequently to profit or loss		(2,038)	1,722
Total other comprehensive income, net of tax		\$6,454	\$68,309
Total comprehensive loss		\$(72,959)	\$(9,406)
Earnings (loss) per share (in NT\$)			
Loss per share - basic			
Net loss	4, 6	\$(0.40)	\$(0.40)

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

English Translations of Financial Statements Originally Issued in Chinese

PHYTOHEALTH CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the Years Ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	Common stock	Capital surplus	Retained earnings		Other components of equity		Total equity
			Accumulated deficits	comprehensive income (loss)	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income (loss)		
Balance as of January 1, 2021	\$1,636,189	\$366	\$(302,546)	\$(50,390)		\$1,283,619	
Net loss for the year ended December 31, 2021	-	-	(77,715)	-		(77,715)	
Other comprehensive income, net of tax for the year ended December 31, 2021	-	-	-	68,309		68,309	
Total comprehensive income (loss)	-	-	(77,715)	68,309		(9,406)	
Disposal of investment in equity instruments designated as at fair value through other comprehensive income	-	-	(60,755)	60,755		-	
Capital injection	350,000	350,000	-	-		700,000	
Share-based payment transactions	-	6,479	-	-		6,479	
Balance as of December 31, 2021	\$1,986,189	\$356,845	\$(441,016)	\$78,674		\$1,980,692	
Balance as of January 1, 2022	\$1,986,189	\$356,845	\$(441,016)	\$78,674		\$1,980,692	
Capital surplus used to cover accumulated deficits	-	(356,521)	356,521	-		-	
Net loss for the year ended December 31, 2022	-	-	(79,413)	-		(79,413)	
Other comprehensive income, net of tax for the year ended December 31, 2022	-	-	-	6,454		6,454	
Total comprehensive income (loss)	-	(356,521)	277,108	6,454		(72,959)	
Disposal of investment in equity instruments designated as at fair value through other comprehensive income	-	-	7,083	(7,083)		-	
Changes in subsidiary ownership	-	164	-	-		164	
Share-based payment transactions	-	35	-	-		35	
Balance as of December 31, 2022	\$1,986,189	\$523	\$(156,825)	\$78,045		\$1,907,932	

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

English Translations of Financial Statements Originally Issued in Chinese
PHYTOHEALTH CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	For the Years Ended December 31,	
	2022	2021
Cash flows from operating activities :		
Net loss before tax	\$(79,413)	\$(77,715)
Adjustments:		
Depreciation	34,813	34,530
Net (loss) gain on financial assets at fair value through profit or loss	-	(1)
Interest expense	196	261
Interest revenue	(9,020)	(6,217)
Dividend income	(22,573)	(19,710)
Share-based payment	35	6,479
Loss on share of profit or loss of subsidiary, associates and joint ventures accounted for using the equity method	19,033	9,089
Gain on disposal of investments	(55)	(32)
Changes in operating assets and liabilities:		
Accounts receivable-related parties, net	(6,565)	(4,508)
Other receivables, net	49	1,039
Inventories, net	(3,514)	5,829
Prepayments	5,100	831
Other current assets	64	(400)
Accounts payable	3,895	(1,960)
Other payables	754	(2,440)
Other current liabilities	49	(12)
Cash outflow generated from operations	<u>(57,152)</u>	<u>(54,937)</u>
Interest received	9,020	6,217
Dividend received	22,573	19,710
Interest paid	(196)	(261)
Net cash used in operating activities	<u>(25,755)</u>	<u>(29,271)</u>
Cash flows from investing activities :		
Acquisition of financial assets at fair value through other comprehensive income, current	(1,328)	(539)
Proceeds from disposal of financial assets at fair value through other comprehensive income	19,638	27,195
Acquisition of financial asset measured at amortized cost	35,301	(654,128)
Acquisition of financial assets at fair value through profit and loss, current	(254,500)	(107,000)
Proceeds from disposal of financial assets at fair value through profit or loss, current	251,060	115,028
Acquisition of property, plant and equipment	(528)	(10,881)
Decrease in refundable deposits	600	-
Increase in prepayment for business facilities	(463)	-
Net cash (used in) provided by investing activities	<u>49,780</u>	<u>(630,325)</u>
Cash flows from financing activities :		
Capital injection	-	700,000
Decrease in guarantee deposit received	-	(317)
Cash payments for the principal portion of the lease liabilities	(6,106)	(6,111)
Net cash provided by (used in) financing activities	<u>(6,106)</u>	<u>693,572</u>
Net increase in cash and cash equivalents	17,919	33,976
Cash and cash equivalents at beginning of year	35,493	1,517
Cash and cash equivalents at end of year	<u>\$53,412</u>	<u>\$35,493</u>

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

PhytoHealth Corporation

Articles of Incorporation Comparison Table for the Amended Provisions

Amended Articles	Articles before revision	Reason for revision
<p>Article 10</p> <p>The shareholders' meetings of <u>our company</u> are divided into the following two types:</p> <ol style="list-style-type: none"> 1. The regular meeting of shareholders <u>shall be held once a year</u>, within six months after the end of each fiscal year, and shall be convened by the board of directors <u>according to law</u>. 2. Extraordinary meeting of shareholders shall be convened according to <u>law when deemed necessary by the board of directors</u>. <p><u>When the company's shareholders' meeting is held, it may be held by video conference or other means announced by the central competent authority.</u></p>	<p>Article 10</p> <p>The shareholders meeting of <u>the company</u> is divided into the following two types:</p> <ol style="list-style-type: none"> 1. The regular meeting of shareholders shall be convened by the board of directors within six months after the end of each fiscal year. 2. Extraordinary meeting of shareholders shall be convened when the board of directors deems it necessary. 	<p>When the shareholder meeting is held, video conference can be used for it and the text can be revised at will.</p>
<p>Article 35</p> <p>were established on October 23, 1998 by the promoters' meeting with the consent of all the promoters, and came into effect on the date of submission to the competent authority for approval and registration.</p> <p>The first revision was on March 5, 1999. The second revision was on April 22, 1999. The third revision was on November 26, 1999. The fourth revision was on March 1, 2000. The fifth revision was on September 22, 2000. The sixth revision was on June 14, 2001. The seventh revision was on May 20, 2002. The eighth revision was on June 15, 2004. The ninth revision was on November 26, 2004. The tenth revision was on November 26, 2004. The eleventh revision was made on May 25, 2005. The twelfth revision was made on June 9, 2006. The thirteenth revision was made on June 15, 2007. The fourteenth revision was made on December 28, 2007. The fifteenth revision was made on June 19, 2008. The sixteenth revision was made on June 16, 2009. The seventeenth revision was made on June 15, 2010. The eighteenth revision was made on June 10, 2011. The nineteenth revision was made on June 6, 2012. The twentieth revision was made on June 12, 2014. The</p>	<p>Article 35</p> <p>were established on October 23, 1998 by the promoters' meeting with the consent of all the promoters, and came into effect on the date of submission to the competent authority for approval and registration.</p> <p>The first revision was on March 5, 1999. The second revision was on April 22, 1999. The third revision was on November 26, 1999. The fourth revision was on March 1, 2000. The fifth revision was on September 22, 2000. The sixth revision was on June 14, 2001. The seventh revision was on May 20, 2002. The eighth revision was on June 15, 2004. The ninth revision was on November 26, 2004. The tenth revision was on November 26, 2004. The eleventh revision was made on May 25, 2005. The twelfth revision was made on June 9, 2006. The thirteenth revision was made on June 15, 2007. The fourteenth revision was made on December 28, 2007. The fifteenth revision was made on June 19, 2008. The sixteenth revision was made on June 16, 2009. The seventeenth revision was made on June 15, 2010. The eighteenth revision was made on June 10, 2011. The nineteenth revision was made on June 6, 2012. The twentieth</p>	<p>Add revision times and dates.</p>

Amended Articles	Articles before revision	Reason for revision
<p>twenty-first revision was made on May 27, 2016. The twenty-second revision was made on June 13, 2017. The twenty-third revision was made on May 28, 2019. <u>The twenty-fourth revision was made on May 24, 2023.</u></p>	<p>revision was made on June 12, 2014. The twenty-first revision was made on May 27, 2016. The twenty-second revision was made on June 13, 2017. The twenty-third revision was made on May 28, 2019.</p>	

PhytoHealth Corporation

Rules of Procedure for Shareholder Meetings Comparison Table for the Amended Provisions

Amended Articles	Articles before revision	Reason for revision
<p>Article 1 <u>The rules of procedure for the company's shareholders' meeting shall be governed by these rules, unless otherwise stipulated by laws or the articles of association .</u> <u>The shareholders' meeting of the company shall be convened by the board of directors unless otherwise provided by laws and regulations.</u> <u>Changes in the method of convening the shareholders' meeting of the company shall be resolved by the board of directors, and shall be implemented no later than the dispatch of the notice of the shareholders' meeting.</u></p>	<p>Article 1 Unless otherwise stipulated by laws and regulations, the shareholders' meeting of the company shall be handled in accordance with these rules.</p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>Article 2 <u>The Company shall specify in the notice of the meeting the time and place of registration of the accepting shareholders, solicitors, and authorized agents (hereinafter referred to as "shareholders"), and other matters to be noted.</u> <u>The time for accepting shareholder registration in the preceding paragraph shall be handled at least 30 minutes before the meeting starts; the registration office shall be clearly marked, and adequate and competent personnel shall be assigned to handle it; the shareholders meeting video meeting shall be held 30 minutes before the meeting starts at the shareholders meeting The meeting platform accepts registration, and shareholders who complete the registration are deemed to have attended the shareholders' meeting in person.</u> <u>Shareholders should present their attendance certificates, attendance</u></p>	<p>Article 2 <u>The shareholder meeting shall set up a signature book for the attendance of shareholders to sign in, or the attendance card shall be submitted by the attending shareholder to sign in.</u> <u>The number of shares attended is calculated based on the signature book or the handed-in attendance card.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>

Amended Articles	Articles before revision	Reason for revision
<p><u>cards or other attendance certificates to attend the shareholders' meeting. The company shall not arbitrarily add other certificates to the certificates that shareholders rely on for attendance; the solicitor who is a solicitation letter of attorney shall bring his or her identity certificate , for verification. If the shareholders meeting is convened by videoconference, shareholders who wish to attend by videoconference shall register with the company two days before the shareholders meeting. If the shareholders' meeting is held by video conference, the company shall upload the procedure manual, annual report and other relevant materials to the shareholders' meeting video conference platform at least 30 minutes before the start of the meeting, and continue to disclose them until the end of the meeting .</u></p>		
<p><u>Article 2 one</u> <u>When the company holds a shareholders meeting via videoconference, the following items shall be specified in the shareholders meeting convening notice:</u> <u>1. Shareholders' participation in video conferences and methods for exercising their rights.</u> <u>2. How to deal with obstacles caused by natural disasters, accidents, or other force majeure events, including at least the following items:</u> <u>(1) The time at which the meeting must be postponed or continued due to the occurrence of previous obstacles that cannot be eliminated, and the date when the meeting must be postponed or continued.</u> <u>(2) Shareholders who have not registered to participate in the original shareholders' meeting via video conference shall not participate in the postponed or continued meeting.</u> <u>(3) To convene a video-assisted shareholders' meeting, if the video conference cannot be continued, after</u></p>		<p>reference to the "Rules of Procedures for the Shareholders' Meeting of a Joint Stock Company" .</p>

Amended Articles	Articles before revision	Reason for revision
<p><u>deducting the number of shares attending the shareholders' meeting via video conference, the total number of shares attended reaches the statutory quota for the shareholders' meeting, the shareholders' meeting should continue and participate in the video conference</u> Shareholders, whose <u>number of shares attended shall be included in the total number of shareholders' shares present, shall be deemed to have abstained from voting on all proposals at the shareholders' meeting.</u></p> <p><u>(4) How to deal with the situation where all the motions have been announced and no provisional motions have been made.</u></p> <p><u>3. To convene a video-conference shareholders meeting, which shall specify appropriate alternative measures for shareholders who have difficulty participating in video-conferencing.</u></p>		
<p>Article 3</p> <p>Attendance and voting at the shareholders' meeting shall be calculated on the basis of shares. <u>The number of shares attended is calculated based on the number of shares registered on the signature book or attendance card and video conferencing platform, plus the number of shares that exercise voting rights in written or electronic means.</u></p>	<p>Article 3</p> <p>Attendance and voting at the shareholders' meeting shall be calculated on the basis of shares.</p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>Article 4</p> <p>The place where the shareholders' meeting is held shall be the location of the company or a place that is convenient for shareholders to attend and is suitable for holding the shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 am or later than 3:00 pm. <u>When the company holds a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.</u></p>	<p>Article 4</p> <p>The place where the shareholders' meeting is held shall be the location of the company or a place that is convenient for shareholders to attend and is suitable for holding the shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 am or later than 3:00 pm.</p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>

Amended Articles	Articles before revision	Reason for revision
<p>The fifth If the shareholders' meeting is convened by the board of directors , the chairman shall be the chairman. When the chairman is on leave or unable to exercise his powers for some reason, the vice chairman shall act as his proxy. In terms of power, the chairman shall designate a managing director to act as an agent; if there is no managing director, designate a director to act as an agent; if the chairman does not designate an agent, the managing director or the directors shall recommend a person to act as an agent. If the shareholder meeting is convened by a person other than the board of directors who has the right to convene, the <u>person with the right to convene shall serve as the chairman</u> .</p>	<p>The fifth If the shareholders' meeting is convened by the board of directors, the chairman shall be the chairman. If the chairman is on leave or unable to exercise his powers for some reason, the vice chairman shall act as his proxy. In this case, the chairman shall designate one executive director to act as an agent; if there is no executive director, a director shall be appointed to act as an agent; if the chairman does not designate an agent, the executive director or directors shall recommend one person to act as an agent. If the shareholders' meeting is convened by a person other than the board of directors who has the right to convene, the chairman of the meeting shall be the person with the right to convene.</p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>Article 7 The company shall make audio or video recordings of the entire shareholder meeting process and keep them for at least one year. <u>However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Law, it shall be preserved until the lawsuit is concluded.</u> <u>If the shareholders' meeting is held by video conference, the company shall keep records of shareholders' registration, registration, registration, questioning, voting, and company vote counting results, etc., and record and video the entire process of the video conference continuously.</u> <u>The company shall properly keep the materials and audio and video recordings in the preceding paragraph during the period of existence, and provide the audio and video recordings to the person entrusted to handle the video conferencing affairs for storage.</u></p>	<p>Article 7 The company shall make audio or video recordings of the entire shareholder meeting process and keep them for at least one year.</p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>eighth When the meeting time has expired, the chairman shall immediately announce the opening of the meeting, <u>and at the same time announce the</u></p>	<p>eighth When the time for the meeting has expired, the chairman shall announce the opening of the meeting immediately,</p>	<p>Refer to the revision of the reference example of the "Rules of</p>

Amended Articles	Articles before revision	Reason for revision
<p><u>number of non-voting shares and the number of shares present.</u> However, when shareholders representing more than half of the total number of issued shares are not present, the chairman may announce the postponement of the meeting. The number of postponements is limited to two, and the total delay time shall not exceed one hour .<u>If there are still not enough shareholders representing more than one-third of the total issued shares to attend after two delays, the chairman will announce the adjournment; if the shareholders' meeting is held by video conference, the company shall also announce the adjournment on the shareholders' meeting video conference platform. the preceding paragraph</u> is postponed twice and the amount is still insufficient and there are shareholders representing more than one-third of the total issued shares present, a false resolution may be made in accordance with the provisions of Article 175, Paragraph 1 of the Company Law, <u>and the false resolution shall be notified. Each shareholder shall convene a shareholders' meeting again within one month; if the shareholders' meeting is held by video conference, shareholders who wish to attend by video conference shall re-register with the company in accordance with Article 2.</u> <u>the shareholders' meeting for voting in accordance with Article 174 of the Company Law .</u></p>	<p>However, if the shareholders representing more than half of the total number of issued shares are not present, the chairman may announce the postponement of the meeting. The number of postponements shall be limited to two <u>times</u> . When shareholders representing more than one-third of the total number of issued shares attend, a false resolution may be made in accordance with Article 175, Paragraph 1 of the Company Law. Before the end of the current meeting, if the number of shares represented by the attending shareholders reaches more than half of the total number of issued shares, the chairman may resubmit the false resolution made to the general meeting for voting in accordance with Article 174 of the Company Law .</p>	<p>Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>Article 9 If the shareholders meeting is convened by the board of directors, the agenda shall be determined by the board of directors, and <u>relevant proposals (including temporary motions and amendments to original proposals) shall be discussed and voted on a case-by-case basis. .</u> If the shareholders' meeting is convened by a person other than the</p>	<p>Article 9 If the shareholders' meeting is convened by the board of directors, the agenda shall be determined by the board of directors, and the meeting shall be conducted in accordance with the scheduled agenda, which shall not be changed without a resolution of the shareholders' meeting.</p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>

Amended Articles	Articles before revision	Reason for revision
<p>board of directors who has the right to convene, the provisions of the preceding paragraph shall apply mutatis mutandis.</p> <p>Before the conclusion of the agenda (including temporary motions) scheduled in the first two items, the chairman shall not adjourn the meeting without a resolution. <u>If the chairman announces the adjournment of the meeting in violation of the rules of procedure, other members of the board of directors shall promptly assist the attending shareholders in accordance with the legal procedures, and elect a person as the chairman with the consent of more than half of the voting rights of the attending shareholders to continue the meeting.</u> After the meeting is adjourned, shareholders are not allowed to elect another chairman to continue the meeting at the original location or find another place. <u>The chairman shall fully explain and discuss proposals and amendments or temporary motions proposed by shareholders.</u></p> <p><u>Opportunity, when it is considered that it has reached the level that can be voted on, it may announce the suspension of discussion, put it to vote, and arrange Adequate voting time.</u></p>	<p>If the shareholders' meeting is convened by a person other than the board of directors who has the right to convene, the provisions of the preceding paragraph shall apply mutatis mutandis.</p> <p>Before the conclusion of the agenda (including temporary motions) scheduled in the first two items, the chairman shall not adjourn the meeting without a resolution. After the meeting is adjourned, shareholders are not allowed to elect another chairman to continue the meeting at the original location or find another place.</p>	
<p>Article 10</p> <p>When presenting shareholders speak, they must first fill out a speech slip indicating the subject of the speech, shareholder account number (or attendance card number) and account name, and the chairman will determine the order of their speeches.</p> <p>Shareholders attending the meeting who only put forward speech slips but did not make a speech shall be deemed as having not made a speech. If the content of the speech is inconsistent with the record of the speech, the content of the speech shall prevail.</p> <p>When shareholders present are speaking, other shareholders are not</p>	<p>Article 10</p> <p>When presenting shareholders speak, they must first fill out a speech slip indicating the subject of the speech, shareholder account number (or attendance card number) and account name, and the chairman will determine the order of their speeches.</p> <p>Shareholders attending the meeting who only put forward speech slips but did not make a speech shall be deemed as having not made a speech. If the content of the speech is inconsistent with the record of the speech, the content of the speech shall prevail.</p> <p>When shareholders present are</p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>

Amended Articles	Articles before revision	Reason for revision
<p>allowed to interfere with their speech unless they have obtained the consent of the chairman and the speaking shareholder. Violators should be stopped by the chairman.</p> <p><u>Each shareholder's speech on the same proposal shall not exceed two times without the consent of the chairman, and each time shall not exceed five minutes. If a shareholder's speech violates the regulations or exceeds the scope of the topic, the chairman may stop the speech.</u></p> <p><u>When a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, only one person can speak on the same proposal.</u></p> <p><u>After attending shareholders' speeches, the chairman may reply in person or by designating relevant personnel.</u></p> <p><u>If the shareholders meeting is convened by video conference, shareholders who participate in the video conference may ask questions in text on the shareholders meeting video conference platform after the chairman announces the meeting and before the meeting is closed. The number of questions for each proposal shall not exceed two times. The limit is 200 characters, and the provisions of items 1 to 5 do not apply.</u></p>	<p>speaking, other shareholders are not allowed to interfere with their speech unless they have obtained the consent of the chairman and the speaking shareholder. Violators should be stopped by the chairman.</p>	
<p>Article 11</p> <p><u>Unless otherwise provided for by the Company Law and the Articles of Association of the company, voting on proposals shall be passed with the consent of more than half of the voting rights of the shareholders present.</u></p> <p><u>When voting, the chairman or his designated person announces the total number of voting rights of shareholders present, and then the shareholders vote.</u></p> <p><u>When there is an amendment or alternative to the same proposal, the chairman shall determine the order of voting with the original proposal. If one of the proposals has been passed,</u></p>	<p>Article 11</p> <p><u>Each shareholder's speech on the same proposal shall not exceed two times without the consent of the chairman, and each time shall not exceed five minutes. If a shareholder's speech violates the provisions of the preceding paragraph or exceeds the scope of the topic, the chairman may stop the shareholder from speaking.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>

Amended Articles	Articles before revision	Reason for revision
<p><u>the other proposals shall be deemed to be rejected, and there is no need to vote again.</u></p> <p><u>The scrutiny and counting personnel for voting on proposals shall be designated by the chairman, but the scrutiny personnel shall have the status of shareholders.</u></p> <p><u>The counting of votes or election proposals at the shareholders' meeting shall be done in a public place at the shareholders' meeting, and after the counting of votes is completed, the voting results shall be announced on the spot, including the counting weights, and shall be recorded.</u></p> <p><u>The company holds a video meeting of the shareholders meeting.</u></p> <p><u>Shareholders who participate in the video conference shall vote on various proposals and election proposals through the video conference platform after the chairman announces the opening of the meeting, deemed a waiver.</u></p> <p><u>If the shareholders' meeting is convened by videoconference, after the chairman announces that the voting is over, the votes shall be counted at one time, and the voting and election results shall be announced.</u></p> <p><u>When the company holds a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting via videoconference in accordance with the provisions of Article 2, who wish to attend the physical shareholders' meeting in person, shall cancel the registration in the same way as the registration two days before the shareholders' meeting; Those who cancel after the deadline can only attend the shareholders' meeting via video conference.</u></p> <p><u>Those who exercise voting rights in writing or electronically without revoking their declaration of intention and participate in the shareholders'</u></p>		

Amended Articles	Articles before revision	Reason for revision
<p><u>meeting by videoconference shall not exercise voting rights on the original proposals, propose amendments to the original proposals, or exercise voting rights on amendments to the original proposals, except for ad hoc motions.</u></p>		
<p>Article 12 <u>If the shareholders' meeting is convened by videoconference, the minutes shall record the start and end time of the shareholders' meeting, the method of convening the meeting, the name of the chairman and the minutes of the meeting, as well as any natural disasters, accidents or other force majeure events. To the video conferencing platform or how to deal with obstacles in video conference participation and how to deal with them.</u> <u>The Company shall hold a video-conference shareholders meeting, in addition to following the provisions of the preceding paragraph, and shall state in the minutes of the meeting that there are alternative measures provided by shareholders who have difficulties participating in video-conferencing.</u></p>	<p>Article 12 <u>When a legal person is entrusted to attend the shareholders' meeting, the legal person may only designate one representative to attend. When a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, only one person may speak on the same proposal.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>Article 13 <u>The number of shares acquired by the solicitor, the number of shares represented by the entrusted agent, and the number of shares attended by shareholders in written or electronic form, the company shall, on the day of the shareholders' meeting, compile a statistical table in accordance with the prescribed format, and make it clear at the shareholders' meeting. If the shareholders meeting is held by video conference, the company shall upload the aforementioned information to the shareholders meeting video conference platform at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting. When the company holds a video conference of the shareholders' meeting and announces the meeting,</u></p>	<p>Article 13 <u>After attending shareholders' speeches, the chairman may reply in person or by designating relevant personnel.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>

Amended Articles	Articles before revision	Reason for revision
<p><u>the total number of shareholders' shares present shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights of shareholders present are counted separately during the meeting.</u></p>		
<p>Article 14 <u>If the shareholders' meeting is held by video conference, the company shall immediately disclose the voting results of various proposals and election results on the video conference platform of the shareholders' meeting in accordance with regulations after the voting ends.</u></p>	<p>Article 14 <u>When the chairman deems that the discussion of the proposal has reached a level that can be voted on, he may announce the suspension of the discussion and put it to the vote.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>Article 15 <u>When the company holds a video-conference shareholders meeting, the chairman and recorder shall be at the same place in China, and the chairman shall announce the address of the place when the meeting is held.</u></p>	<p>Article 15 <u>The scrutiny and counting personnel for voting on proposals shall be designated by the chairman, but the scrutiny personnel shall have the status of shareholders. The voting results shall be reported on the spot and recorded.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p>Article 17 <u>If the shareholders' meeting is convened by videoconference, when the meeting is announced, it shall be announced that, except for the circumstances specified in Item 24, Article 44 of the Standards for the Handling of Stock Affairs of Public Offering Companies, there is no need to postpone or continue the meeting. Previously, due to natural disasters, accidents or other force majeure events, if the video conferencing platform or the participation in the form of video communication is obstructed and lasts for more than 30 minutes, the date of the meeting shall be postponed or continued within five days, and Article 100 of the Company Law shall not apply. Article 82. Shareholders who have not registered</u></p>	<p>Article 17 <u>Unless otherwise stipulated in the company law and the company's articles of association, the voting on the proposal shall be passed with the consent of more than half of the voting rights of the shareholders present. When voting, if there is no objection from the present shareholders after consultation by the chairman, it is deemed to be passed, and its effect is the same as voting by poll.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>

Amended Articles	Articles before revision	Reason for revision
<p><u>to participate in the original shareholders' meeting via video conference shall not participate in the postponed or continued meeting in the event of the occurrence of the preceding paragraph.</u> <u>According to the provisions of Paragraph 1, the meeting should be postponed or resumed, and shareholders who have registered to participate in the original shareholders' meeting and completed the registration through video conference, and those who have not participated in the postponed or continued meeting, the number of shares attended at the original shareholders' meeting, the voting rights exercised and Voting rights shall be included in the total number of shares, voting rights and voting rights of shareholders present at the postponed or resumed meeting.</u> <u>When adjourning or adjourning a general meeting of shareholders in accordance with the provisions of Paragraph 1, no re-discussion and resolution is required for proposals that have completed voting and counting, and announced the voting results or the list of directors elected.</u> <u>When the company convenes a video-assisted shareholders' meeting and the video conference cannot be continued under Paragraph 1, if the total number of shares present after deducting the number of shares present at the shareholders' meeting through video conference still reaches the statutory quota for the shareholders' meeting, the shareholders' meeting shall continue</u> <u>There is no need to postpone or continue the meeting in accordance with the provisions of Paragraph 1.</u> <u>In the event that the meeting should continue as mentioned in the preceding paragraph, the shareholders who participate in the shareholders meeting via video conference shall count the number of shares present in</u></p>		

Amended Articles	Articles before revision	Reason for revision
<p><u>the total number of shares of the shareholders present, but shall be deemed as abstaining from voting on all the resolutions of the shareholders meeting.</u></p>		
<p>Article 18 <u>When the company holds a video-conference shareholders meeting, it shall provide appropriate alternative measures for shareholders who have difficulties in attending via video-conferencing.</u></p>	<p>Article 18 <u>When there is an amendment or substitution for the same proposal, the chairman shall determine the order of voting with the original proposal. If one of the proposals has been passed, the other proposals shall be deemed to be rejected, and there is no need to vote again.</u></p>	<p>Refer to the revision of the reference example of the "Rules of Procedures for the Shareholders' Meeting of the Company Limited" .</p>
<p><u>Article 20</u> <u>These rules will come into force after being approved by the shareholders' meeting, and the same will apply when they are amended. These rules of procedure were established on March 1, 2000. The first revision was on May 20, 2023. The second revision was on May 24, 2023.</u></p>		<p>Add this article.</p>

Attachment 8

PhytoHealth Corporation

Director and Independent Director Candidates

No.	Candidate category	Name	Academic Qualifications	Experience	Current post	No. of shares currently held	Reasons for serving as independent director for three consecutive terms
1	Director	Maywufa Company Ltd. Representative: Lee Yi-Li	<ul style="list-style-type: none"> ➤ MBA, Rutgers University ➤ BBA in Finance, National Taiwan University 	<ul style="list-style-type: none"> ➤ Director, PhytoHealth Corp. ➤ Director, AmCad BioMed Corp. ➤ Supervisor, Taiwan Bio Industry Organization ➤ 2016 Top 10 female heads of the biomedical industry ➤ Director, International Global Corporate, Standard Chartered Bank ➤ Vice President, Credit Agricole Corporate and Investment Bank ➤ Manager, Corporate Banking Group, Citibank, N.A. 	<ul style="list-style-type: none"> ➤ Chairman, PhytoHealth Corp. ➤ Vice Chairman, Maywufa Company Ltd. ➤ Chairman/General Manager, AmCad BioMed Corp. ➤ Chairman, Broadsound Corporation ➤ Director, Maywufa Cosmetics (ShangHai) Co., Ltd. ➤ Director, Taiwan Incubator SME Development Corporation ➤ Director, Lu Te Na Company Ltd. ➤ Independent Director, Sinyi Realty Inc. 	35,130,698	N.A.
2	Director	Lee I-Lin	<ul style="list-style-type: none"> ➤ MBA, Carnegie Mellon University ➤ B.Acc., National Taiwan University 	<ul style="list-style-type: none"> ➤ Product Manager (Sales and Marketing), Janssen Pharmaceutical Factory of Johnson & Johnson ➤ Auditor/Risk Assessment Consultant, Deloitte Taiwan 	<ul style="list-style-type: none"> ➤ Vice Chairman/General Manager, PhytoHealth Corp. ➤ Executive Director, Maywufa Company Ltd. ➤ Vice Chairman, AmCad BioMed Corp. ➤ Vice Chairman, Broadsound Corporation ➤ Supervisor, Maywufa Cosmetics (ShangHai) Co., Ltd. ➤ Supervisor, Lu Te Na Company Ltd. ➤ Supervisor, Taiwan Bio Industry Organization 	196,845	N.A.

No.	Candidate category	Name	Academic Qualifications	Experience	Current post	No. of shares currently held	Reasons for serving as independent director for three consecutive terms
3	Director	Maywufa Company Ltd. Representative:Lee Chen-Chai	<ul style="list-style-type: none"> ➤ Honorary Ph.D. ,National Taipei University of Technology ➤ EMBA, National Chengchi University ➤ BS, Kaohsiung Medical University, School of Pharmacy 	<ul style="list-style-type: none"> ➤ Founder/Chairman,PhytoHealth Corp. ➤ Founder/Chairman,AmCad BioMed Corp. ➤ Chairman,Broadsound Corporation ➤ National Policy Consultants, Presidential Palace ➤ Director, Central Bank of the Republic of China (Taiwan) ➤ Representatives of the National Assembly ➤ Director,Straits Exchange Foundation ➤ Managing Director, Taiwan Federation of Industry ➤ Managing Director, Taiwan Province Industry Association 	<ul style="list-style-type: none"> ➤ Director,PhytoHealth Corp. ➤ Chairman,Maywufa Company Ltd. ➤ Director,AmCad BioMed Corp. ➤ Chairman,Taiwan Incubator SME Development Corporation 	35,130,698	N.A.
4	Director	Maywufa Company Ltd. Representative:Lai Yu-Ju	<ul style="list-style-type: none"> ➤ MBA, UCLA ➤ BBA, National Taiwan University 	<ul style="list-style-type: none"> ➤ VP, Citibank, Taiwan ➤ Outstanding businessman of Gold Business Awards of the Republic of China in 2010 ➤ The Ernst & Young Entrepreneur of the Year Awards in 2012 	<ul style="list-style-type: none"> ➤ Director,PhytoHealth Corp. ➤ Director/General Manager,Maywufa Company Ltd. ➤ Director,AmCad BioMed Corp. ➤ Chairman,Maywufa Cosmetics (ShangHai) Co., Ltd. ➤ Director,Taiwan Incubator SME Development Corporation ➤ Director,Lu Te Na Company Ltd. 	35,130,698	N.A.
5	Director	Li Ling Investment Company Ltd. Representative:Chen Wen-Hwa	<ul style="list-style-type: none"> ➤ BS, Kaohsiung Medical University, School of Pharmacy 	<ul style="list-style-type: none"> ➤ Certified Pharmacist ➤ General Manager,PhytoHealth Corp. ➤ Sales Manager, Bristol-myers Squibb Company, Taiwan ➤ Director,Maywufa Cosmetics (ShangHai) Co., Ltd. 	<ul style="list-style-type: none"> ➤ Director,PhytoHealth Corp. ➤ Director,Maywufa Company Ltd. ➤ Director,AmCad BioMed Corp. ➤ Director,Lu Te Na Company Ltd. 	30,000	N.A.

No.	Candidate category	Name	Academic Qualifications	Experience	Current post	No. of shares currently held	Reasons for serving as independent director for three consecutive terms
6	Director	Jen Yu Ltd. Representative: Wang Pai-Sen	➤ EMBA, Tulane University	<ul style="list-style-type: none"> ➤ Chairman, Fresenius Medical Care Taiwan Co., Ltd. ➤ Chairman/General Manager, Astrazeneca Taiwan Limited ➤ General Manager of the Western Medicine and Trade Division, of Taiwan Bu Neimen (ICI) Chemical Industry Co., Ltd. ➤ Executive Director and Convener of the Public Affairs Committee, International Research-Based Pharmaceutical Manufacturers Association, IRPMA ➤ Director, Research Foundation of Cardiovascular Medicine 	<ul style="list-style-type: none"> ➤ Director, PhytoHealth Corp. ➤ Chairman, Enrich Visions International Co., Ltd. 	54,000	N.A.
7	Director	Hua Wei Ltd. Representative: Tsai Ching-Chung	➤ BS, Kaohsiung Medical University, School of Pharmacy	<ul style="list-style-type: none"> ➤ Director/Vice General Manager, China Chemical & Pharmaceutical Co., Ltd. ➤ Director, Sino-Japan Chemical Co., Ltd. ➤ Consultant, China Chemical & Pharmaceutical Co., Ltd. ➤ Adviser, PharmaCore Biotech Co., Ltd. 	<ul style="list-style-type: none"> ➤ Director/Senior Advisor, PhytoHealth Corp. ➤ Adviser, Standard Chemical & Pharmaceutical Co. Ltd. 	46,000	N.A.
8	Director	Hua Wei Ltd. Representative: Wang Ming-Fu	➤ Ph. D. of Medical Sciences, The University of Tokushima, Japan	<ul style="list-style-type: none"> ➤ Research Fellow of Life science and technology institute, Japan ➤ Instructor of Tokushima Bunri University, Japan ➤ The founding Chairman of Anti-aging and Health Society of Taiwan ➤ Chair/Dean of Research/Development Affairs, Chairperson of Providence University ➤ Director of Innovation Incubation Center of Providence University ➤ Member of the Board/Director, Yuanpei University of Medical Technology 	<ul style="list-style-type: none"> ➤ Director, PhytoHealth Corp. ➤ Chair Professor/School Advisor, Department of Food and Nutrition, Providence University ➤ Director of International Aging Industry Research and Development Center, Providence University ➤ Visiting Professor of International Nutrition Research, Jyumonjigakuenjyoshidaigaku ➤ Executive Director of Health Food Society of Taiwan ➤ Examiner, Review Committee of Healthy Food, Ministry of Health and Welfare 	46,000	N.A.

No.	Candidate category	Name	Academic Qualifications	Experience	Current post	No. of shares currently held	Reasons for serving as independent director for three consecutive terms
					<ul style="list-style-type: none"> ➤ Convener/Advisory Committee Member, Review Committee of Healthy Food, Ministry of Health and Welfare ➤ Independent Director, Bio-Jourdeness International Group Co., Ltd. ➤ Director, Foundation for East-West Medicine 		
9	Director	Jen Yu Ltd. Representative: Huang Tse-Hung	<ul style="list-style-type: none"> ➤ Doctor of Medical Science, Institute of Clinical Medicine Chang Gung University 	<ul style="list-style-type: none"> ➤ Director, Chinese Medicine Department of Keelung Chang Gung Memorial Hospital ➤ Chief Resident, Chinese Medicine Department of Taoyuan Chang Gung Memorial Hospital ➤ Resident, Chinese Medicine Department of Chang Gung Memorial Hospital, LinKou ➤ Doctor, Capital Medical University 	<ul style="list-style-type: none"> ➤ Director, PhytoHealth Corp. ➤ Convener, Traditional Chinese Medicine Development of Chang Gung Medical System ➤ Director, Chinese Medicine Department of Chang Gung Memorial Hospital, LinKou ➤ Assistant Professor, Graduate Institute of Health Industry Technology, Chang Gung University of Science and Technology ➤ Assistant Professor, College of Chinese Medicine of Chang Gung University ➤ Assistant Professor, MingChi University of Technology Department of Chemical Engineering 	54,000	N.A.
10	Independent Director	Wang Der-Shan	<ul style="list-style-type: none"> ➤ M.A., National Chengchi University 	<ul style="list-style-type: none"> ➤ Political Deputy Minister, Ministry of Finance ➤ Administrative Deputy Minister, Ministry of Finance ➤ Director, Taxation Department of Ministry of Finance ➤ Director-General, National Taxation Bureau of Taipei, Ministry of Finance ➤ Certified Public Accountant 	<ul style="list-style-type: none"> ➤ Independent Director, PhytoHealth Corp. 	0	YES (Note)

No.	Candidate category	Name	Academic Qualifications	Experience	Current post	No. of shares currently held	Reasons for serving as independent director for three consecutive terms
11	Independent Director	Lai Sun-Quae	➤ Ph.D., National Taipei University	<ul style="list-style-type: none"> ➤ Chairman, Topco Scientific Co., Ltd. ➤ Chairman, CSBC Corporation, Taiwan ➤ Director, Small and Medium Enterprise Administration, Ministry of Economic Affairs ➤ Deputy Director General, Department of Commerce, MOEA 	<ul style="list-style-type: none"> ➤ Independent Director, PhytoHealth Corp. ➤ Independent Director, Yi Jinn Industrial Co., Ltd. ➤ Independent Director, Leatec Fine Ceramics Co., Ltd. ➤ Independent director, Metaage Corporation ➤ Vice Chairman, Topco Scientific Co., Ltd. ➤ Chairman, Eco Technical Services Co., Ltd. ➤ Chairman, Yunyue Technology Co., Ltd. ➤ Chairman, Unitech New Energy Engineering Co., Ltd. ➤ Chairman, Xiang Yueh Industrial Co., Ltd. 	0	NO
12	Independent Director	Lin Shoei-Loong	<ul style="list-style-type: none"> ➤ BS, National Taiwan University College of Medicine ➤ MMS, University of Hawaii 	<ul style="list-style-type: none"> ➤ Associate Professor of Surgery, National Taiwan University College of Medicine ➤ Superintendent of the hospital, Choninn Medical System ➤ Clinical Professor of Surgery, Taipei Medical University ➤ Clinical Professor of Surgery, National Yang-Ming University ➤ CEO, Hospital Administration Commission, Department of Health ➤ Deputy Managing Director, Taiwan Public Hospital Association ➤ Chairman, Taiwan Drug Relief Foundation ➤ Director of the hospital, Ministry of Health and Welfare PUZI Hospital ➤ Director of the hospital, Ministry of Health and Welfare Tainan Hospital ➤ Director of the hospital, Ministry of Health and Welfare Chia Yi Hospital ➤ Director of the hospital, Ministry of Health and Welfare Taipei Hospital 	<ul style="list-style-type: none"> ➤ Independent Director, PhytoHealth Corp. ➤ Director, Joint Commission of Taiwan ➤ Clinical professor, Fu Jen Catholic University ➤ Chairman, Nan-Hsing Medical Foundation ➤ Evaluation Committee, Institute for Biotechnology and Medicine Industry ➤ Evaluation Committee, Joint Commission of Taiwan 	0	NO

No.	Candidate category	Name	Academic Qualifications	Experience	Current post	No. of shares currently held	Reasons for serving as independent director for three consecutive terms
13	Independent Director	Wu Yang-Chang	<ul style="list-style-type: none"> ➤ Pharmacy Postdoctoral Fellow ,University of North Carolina College of /Meijo University College ➤ Doctor/Master,Kaohsiung Medical University 	<ul style="list-style-type: none"> ➤ Director,Kaohsiung Medical University Research Center for Natural Products and Drug Development ➤ Vice-President/Chair Professor,China Medical University School of Pharmacy/Chinese Medicine ➤ States,Pharmacopoeia Committee USA Experts on East Asian Herbal Medicine of the United ➤ Provost ,Kaohsiung Medical University Department of Research and Development ➤ Chairmen ,Ministry of Science and Technology Taiwan Department of Pharmacy and Chinese Medicine ➤ Member,Executive Yuan Department of Health, Committee on Chinese Medicine and Pharmacy ➤ Director /Products Professor,Kaohsiung Medical University Graduate Institute of Natural Products 	<ul style="list-style-type: none"> ➤ Chair Professor,Graduate Institute of Integrated Medicine ➤ Executive director/Convener,Taiwan Niu-Chih Industry Association All Rights Reserved & National Standards and Technology Committee ➤ States,Bureau OF Standards,Metrology and Inspection,M.O.E.A. ➤ Dean's Office Advisor,China Medical University Hospital 	0	NO

Note: The company will continue to rely on the candidate's professional qualifications, knowledge and background as an accountant.

Attachment 9

PhytoHealth Corporation

Directors and their representatives concurrently hold positions in other companies

Job title	Name	Positions concurrently held in other companies at present
Director	Maywufa Company Ltd.	Corporate Director, AmCad BioMed Corp.
Director	Maywufa Company Ltd. Representative: Lee Yi-Li	Vice Chairman, Maywufa Company Ltd.
		Chairman /General Manager, AmCad BioMed Corp.
		Chairman, Broadsound Corporation
		Director, Maywufa Cosmetics (ShangHai) Co., Ltd.
		Director, Lu Te Na Company Ltd.
Director	Lee I-Lin	Director, Maywufa Company Ltd.
		Vice Chairman, AmCad BioMed Corp.
		Vice Chairman, Broadsound Corporation
Director	Maywufa Company Ltd. Representative: Lee Chen-Chia	Chairman, Maywufa Company Ltd.
		Director, AmCad BioMed Corp.
		Chairman, Lu Te Na Company Ltd.
Director	Maywufa Company Ltd. Representative: Lai Yu-Ju	Director/General Manager, Maywufa Company Ltd.
		Chairman, Maywufa Cosmetics (ShangHai) Co., Ltd.
		Director, Lu Te Na Company Ltd.
Director	Liling Investment Company Ltd.	Corporate Director, Maywufa Company Ltd.
Director	Liling Investment Company Ltd. Representative: Chen Wen-Hwa	Director, Maywufa Company Ltd.
		Director, Lu Te Na Company Ltd.
Director	Jen Yu Ltd.	Corporate Director, AmCad BioMed Corp.
Director	Jen Yu Ltd. Representative: Wang Pai-Sen	Chairman, Enrich Visions International Co., Ltd.
Director	Hua Wei Ltd.	Corporate Director, Maywufa Company Ltd.
Director	Hua Wei Ltd. Representative: Wang Ming-Fu	Independent Director, Bio-Jouredness International Group Co., Ltd.

IV. Appendices

Appendix 1

PhytoHealth Corporation

Rules of Procedure for Shareholder Meeting

Article 1 : Unless otherwise specified by laws and regulations, the shareholders' meeting of our company shall be conducted in accordance with these rules.

Article 2 : A signature book or sign-in card should be provided for shareholders to sign in at the shareholders' meeting, or shareholders in attendance can submit a sign-in card to represent their attendance. The number of shares represented by attendance shall be calculated based on the signature book or sign-in cards submitted.

Article 3 : Attendance and voting at the shareholders' meeting shall be based on the number of shares held.

Article 4 : The shareholders' meeting shall be held at a location in the place where the company is located or at a location convenient for shareholders to attend and suitable for holding the shareholders' meeting. The meeting shall not commence before 9:00 a.m. or after 3:00 p.m.

Article 5 : If the shareholders' meeting is convened by the board of directors, the chairman shall be the chairman of the board. In the event that the chairman of the board is absent or unable to perform his/her duties for any reason, the vice chairman shall act as his/her proxy. If there is no vice chairman, or if the vice chairman is also absent or unable to perform his/her duties for any reason, the chairman shall designate one of the executive directors to act as his/her proxy. If there is no executive director, the chairman shall designate one of the directors to act as his/her proxy. If the chairman fails to designate a proxy, one shall be selected by mutual recommendation of the executive directors or directors. If the shareholders' meeting is convened by a person other than the board of directors, the chairman shall be the person who has the right to convene the meeting.

Article 6 : The company may appoint its commissioned lawyers, accountants, or relevant personnel to attend the shareholders' meeting. The staff in charge of the shareholders' meeting affairs shall wear identification cards or armbands.

Article 7 : The company shall record the entire process of the shareholders' meeting by audio or video and keep it for at least one year.

Article 8 : If it is already time for the meeting, the chairman shall immediately announce the opening of the meeting. However, if there are not enough shareholders present who represent more than half of the total issued shares, the chairman may announce a

postponement of the meeting. The meeting may only be postponed twice, and the total postponement time shall not exceed one hour. If after two postponements, there are still not enough shareholders present who represent more than half of the total issued shares, a false resolution may be passed in accordance with Article 175, Paragraph 1 of the Company Act.

If before the end of the meeting, the number of shares represented by the attending shareholders reaches more than half of the total issued shares, the chairman may re-submit the false resolution for voting at the meeting in accordance with Article 174 of the Company Act.

Article 9 : If the shareholders' meeting is convened by the board of directors, the agenda shall be determined by the board of directors, and the meeting shall proceed according to the scheduled agenda, which shall not be changed without the resolution of the shareholders' meeting. If the shareholders' meeting is convened by a person other than the board of directors, the provisions of the preceding paragraph shall apply mutatis mutandis. The agenda scheduled in the preceding two paragraphs shall not be adjourned until the business of the meeting (including temporary motions) is concluded and a resolution is passed. After the meeting is adjourned, the shareholders shall not elect a new chairman to continue the meeting at the same or another place.

Article 10 : When attending a shareholder meeting and wishing to speak, a shareholder must first fill out a speaking slip indicating the topic, shareholder account number (or attendance certificate number), and name, and the order of speaking will be determined by the chairperson. Shareholders who only provide a speaking slip but do not actually speak will be considered as not having spoken. If the content of the speech does not match the information on the slip, the speech content will be the official record. When a shareholder is speaking, other shareholders may not speak or disrupt the meeting without the consent of the chairperson and the speaking shareholder. The chairperson should intervene to stop any violations.

Article 11 : Each shareholder may speak on the same agenda item only twice with the consent of the chairperson, and each time may not exceed five minutes. If a shareholder's speech violates the provisions of the preceding paragraph or goes beyond the scope of the topic, the chairperson may stop the speech.

Article 12 : When a legal entity attends a shareholders' meeting on behalf of the shareholder, the legal entity may only appoint one person to attend. If a corporate shareholder appoints more than two representatives to attend the shareholders' meeting, only one person may speak on the same agenda item.

- Article 13 : After a shareholder speaks at the meeting, the chairperson may personally or designate relevant personnel to respond.
- Article 14 : When the chairperson considers that the discussion of a proposal has reached a level where it can be put to a vote, he or she may announce the cessation of discussion and move to a vote.
- Article 15 : The voting and vote-counting personnel for the resolution shall be designated by the chairperson, but the vote-observers shall have the qualifications of a shareholder. The result of the vote shall be reported on the spot and recorded.
- Article 16 : During the meeting, the chairperson may announce a break at his/her discretion.
- Article 17 : The vote on a resolution shall be passed by the affirmative votes of the majority of the voting rights represented by the shareholders present, except as otherwise provided by the Company Act and the company's articles of incorporation. If the chairperson solicits no objection from the attending shareholders, a motion shall be deemed to have been passed, and its validity shall be the same as that of a vote.
- Article 18 : When there are amendments or substitute proposals for the same motion, the chairman shall determine their voting order together with the original motion. If one of the proposals has already been approved, the other proposals will be deemed rejected and do not need to be voted on again.
- Article 19 : The chairperson may direct the security personnel (or security guards) to assist in maintaining order in the meeting venue. When the security personnel (or guards) are present to assist in maintaining order, they should wear armbands marked with the words "Security Personnel."

Appendix 2

PhytoHealth Corporation

Articles of Incorporation

Chapter I. General Provisions

Article 1 The company is organized in accordance with the provisions of the company law and named as 懷特生技新藥股份有限公司. The English name is PHYTOHEALTH CORPORATION .

Article 2 The business of the company is as follows:

1. C802041 Western medicine manufacturing industry
2. C199990 Unclassified Other Food Manufacturing Industry
3. F108021 Western medicine wholesale industry
4. F108031 Wholesale of medical equipment
5. F108040 Cosmetics wholesale business
6. F102170 Wholesale of food and miscellaneous goods
7. F208021 Western medicine retailing
8. F208031 Retailing of medical equipment
9. F208040 Cosmetics retailing
10. F208050 Class B patent drug retailing
11. F203010 Food and beverage retailing
12. F401010 International trade
13. F601010 Intellectual property rights industry
14. IC01010 Drug inspection industry
15. I199990 Other consulting services
16. F107200 Wholesale of chemical raw materials
17. C F01011 Medical equipment manufacturing industry
18. C802051 Traditional Chinese Medicine Manufacturing
19. F208011 Traditional Chinese Medicine Retail Industry
20. F108011 Traditional Chinese Medicine Wholesale Industry
21. C110010 Beverage Manufacturing Industry
22. C802070 Pesticide Manufacturing
23. C802080 Environmental pharmaceutical manufacturing industry
24. F107080 Wholesale of Environmental Drugs
25. F207080 Retailing of Environmental Drugs
26. C802100 Cosmetics manufacturing industry
27. C802110 Cosmetic pigment manufacturing industry
28. CE01010 General Instrument Manufacturing
29. F113030 Wholesale of Precision Instruments
30. F213040 Precision Instrument Retailing
31. IG01010 Biotechnology Service Industry
32. I301010 Information Software Service Industry
33. I301020 Data processing service industry
34. I301030 Electronic information supply service industry
35. IZ99990 Other industrial and commercial services
36. In addition to the licensed business, ZZ99999 may operate business that is not prohibited or restricted by law .

Article 3 The company has its head office in Taipei City, and may set up branches at home and abroad with the resolution of the board of directors and the approval of the competent

authority when necessary.

Article 4 The announcement method of the company shall be handled in accordance with Article 28 of the Company Law.

Chapter II Shares

Article 5 The company's total rated capital is NT\$3.1 billion, which is divided into 100 million shares, of which 10 million shares are reserved for the issuance of employee stock option certificates. Each share has a face value of NT\$10. The board of directors is authorized to distribute issue.

Article 5-1 The company may transfer the shares to employees at a price lower than the average price of the actually repurchased shares, or at a shareholders' meeting attended by shareholders representing more than half of the total number of issued shares, and with the consent of more than two-thirds of the voting rights of shareholders present. Issue employee stock option certificates at a stock option price lower than the closing price on the issue date.

Article 6 The company may guarantee externally; and may transfer investment to become a limited liability shareholder of another company, and the total investment amount may exceed 40% of the company's paid-in capital.

Article 7 Registered shares issued by the company may be exempted from printing stock certificates, but it should be registered with the centralized securities depository institution. However, if the stock certificates are printed, it must be signed or stamped by three or more directors, stamped with the company logo and signed according to law. Issue it. When the employees of the company subscribe for new shares in accordance with Article 267 of the Company Law, they cannot transfer them within two years without the consent of the company, otherwise the transfer will be invalid.

Article 8 The company's shareholders' stock affairs are handled in accordance with the "Stock Affairs Handling Guidelines for Public Offering Companies" promulgated by the competent authority and the Company Law and other relevant laws and regulations.

Article 9 Within 60 days before the regular meeting of shareholders, within 30 days before the extraordinary meeting of shareholders, or within 5 days before the company decides to distribute dividends, bonuses or other benefits, the stock transfer shall be suspended.

Chapter III Shareholders' Meeting

Article 10 The company's shareholders' meeting is divided into the following two types:

1. The regular meeting of shareholders shall be convened by the board of directors within six months after the end of each fiscal year.
2. Extraordinary meeting of shareholders shall be convened when the board of directors deems it necessary.

Article 11 When the shareholders' meeting is held, the chairman shall be the chairman. When the chairman is on leave or is unable to exercise his powers for any reason, the vice chairman shall act as his representative. When both the chairman and the vice-chairman are on leave or are unable to perform their duties for some reason, the chairman shall designate a director to act as their representative.

Article 12 All shareholders shall be notified 30 days in advance of the convening of an ordinary shareholders meeting, and 15 days in advance of the convening of an extraordinary shareholders meeting.

Article 13 When a shareholder is unable to attend the shareholders' meeting for any reason, he shall issue a power of attorney printed and issued by the company, specifying the

scope of authorization, and authorize a proxy to attend the shareholders' meeting. In addition to the provisions of Article 177 of the Company Law, the procedures for shareholders to attend by proxy shall be governed by the "Rules on the Use of Power of Attorneys for Public Offering Companies to Attend Shareholders' Meetings" promulgated by the competent authority.

Article 14 Shareholders of the Company shall have one voting right per share, but shall not have voting rights in the event of any of the circumstances specified in Article 179 and Paragraph 2 of Article 197-1 of the Company Law.

Article 15 Resolutions of the shareholders' meeting, unless otherwise provided by relevant laws and regulations, shall be attended by shareholders representing more than half of the total number of issued shares in person or by proxy, and shall be carried out with the consent of more than half of the voting rights of the present shareholders.

Article 16 Minutes of the resolutions of the shareholders' meeting shall be prepared, signed or sealed by the chairman of the shareholders' meeting, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The distribution of the minutes of the proceedings referred to in the preceding paragraph may be done in the form of an announcement.

Chapter IV Directors , Board of Directors and Managers

Article 17 The company has nine to thirteen directors, of which there shall be no less than two independent directors and no less than one-fifth of the number of directors. The number of candidates shall be determined by a resolution of the board of directors. One stipulates that a candidate nomination system shall be adopted, and the shareholder meeting shall select candidates from a list of candidates for a term of three years, and shall be eligible for re-election. The nomination and election methods of directors and other matters to be complied with shall be handled in accordance with the Company Law and the relevant regulations of the competent securities authority. The shareholding ratio of all directors shall be handled in accordance with the "Implementation Rules for the Shareholding Ratio and Inspection of Directors and Supervisors of Public Offering Companies" promulgated by the competent authority.

Article 18 The company shall set up an audit committee in accordance with the provisions of Article 14-4 of the Securities and Exchange Law. The audit committee shall be composed of all independent directors. The audit committee or members of the audit committee shall be responsible for implementing the provisions of the Company Law, the Securities and Exchange Law, and other laws and regulations. Duties of supervisors.

Article 18-1 _

The company shall set up a compensation committee in accordance with Article 14-6 of the Securities and Exchange Act. The compensation committee or members of the compensation committee shall exercise their powers in accordance with the regulations on the establishment and exercise of powers of the compensation committee of companies listed on the stock market or traded in securities firms.

Article 19 When the vacancy of directors reaches one-third or all independent directors are dismissed, the board of directors shall hold an extraordinary meeting of shareholders within 60 days for by-election.

Article 20 The board of directors is organized by directors, and its powers are as follows:

1. Create a business plan.
2. Proposals for profit distribution or loss compensation.

3. Proposals for capital increase or decrease.
4. Formulate important rules and company organizational regulations.
5. Appointment and dismissal of the company's managers.
6. Establishment and dissolution of branches.
7. Prepare budget and final accounts.
8. Other functions and powers conferred by the company law or the resolution of the shareholders meeting.

Article 21 The board of directors shall be attended by more than two-thirds of the directors, and more than half of the directors present shall elect one chairman and one vice chairman among themselves. The chairman represents the company externally, and may designate a director to work at the meeting under the order of the chairman due to business needs.

Article 22 The board of directors shall be convened by the chairman of the board of directors unless otherwise provided by the Company Law. Resolutions of the board of directors, unless otherwise stipulated by the Company Act, shall be attended by more than half of the directors, and shall be made with the consent of more than half of the directors present.

Article 23 The convening of the board of directors shall specify the reasons and notify all directors seven days in advance, but in case of emergency, the convening may be called at any time. The convening in the preceding paragraph may be notified in writing, fax or electronic means.

Article 24 The chairman is the chairman of the board of directors. When the chairman is on leave or unable to exercise his powers for some reason, the vice chairman shall act as his deputy. When both the chairman and the vice-chairman are on leave or are unable to perform their duties for some reason, the chairman shall designate a director to act as an agent. The chairman may also designate a director to work at the meeting under the order of the chairman due to business needs. The chairman does not designate an agent. If so, the directors shall recommend one person to represent them. Directors shall attend the board meeting in person. If a director is unable to attend for some reason, he may entrust another director to represent him. The agent mentioned in the preceding paragraph shall only be entrusted by one person. The board of directors may hold a video conference, and directors who participate in the meeting through video conference shall be deemed to have attended the meeting in person.

Article 25 The remuneration of all directors shall be determined by the authorized board meeting. Regardless of operating profit or loss, it can be paid according to the normal level of the industry. The company may purchase liability insurance for directors within the scope of their duties for the company during their term of office.

Article 26 The company may have a manager whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Law. The company may purchase liability insurance for managers within the scope of their duties for the company.

Chapter V Accounting

Article 27 The fiscal year of the Company shall run from January 1st to December 31st. The final accounts shall be handled at the end of each year.

Article 28 At the end of each fiscal year, the company's board of directors shall prepare (1) business reports, (2) financial statements, and (3) proposals for profit distribution or loss compensation, etc., and submit them to the shareholders' general meeting for approval according to law .

Article 29 The distribution of dividends and bonuses shall be based on the proportion of shares held by each shareholder. When the company has no profit, it shall not distribute dividends and bonuses.

No. thirty Article 1. If the company makes profits in the year (the so-called profits refer to the profits before taxes and deducting the distribution of employee remuneration and directors' remuneration), after pre-reserving the accumulated losses, if there is any balance, 3% should be appropriated. Up to 6% for employee remuneration and no more than 4% for directors' remuneration, the board of directors shall make a resolution with the attendance of more than two-thirds of the directors and the approval of more than half of the directors present, and report to the shareholders' meeting.

Employee remuneration in the preceding paragraph may be distributed in stock or in cash, and the object may include employees of affiliated companies who meet certain conditions.

Article 31 If there is a surplus in the company's annual final accounts, after paying all taxes and making up losses over the years, if there is any remaining balance, 10% of the statutory surplus reserve shall be withdrawn according to law and the amount of the special surplus reserve shall be adjusted. The balance, together with the accumulated undistributed earnings of the previous year, shall be appropriated at least 50% by the board of directors to prepare a surplus distribution proposal and submit it to the shareholders' meeting for resolution on distribution.

The company's dividend policy is determined by the board of directors based on operating plans, investment plans, capital budgets, and changes in the internal and external environment, and is distributed by resolutions of the shareholders' meeting. The company's profit distribution adopts a dividend balance policy in principle, with cash dividends and stock dividends each 50% as the principle, and consideration of the company's cash flow, surplus status, and the company's future needs to expand the scale of operations may be adjusted accordingly.

Article 32 The distribution of dividends to shareholders shall be limited to the shareholders recorded in the register of shareholders five days before the base date for deciding to distribute dividends and bonuses.

Chapter VI Supplementary Provisions

Article 33 The company's organizational regulations and working rules shall be stipulated separately.

Article 34 If there are any matters not covered in this Articles of Association, they shall be handled in accordance with the provisions of the Company Law.

Article 35 The Articles of Association were drafted by the promoters' meeting on October 23, 1998 with the consent of all the promoters, and came into effect on the date of submission to the competent authority for approval and registration.

The first revision was on March 5, 1999.

The second revision was on April 22, 1999.

The third revision was on November 26, 1999.

The fourth revision was on March 1, 2000.

The fifth revision was on September 22, 2000.

The sixth revision was on June 14, 2001.

The seventh revision was on May 20, 2002.

The eighth revision was on June 15, 2004.

The ninth revision was on November 26, 2004.

The tenth revision was on November 26, 2004.

The eleventh revision was made on May 25 , 2005.
The twelfth revision was made on June 9, 2006.
The thirteenth revision was made on June 15, 2007.
The fourteenth revision was made on December 28, 2007.
The fifteenth revision was on June 19, 2008.
The sixteenth revision was on June 16, 2009.
The seventeenth revision was made on June 15, 2010.
The eighteenth revision was on June 10, 2011.
The nineteenth revision was on June 6, 2012.
The twentieth revision was made on June 12, 2014.
The twenty-first revision was made on May 27,2016.
The twenty-second revision was on June 13, 2017.
The twenty-third revision was made on May 28, 2019.

PhytoHealth Corporation

Chairman: Lee Yi-Li

Appendix 3

PhytoHealth Corporation

Rules for Director Elections

Article 1 : To ensure fair, just, and transparent election of directors, this procedure is established in accordance with Article 21 and Article 41 of the "Corporate Governance Best Practice Principles for Listed and OTC Companies."

Article 2 : The election of directors in our company shall be conducted in accordance with the provisions of this procedure, except as otherwise provided by laws or the company's articles of incorporation

Article 3 : The selection of directors in this company should take into account the overall composition of the board of directors. The composition of the board of directors should consider diversity, and appropriate diversity policies should be formulated based on its own operations, business type, and development needs. These policies should include but not be limited to the following two aspects:

1. Basic conditions and values: gender, age, nationality, culture, etc.

2. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience, etc.

The members of the board of directors should generally possess the knowledge, skills, and qualities necessary for performing their duties. The overall abilities that they should possess are as follows:

1. Operational judgment ability.

2. Accounting and financial analysis ability.

3. Management ability.

4. Crisis handling ability.

5. Industry knowledge.

6. International market perspective.

7. Leadership ability.

8. Decision-making ability.

More than half of the seats on the board of directors should not be held by individuals who have a spouse or a relative within two degrees of kinship.

Article 4 : The qualifications and selection of independent directors of this company shall comply with the relevant provisions of the "Regulations Governing the Establishment of Independent Directors for Publicly Issued Companies and Matters to Be Followed" and shall be handled in accordance with Article 24 of the "Corporate Governance Best Practice Principles for Listed and OTC Companies".

Article 5 : The election of directors in this company shall follow the procedures of candidate nomination system as prescribed in Article 192-1 of the Company Act. In case of dismissal of directors due to reasons, resulting in the number of directors being less than five, the company shall hold a by-election at the nearest shareholders' meeting. However, if the number of vacancies for directors reaches one-third of the seats stipulated in the articles of association, the company shall hold a special

shareholders' meeting to fill the vacancies within 60 days from the occurrence of the fact.

If the number of independent directors is insufficient according to the provisions of Subparagraph 1, Paragraph 2 of Article 14-2 of the Securities and Exchange Act, the company shall make up for the vacancy at the nearest shareholders' meeting. If all independent directors are dismissed, the company shall hold a special shareholders' meeting within 60 days from the occurrence of the fact to elect new independent directors.

Article 6 : The election of the directors of this company adopts the system of cumulative voting by a single ballot, and each share has the same number of voting rights as the number of directors to be elected. Shareholders can concentrate their votes on one candidate or distribute their votes among multiple candidates.

Article 7 : The Board of Directors should prepare election ballots equal to the number of directors to be elected and indicate the voting rights on each ballot. The ballots should be distributed to the shareholders attending the shareholders' meeting, and the names of the voters may be recorded on the ballots by filling in their attendance registration number.

Article 8 : The number of directors in this company is determined by the company's articles of association, and the election rights of independent directors and non-independent directors are counted separately. The candidate who receives the most votes representing the election rights for each category of director will be elected in order. In case there are two or more candidates with the same number of votes and exceeding the prescribed number of seats, they will be determined by drawing lots. If a candidate is absent, the chairman shall draw lots on their behalf.

Article 9 : Before the start of the election, the chairman should designate several shareholders as inspectors and vote counters to perform their duties. The ballot box should be prepared by the board of directors and opened for inspection by the inspectors before the vote.

Article 10 : Invalid ballots shall include any of the following circumstances:

1. Ballots not prepared by the convener.
2. Blank ballots submitted to the ballot box.
3. Illegible or altered handwriting.
4. The name of the candidate written on the ballot does not match the list of nominated directors.
5. Other words or phrases written on the ballot in addition to the assigned voting rights.
6. Two or more candidates selected on the same ballot.

Article 11 : After the voting is completed, the ballots shall be counted on the spot, and the result of the count shall be announced on the spot by the chairman or a person designated by the chairman, including the list of elected directors and their number of votes.

The ballots for the election shall be sealed and signed by the scrutineers and properly kept for at least one year. However, if shareholders file a lawsuit under Article 189 of the Company Law, they shall be kept until the end of the litigation.

Article 12 : This regulation shall take effect after being passed by the shareholders' meeting, and the same shall apply when it is revised.

This regulation was established on March 01, 2000. The first amendment was made on May 20, 2002. The second amendment was made on June 15, 2007. The third amendment was made on June 30, 2017. The fourth amendment was made on July 15, 2021.

Appendix 4

PhytoHealth Corporation Shareholding of Directors

1. A breakdown of the number of shares held by directors:

March 26, 2023 (stock closing date)

Job title	Name	Number of shares registered in the register of shareholders	Remark
Chairman	Maywufa Company Ltd.	35,130,698 shares	Representative:Lee Yi-Li
Vice Chairman	Lee I-Lin	196,845 shares	
Director	Hua Wei Ltd.	46,000 shares	Representative:Lee Chen-Chia
Director	Maywufa Company Ltd.	35,130,698 shares	Representative:Lai Yu-Ju
Director	Hua Wei Ltd.	46,000 shares	Representative:Chen Wen-Hwa
Director	Heng Hong Ltd.	42,000 shares	Representative:Wang Pai-Sen
Director	Jen Yu Ltd.	54,000 shares	Representative:Tsai Ching-Chung
Director	Jen Yu Limited	54,000 shares	Representative:Wang Ming-Fu
Director	Heng Hong Ltd.	42,000 shares	Representative: Huang Tse-Hung
Independent Director	Wang Der-Shan	0 shares	
Independent Director	Lai Sun-Quae	0 shares	
Independent Director	Lin Shoei-Loong	0 shares	

2. The minimum number of shares held by all directors and the detailed list of the number of shares held by the shareholder register:

March 26, 2023 (stock closing date)

Job title	Number of shares to be held	Number of shares registered in the register of shareholders
Director	11,917,132 shares	35 , 469,543 shares

Remarks:

(1) The paid-in capital of the company is NT\$ 1,986,188,790, and the number of issued shares is 198,618,879 shares.

- (2) Independent directors are not included in the shareholding of directors.
- (3) The company has set up two or more independent directors. According to Article 2 of the "Public Issuance Company Directors, Supervisors' Shareholding Ratio and Inspection Implementation Rules", the shareholding ratio calculated by the minimum shareholding ratio of all directors is reduced to Eighty percent .