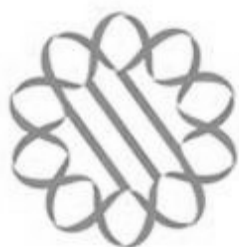


Stock Code: 8432



東生華製藥股份有限公司  
tsh biopharm corporation ltd.

# 2025 Annual General Shareholders' Meeting Agenda Handbooks

Type of Meeting : Physical Shareholders' Meeting

Meeting Date : May 28, 2025

Meeting Venue : International Convention Center of Nangang Software  
Park (Building A, 2nd Floor, No.19-10, Sanchong Rd.,  
Nangang Dist., Taipei City, Taiwan)

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# **I. Agenda**

## **TSH Biopharm Corporation Ltd.**

### **2025 Annual General Shareholders' Meeting Agenda**

Time : 9:00a.m. on May 28, 2025 (Wednesday)

Venue : International Convention Center of Nangang Software Park  
(Building A, 2nd Floor, No.19-10, Sanchong Rd.,  
Nangang Dist., Taipei City, Taiwan)

Type of Meeting : Physical Shareholders' Meeting

Meeting procedures :

1. Call the meeting to order (report on the number of shares represented by attending shareholders)
2. Meeting formalities
3. Chair's remarks
4. Report items
  - (1) The Company's 2024 Business Report.
  - (2) The Audit Committee reviews the financial statements of 2024.
  - (3) Report on the distribution of compensation to employees and directors of 2024.
  - (4) Report on the remuneration to Directors of the Company for the year 2024.
  - (5) Report on significant related party transactions in 2024.
5. Ratification items
  - (1) The Company's 2024 Business Report and financial statements.
  - (2) The Company's Earnings Distribution Proposal for the year 2024.
6. Discussions
  - (1) Amendments to the Company's Articles of Incorporation.
7. Extemporaneous motions
8. Meeting adjourned

## **II. Report items**

### **No.1**

Case : The Company's 2024 Business Report.

Description : For the Company's 2024 Business Report, please refer to Attachment 1 of this Handbook on pages 9 to 14.

### **No.2**

Case : The Audit Committee's review of the financial statements for the year 2024.

Description :

- 1.The Company's annual financial statements, Business Report, and Earnings Distribution Statement for the year 2024 have been reviewed by the Audit Committee.
- 2.For the Audit Committee's Review Report, please refer to Attachment 2 of this Handbook on page 15.

### **No.3**

Case : The report on the distribution of compensation to employees and directors for 2024.

Description : The Company's profit before tax for the year 2024 inclusive of employee compensation and director compensation was NT\$144,836,112. Pursuant to Article 29 of the Company's Articles of Incorporation, the Company distributed 2% of such profit as employee compensation, which was NT\$2,902,307, and another 1.25% of such profit as director compensation, which was NT\$1,813,941; both were paid in cash. There is no difference between the said distributed amount and the estimated amount recognized as expenses in 2024.

### **No. 4**

Case : The report on the remuneration to Directors of the Company for the year 2024.

Description :

- 1.The intercorrelation of the Company's remuneration policies, standards, packages, the procedure for determining remuneration, and operating performance , future risk exposure :
  - (1)The Company's policy on remuneration to directors is stipulated in Article 26 of the Company's Articles of Incorporation, which provides that the Company's directors, regardless of the Company's business performance, may receive remuneration. The remuneration is determined by the board of directors, on the basis of their level of participation and contribution to the Company, taking into account the customary standards in the industry.

Where the Company makes a profit, no more than 2% of the year's profit shall be allocated as the directors' remuneration as per the Company's operating results and their contribution to the Company's performance in accordance with Article 29 of the Company's Articles of Incorporation.

(2)The Company formulates the procedures for directors' remuneration and conducts the performance evaluations of individual board members and the Board of Directors as per the Company's Rules of the Performance Evaluation of the Board of Directors and Rules of the Performance Evaluation of the Functional Committees. As per the aspects of awareness of the Company's goals and missions, the understanding of directors' responsibilities, the degree of participation in the Company's operations, the management of internal relations and communication, directors' professional and continuing education, and internal control, the Remuneration Committee proposed their remuneration based on the values of their participation and contribution to the Company's operations while with reference to the general industry standards, which were then reviewed by the Board of Directors.

(3)The Company's independent directors have different responsibilities, risks, and time commitment from those of general directors. Therefore, they are compensated with a fixed annual salary based on their duties and do not participate in the distribution of the Company's directors' remuneration.

2. For the information on the remuneration received by the Company's directors in 2024, please refer to Attachment 3 of this Handbook on page 16.

## **No. 5**

Case : The report on significant related party transactions in 2024.

Description : The Company did not have any significant related party transactions in 2024.

### **III. Ratification items**

**No. 1**

Proposed by the Board of Directors

Case : The Company's 2024 Business Report and financial statements are hereby submitted for your adoption.

Description :

- 1.The Board of Directors has approved the Company's 2024 Business Report and financial statements, of which the financial statements were audited by CPA Yi-Lien Han and CPA Shin-Ting Huang from KPMG Taiwan, who have also issued an independent auditors' report containing their unqualified opinion.
- 2.For the Company's 2024 Business Report and financial statements, please refer to Attachment 1 of this Handbook on pages 9 to 14 and Attachment 4 of this Handbook on pages 17 to 35, respectively.

Resolution :

**No. 2**

Proposed by the Board of Directors

Case : The Company's 2024 Earnings Distribution Proposal is hereby submitted for your adoption.

Description :

- 1.The Company intends to take from the distributable earnings an amount of NT\$81,404,057 as shareholders' cash dividends; each share in the possession of the shareholders in the Shareholder Register on the record date is entitled to NT\$2.12. All cash dividends are rounded to the nearest whole \$NTD. The remaining total that is less than one Dollar will be treated as other income of the Company. After the distribution is approved by the Annual Shareholders' Meeting, the Chairman of the Board of Directors is authorized to determine the ex-dividend date and distribution date, among other related matters.
- 2.If there is a subsequent change in the Company's share capital that affects the number of shares outstanding and thus the dividend payout ratio, it is proposed that the Chairman of the Board of Directors be authorized by the Shareholders' Meeting to handle all relevant matters.
- 3.Please refer to the 2024 Earnings Distribution Statement as follows :

TSH Biopharm Corporation Ltd.  
2024 Earnings Distribution Statement

Unit : NT\$

Item	Amount	Remark
Unappropriated retained earnings at the beginning of the period	33,337,412	Cash dividends of NT\$2.12 per share
Add : Disposal of equity instruments measured at fair value through other comprehensive income	208,176,000	
Add : Net profit after tax for year 2024	113,092,448	
Less : Provision of legal reserves (10%)	(32,126,845)	
Distributable earnings for the current period :	322,479,015	
Distribution item :		
Cash dividends	81,404,057	
Unappropriated retained earnings at the end of the period	241,074,958	

Note : The said shareholder dividends are calculated as of February 13, 2025, based on the Company's outstanding common shares in the number of 38,398,140 shares.

Chairman : Chuan Lin    General Manager : Szu-Yuan Yang    Accounting Manager : Chen-Ju Kan

Resolution :

## IV. Discussion item

### No. 1

Proposed by the Board of Directors

Case : The proposal on the amendment of the Company's "Articles of Incorporation" is hereby submitted for your discussion.

Description :

1. In accordance with the Corporate Governance 3.0 Sustainable Development Roadmap and the Financial Supervisory Commission's Order the direction No. 1130385442, the Company to amend certain part of the clauses in the "Articles of Incorporation".
2. Please refer to a comparison table of the Company's Articles of Incorporation before and after amendment as follows :

Clause before amendment	Clause after amendment	Description of amendment
<p>Article 18</p> <p>Of the said number of directors, at least three shall be independent directors, who shall constitute at least one <u>fifth</u> of all directors. The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination, and other requirements with regard to the independent directors shall be set forth in accordance with the regulations of the competent authority.</p>	<p>Article 18</p> <p>Of the said number of directors, at least three shall be independent directors, who shall constitute at least one <u>third</u> of all directors. The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination, and other requirements with regard to the independent directors shall be set forth in accordance with the regulations of the competent authority.</p>	<p>Amended to align with Corporate Governance 3.0 Sustainable Development Roadmap.</p>
<p>Article 29</p> <p>Where the Company makes a profit in the year, it shall allocate <u>2% to 8%</u> of the profit as employees' compensation, which may be paid out in stock or cash as per the resolution by the Board of Directors. The recipients of the compensation may include employees of a controlled or subordinate companies who meet certain criteria. The Company may allocate no more than <u>2%</u> of the above-mentioned profit as the directors' compensation, which can be paid only in form of cash. The proposals to distribute compensation to employees and directors shall</p>	<p>Article 29</p> <p>Where the Company makes a profit in the year, it shall allocate <u>2% to 8%</u> of the profit as employees' compensation, which may be paid out in stock or cash as per the resolution by the Board of Directors. The recipients of the compensation may include employees of a controlled or subordinate companies who meet certain criteria. The Company may allocate no more than <u>2%</u> of the above-mentioned profit as the directors' compensation, which can be paid only in form of cash. The proposals to distribute compensation to employees and directors shall</p>	<p>The wording is added and amended in accordance with the Order issued by Financial Supervisory Commission, the direction No. 1130385442.</p>



Clause before amendment	Clause after amendment	Description of amendment
<p>be reported at the Shareholders' Meeting.</p> <p>However, if the Company is still in losses, an amount equal to such losses shall be reserved before such earnings can be distributed as employees' compensation and directors' compensation in the proportion mentioned above.</p>	<p>be reported at the Shareholders' Meeting.</p> <p>However, if the Company is still in losses, an amount equal to such losses shall be reserved before such earnings can be distributed as employees' compensation and directors' compensation in the proportion mentioned above.</p> <p><u>In the employees' compensation mentioned in Paragraph 1, no less than 0.05% of the compensation shall be distributed to the non-executive employees.</u></p>	
<p>Article 33</p> <p>These Articles of Incorporation were established on June 25, 2010.</p> <p>The 1st amendment was made on December 20, 2010.</p> <p>The 2nd amendment was made on October 6, 2011.</p> <p>The 3rd amendment was made on June 19, 2013.</p> <p>The 4th amendment was made on June 23, 2015.</p> <p>The 5th amendment was made on June 23, 2016.</p> <p>The 6th amendment was made on June 15, 2017.</p> <p>The 7th amendment was made on June 15, 2018.</p> <p>The 8th amendment was made on May 29, 2020.</p> <p>The 9th amendment was made on May 25, 2023.</p>	<p>Article 33</p> <p>These Articles of Incorporation were established on June 25, 2010.</p> <p>The 1st amendment was made on December 20, 2010.</p> <p>The 2nd amendment was made on October 6, 2011.</p> <p>The 3rd amendment was made on June 19, 2013.</p> <p>The 4th amendment was made on June 23, 2015.</p> <p>The 5th amendment was made on June 23, 2016.</p> <p>The 6th amendment was made on June 15, 2017.</p> <p>The 7th amendment was made on June 15, 2018.</p> <p>The 8th amendment was made on May 29, 2020.</p> <p>The 9th amendment was made on May 25, 2023.</p> <p>The 10th amendment was made on May 28, 2025.</p>	<p>Add an amendment date.</p>

Resolutions :

## **V. Extemporaneous motions**

## **VI. Meeting adjourned**

## VII. Attachments

### Attachment I

#### **TSH Biopharm Corporation Ltd. Business Report**

#### **The Company's business achievements in 2024**

##### (i) Business Plan implementation results

The Company's consolidated net operating revenue in 2024 was NT\$1,115,716 thousand, an increase of NT\$304,799 thousand or 37.59% from NT\$810,917 thousand in 2023. In the 2024 fiscal year, the net profit attributable to the parent company was NT\$113,093 thousand, representing an increase of NT\$51,104 thousand or 82.44% from NT\$61,989 thousand in 2023. The increase was mainly driven by revenue growth in our core business, the receipt of milestone payments, and the revenue and net income contributions from the acquisitions of TOP PHARM MEDICALWARE COMPANY and TOP Biological Technology Company Limited.

##### (ii) Budget implementation status

The Company's standalone net operating revenue in 2024 was NT\$628,508 thousand, and the pre-tax net profit was NT\$140,120 thousand, achieving 140% of the set annual budget target.

##### (iii) Analysis of income and expenses and profitability

Item \ Year		January 1, 2024, to December 31, 2024
Income and expenditures	Interest income (in NT\$1,000)	2,900
	Interest expenses (in NT\$1,000)	55
Profitability analysis	Return on assets (%)	8.46
	Return on shareholders' equity (%)	9.05
	Profit margin (%)	17.99
	Earnings per share (NT\$)	2.95

##### (iv) Research and Development (R&D) status

Below is a summary of the products the Company introduced or developed in 2024:

- January 2024:  
Received TFDA notification for license of T20, an anti-osteoporosis biosimilar.
- April 2024:  
TFDA conducted overseas site inspection for T20, an osteoporosis biosimilar.
- June 2024:  
Obtained a marketing authorization in Malaysia for Amtrel, an antihypertensive drug, with "new ingredient, new compound", which is a new drug manufactured in and exported from Taiwan (TNCE).

- November 2024:  
Completed main human subject research on our self-manufactured (TNCE) gastroenterology drug, A20. The follow-up development plan was submitted to TFDA.
- November 2024:  
Completed the dosage form development and process validation for self-made new drug (TNCE) E20, a drug for rare diseases, and initiated the stability test to meet the export requirements.
- November 2024:  
505b2 new route of administration, VN23 nasal spray for dry eye syndrome (product name: Tyrvaya), received marketing authorization in Taiwan.
- December 2024:  
The Company has been authorized to introduce two new products for next-generation genetic testing, namely “Advanced Cancer Screening (product name: CancerFind)” and “Post-Cancer Minimal Residual Disease (product name: Cancer Trace/Alpha Liquid-Detect)”, the advanced cancer detection products.
- December 2024  
Obtained the authorization to introduce new product for T23 bone and joint.
- December 2024:  
Applied for registration for inspection in Macau for exporting self-made new drug (TNCE) Lonine

## Summary of the 2025 Business Plan

### (I) Business policy

With an eye on achieve both organic and inorganic growth while accelerating the product portfolio expansion, we adopted a double-engine strategy of “license-in” and “self-development” for the past five years. Therefore, in 2024, TSH has successfully achieved the five-year target set in 2019. In addition to reaching record highs in standalone organic growth, TSH also accelerated strategic partnerships for inorganic growth to achieve its five-year goal by doubling its sales.

#### I. Organic growth:

##### ➤ Prescription drug growth:

##### i. Deepening Presence in the Taiwan Market:

The Company has positioned new drugs (TNCEs) as its core focus. Notably, in September 2022, the Taiwan Food and Drug Administration (TFDA) shortened the market entry requirement for TNCE license applications from 10 years to 5 years, aiming to accelerate domestic pharmaceutical research and development. Currently, the Company’s R&D pipeline includes new active pharmaceutical ingredients (APIs) and 505(b)(2) drugs, such as biosimilars, new compound drugs, and innovative dosage forms. These projects are being developed either independently or through joint collaborations. As of the end of 2024, the Company has obtained seven domestic and international drug licenses, including Rancad® Extended Release, Lipitret Tablets (a new lipid-lowering compound drug), Alprosm Lyophilized Powder for Injection, and a nasal spray for dry eye syndrome. Furthermore, the Company is planning to obtain an additional new drug license in Taiwan in the first half of 2025.

##### ii. Actively Expanding into Overseas Markets:

The Company has successfully obtained marketing authorization in Malaysia for Amtrel, an antihypertensive drug classified as a TNCE ("new ingredient, new compound"), which is a domestically manufactured and exported

Taiwanese drug. In addition, the new drug Lonine (TNCE) has been submitted for drug registration and inspection in Macau. In terms of overseas sales, the Company has actively pursued regulatory approvals in Southeast Asia over the past four years. Between 2022 and 2024, these efforts have resulted in the successful acquisition of three overseas drug licenses.

- iii. Over the past three years, the Company has invested in the evaluation and development of multiple new projects, accumulating a total of seven ongoing pharmaceutical development programs. In 2025, the Company plans to submit applications for new product approvals in target markets, aiming to expand treatment options and improve patient care.

➤ Expanding new diseases:

- i. Ophthalmology: In 2023, TSH acquired Tyrvaya, an innovative dry eye drug developed by a licensed American ophthalmic pharmaceutical company. TSH has obtained a new drug marketing authorization in Taiwan in the second half of 2024 and is expected to be formally marketed in 2025. In the future, we will continue to use a dual-engine strategy to develop our ophthalmology product portfolio, expanding TSH Biopharm's development opportunities in the field of eye diseases.
- ii. Orthopaedics: T20, an anti-osteoporosis biosimilar, has received license notification from the TFDA. Together with the orthopaedic healthcare products from our subsidiary, TOP Pharma Medical-ware, and the products introduced under subsequent authorizations, the Company will be able to provide diversified products.

➤ TSH genetic testing:

- i. In addition to the product agents of the original partners in Taiwan, South Korea and Singapore, the patient care team established in 2019 has added new products developed with Korean partners for the needs of the Taiwanese market, which showed an annual growth rate over 50% in 2024. We continue to collaborate with major renowned cancer hospitals in Taiwan to publish the first lung cancer pleural fluid NGS testing literature in a famous journal in Taiwan, and we are the first company in Taiwan to be approved by LTDs for "body fluids".
- ii. New cancer detection products were added by the end of 2024, namely "Advanced Cancer Screening (product name: CancerFind)" and "Post-Cancer Minimal Residual Disease (product name: Cancer Trace/Alpha Liquid-Detect)". We are expanding our market from cancer genetic testing to cancer screening and services for patients living with chronic disease through these products.

## II. Inorganic growth:

➤ Focus on the Taiwan market:

- i. At the end of 2012, TSH acquired the stake in Chuang Yi Biotech so that it become our first subsidiary, so that we can extend our services to cover children and preventive medicine like cell-base influenza vaccine, and our sales team covers more than 3,000 clinics and drugstores.
- ii. In 2024, the Company acquired two more subsidiaries, TOP Pharma Medical-ware Co., Ltd and TOP Biological Technology Company Limited, to increase the availability of bone health products and diabetes care materials for the aging market.
- iii. Currently, the Group covers more than 5,000 clinics and pharmacies in Taiwan, covering 100% of all large-scale hospitals, 60% of clinics and pharmacies, and creating more opportunities and benefits. Strategic investment becomes the focus

for the organization to grow, and our team will continue to look for strategic partners and investment targets as the second growing engine of the Company.

III. Strategically increase the proportion of “out-of-pocket” business:

The out-of-pocket revenue increased from NT\$40 million in 2022 to NT\$530 million in 2024, more than 50% of the consolidated revenue.

IV. In terms of ESG sustainable management, TSH holds fast to the core concept of the United Nations Sustainable Development Goals (SDGs) - SDG 3 Good Health and Well-being, upholds

the core value of “people-oriented”, and created the value of “Deeply Cultivating Sustainability, Elevating Love”. Through thorough exploration of every corner of Taiwan and directing attention to the most pressing societal needs, letting love seep into every nook and cranny, we walked the talk of caring sincerely for and contribution to the people of Taiwan.

V. In 2024, TSH also won the 2024 Taiwan BIO Awards - Potential Benchmark Award at the Bio Asia - Taiwan Expo and was presented with the award by the Vice President of the Republic of China. This award affirms the company’s performance in management and development, the team will continue to work hard to turn its potential into success and corporate value.

(II) Expected volume of sale, and the basis for such expectation

The Company expects to sell 195,280 thousand tablets of oral preparations and 50 thousand injections in 2025. The projected sales quantity is determined based on the statistical report from IQVIA, taking into consideration the possible changes in supply and demand in the market in the future, the new product development schedule, and the national health insurance policy.

(III) Important production and marketing policy:

1. Business plan

- The Company will accelerate the proportion of business growth by means of exports of self-developed products and license-out of products at the early stage of development to overseas companies. In addition, aside from making progress in the application of drug license around the world, the Company will co-develop new drugs at the early stage of development with international partners and create value therefor and will use a “Double-engine strategy” to develop international drugs and do international marketing.
- The new business model of biotechnology industry: the Company will introduce products in relation to personalized medicine. The rise of personalized medicine has made testing part of treatment or preventive medicine. In addition, AI has become increasingly available. In addition to the original cancer treatment options and tracking recurrence products, the Company also added cancer screening products in 2024 and made them an important item in health examination products. TSH will continue to put more testing products on the market to meet more clinical needs.
- Inorganic growth through strategic investment and acquisition: In the future, we will leverage our resources and products to create synergies in both our product offerings and distribution channels. For good measure, TSH will actively seek out strategic investment opportunities to ensure sustained organic growth.

2. Production strategy

The Company will maintain its past strategy, which was designed to outsource the

production of pharmaceuticals to contract manufacturers. Currently, the production of all products is outsourced to PIC/S GMP-certified manufacturers. Meanwhile, the Company has complied with the government's policy that is in line with the international pharmaceutical quality regulations, and has followed up with risk assessment of impurities containing ICHQ3D elements to monitor the drug quality. Starting from 2024, the Company has submitted the relevant risk assessment reports and corresponding measures. In addition, temperature control during storage and transportation is an important factor in maintaining drug quality throughout the entire transportation and sales chain. Therefore, according to the Western Pharmaceuticals Good Distribution Practice (GDP) Regulations promulgated by the government, the Company has included raw materials and cold chain transportation of drugs in the company's GDP scope in 2022 and 2023 respectively. We also adhere to the government's new regulatory requirements in the implementation of pharmacovigilance to ensure the safety of medication users in Taiwan.

The same strategy for pharmaceuticals is adopted for the Company's testing business, that is, working closely with internationally certified laboratories. We have also successfully obtained the LDTS certification in 2024.

3. Marketing and R&D strategy

Double engines propelling on three tracks to provide better healthcare services.

We will remain customer-oriented and adopt a double-engine system propelling on three tracks while also focusing on traditional pharmaceuticals manufacture and innovative medicine to provide a product portfolio to satisfy patients' unmet medical needs. By the same token, we will dedicate efforts towards new ingredients, special dosage forms, chronic disease treatment, genetic testing, cancer testing, and co-development of innovative medical treatment methods to become the best partners of international innovative biotechnology companies in developing and marketing new drugs in Asia, and strive to provide the human being with healthcare services before, during, and after medical treatment.

## **Company's development strategy**

Corporate Vision:

Improve the quality of life of patients and become the best strategic partner in development and marketing in Asia for international innovative biotechnology companies!

Business goals:

✓ Focus:

Focusing on the quality of life of patients with unmet medical needs by providing them with total solution.

✓ Differentiation:

Develop innovative, special medical technology and dosage forms to gain a market differentiation.

✓ Create value:

Become the best strategic partner for innovative biotechnology development and marketing in Asia

## **Impact of external competition, regulatory environment, and macroeconomic environment**

### **Challenge 1: Impact of risks in the pharmaceutical supply chain**

The supply chain of drugs around the world has been severely impacted in the post pandemic era. De-globalization has resulted in shortages or price increases in the supply of both raw materials for drugs and finished products in the past years. Due to a shortage of raw materials and manufacturing capacity in 2023, we experienced a decline in inventory and product shortages. To respond to this risk, TSH has not only planned and maintained multiple sources of raw materials for its main products, but also has initiated an evaluation of contract manufacturers to mitigate supply chain risks and control costs.

### **Challenge 2: The global pharmaceutical industry is experiencing a rapid change**

The ongoing factors in the past few years around the world, e.g. increased medical expenses, increased costs, and volatile political and economic changes, along with the rise of big data analytics and precision medicine, will effect a rapid change in the business model of pharmaceutical companies. Therefore, TSH has adopted a dual-track strategy: TSH will maintain its current R&D momentum and put new products on the market every year; it will also simultaneously invest in innovative fields to embark on the international trend.

### **Challenge 3: Improving quality and regulatory aspects of drug safety**

With the growing emphasis on impurity risks in international regulations and the cases of carcinogenic substances like nitrosamines in recent years, the Taiwan competent authorities are progressively aligning themselves with international quality regulations and elevating their standards. The risk assessment of impurities containing ICHQ3D elements and the monitoring of drug safety were initiated in 2023, and corresponding measures were required. In the future, pharmaceutical companies will not only need to invest in appropriate risk management mechanisms during the research and development phase, but also implement the same control measures for their marketed products. This will lead to a significant increase in the costs of drug development and market entry.

In a highly competitive environment, our focus will be on risk management. We will also strengthen specific regional channels and collaborative partnerships to expand our presence in existing therapeutic areas and explore opportunities in new therapeutic areas.

Chairman: Chuan Lin    General Manager: Sze-Yuan Yang    Accounting Officer: Chen-Ju Kan



Attachment II

**TSH Biopharm Corporation Ltd.  
Audit Committee Review Report**

The Board of Directors has submitted the Company's 2024 Business Report, Financial Statements (including the Consolidated Financial Statements), and Earnings Distribution Proposal. The Financial Statements (including the Consolidated Financial Statements) have been audited by CPAs Yi-Lien Han and Hsin-Ting Huang of KPMG Taiwan, who have completed their audit and issued an audit report. After reviewing the aforementioned documents submitted by the Board of Directors, the Audit Committee finds no discrepancies. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is hereby submitted for your review and approval.

To:  
2025 Annual General Meeting of Shareholders  
TSH Biopharm Corporation Ltd.

Convener of the Audit Committee:  
Te-Yu Chou

Date: February 21, 2025

## Attachment III

## Remuneration to Directors for the year 2024

Title	Name	Director remuneration								Sum of A+B+C+D and ratio to net income		Remuneration received by directors for concurrent service as an employee								Sum of A+B+C+D+E+F+G and ratio to net income		Remuneration received from investee enterprises other than subsidiaries or from the parent company <sup>1)</sup>
		Compensation (A)		Retirement pay and pension(B)		Director profit-sharing compensation C		Expenses and perquisites D				Salary, rewards, and special disbursements (E)		Retirement pay and pension (F)		Employee profit-sharing compensation (G)						
		Company	All consolidated entities	Company	All consolidated entities	Company	All consolidated entities	Company	All consolidated entities	Company	All consolidated entities	Company	All consolidated entities	Company	All consolidated entities	Company		All consolidated entities (Note 7)		Company	All consolid ated entities	
Cash Amount	Stock Amount															Cash Amount	Stock Amount					
Chairman	Representative of TTY: Chuan Lin	750	750	0	0	453	453	24	24	1,227 1.08%	1,227 1.08%	0	0	0	0	0	0	0	0	1,227 1.08%	1,227 1.08%	12,302
Director	Representative of TTY: CARL HSIAO	0	0	0	0	453	453	24	24	477 0.42%	477 0.42%	0	0	0	0	0	0	0	0	477 0.42%	477 0.42%	65
Director	Representative of TTY: Kang-Chi Chou	0	0	0	0	453	453	24	24	477 0.42%	477 0.42%	0	0	0	0	0	0	0	0	477 0.42%	477 0.42%	0
Director	Representative of TTY: Yong-Liang Wu	0	0	0	0	453	453	24	24	477 0.42%	477 0.42%	0	0	0	0	0	0	0	0	477 0.42%	477 0.42%	0
Independent director	Te-Yu Chou	500	500	0	0	0	0	72	72	572 0.51%	572 0.51%	0	0	0	0	0	0	0	0	572 0.51%	572 0.51%	0
Independent director	Rwei-Syun Chen	500	500	0	0	0	0	72	72	572 0.51%	572 0.51%	0	0	0	0	0	0	0	0	572 0.51%	572 0.51%	0
Independent director	Yaw-Bin Huang	500	500	0	0	0	0	144	144	644 0.57%	644 0.57%	0	0	0	0	0	0	0	0	644 0.57%	644 0.57%	0
Independent director	Shiow-Ming Wu	304	304	0	0	0	0	36	36	340 0.30%	340 0.30%	0	0	0	0	0	0	0	0	340 0.30%	340 0.30%	0
Independent director	Yuen-Liang Lai	304	304	0	0	0	0	36	36	340 0.30%	340 0.30%	0	0	0	0	0	0	0	0	340 0.30%	340 0.30%	0
1. Please describe the policy, system, standards and structure in place for paying remuneration to directors and describe the relationship of factors such as the duties and risks undertaken and time invested by the directors to the amount of remuneration paid: Since independent directors vary from ordinary directors in terms of duties assumed, risks faced, and time invested, they are paid a fixed amount of annual remuneration (paid in equal monthly installments) and do not participate in the profit-sharing compensation with the Company's ordinary directors.																						
2. In addition to what is disclosed in the above table, please specify the amount of remuneration received by directors in the most recent fiscal year for providing services (e.g. for serving as a non-employee consultant to the parent company/any consolidated entities/invested enterprises): None.																						

## Attachment IV

### INDEPENDENT AUDITORS' REPORT

To the Board of Directors of TSH Biopharm Corporation Ltd.

#### **Opinion**

We have audited the financial statements of TSH Biopharm Corporation Ltd. (“the Company”), which comprise the balance sheets as of December 31, 2024 and 2023, the statement of comprehensive income, statement of changes in equity, and statement of cash flows for the years ended December 31, 2024 and 2023, and notes to the parent company only financial statements, including a summary of significant accounting policies.

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

#### **Basis for Opinion**

We conducted our audit in accordance with the “Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants” and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditor’s 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 Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the parent company only financial statements in the current period are stated as follow:

##### **1.Sales Revenue**

Please refer to Note 4(13) of the financial statements for the accounting principles on revenue recognition. Revenues are recognized by net values of contract prices, less sales returns and allowances,

after controls of the products are transferred to the customers.

Description of key audit matter:

The Company 's sales is mainly from the selling of pharmaceuticals and chemical drugs. Because the customers are diversity and numerous, it takes longer time to verify sales transactions. Therefore, the occurrence is sales transactions is one of the important issue in performing our audit procedures.

How the matter was addressed in our audit:

Auditing procedures performed include testing the effectiveness of the design and implementing the internal control system of sales and collection operation ; testing the samples of sales transaction before and after the balance sheet date to ensure the correctness of sales revenue and inspecting the related documents to ensure the adequacy and reasonableness of revenue recognition.

## **2.Valuation of Inventories**

Please refer to notes 4(7), 5 and 6(4) of the notes to the parent company only financial statement for the accounting policies on measuring inventory, assumptions used and uncertainties considered in determining net realizable value, allowances for impairment loss and obsolescence and balances of impairment loss and obsolescence, respectively.

Description of key audit matter:

Inventories are stated at of cost and net realizable value. Due to fierce competition in pharmaceutical industry and the declining prices of health insurance drugs every year, which will affect the sales prices of related products, resulting in a risk that the cost of inventories to exceed its net value. Therefore, inventory evaluation is one of the key audit matters for our audit.

How the matter was addressed in our audit:

Our audit procedures for the above key audit matters included assessing the Company's inventory allowance amount based on the nature of the inventories; performing audit to check the correctness of the inventory age report; reviewing the company's past inventory allowances and assessing whether the estimation methods and assumptions are appropriate; observe the inventory count and check the inventory status to assess whether the inventory is expired or damaged; sampling the latest sales prices of inventory and assessing the reasonableness of net realizable value; assessing whether disclosure items for inventory allowances are appropriate.

## **3.Impairment on investments accounted for using equity method**

Please refer to notes 4(12) "Impairment of Non-Financial Assets", 5(2) and 6(5) of the notes to the parent company only financial statement for the accounting policies for impairment of investments accounted for using the equity method, assumptions used and uncertainties considered, and details, respectively.

Description of key audit matters:

The investments accounted for using the equity method in Top Pharm Medicalware Co., Ltd. and TOP Biological Technology Company Limited. represent 21.47% of the total assets of TSH Biopharm Co., Ltd. The primary risk lies in the management's assessment of the subsidiaries' future operating

performance and cash flow assumptions, which involve subjective judgment. These assumptions have a high degree of uncertainty, which may affect the assessment of the recoverable amount. Therefore, the impairment test of these investments accounted for using the equity method is one of the most critical areas of assessment in our audit of the financial statements of TSH Biopharm Co., Ltd.

How the matter was addressed in our audit:

The key audit procedures performed regarding the above-mentioned key audit matter included obtaining management's impairment assessment data for the cash-generating units, evaluating the reasonableness of the valuation method used by management to determine the recoverable amount—such as the identification of cash-generating units, cash flow forecasts, and discount rates—and assessing the adequacy of the disclosures in the financial statements.

### **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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### **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 auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercised professional judgment and maintained professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on these financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant

ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

The engagement partners on the audit resulting in this independent auditor's report are Yilien Han and Shin- Ting Huang.

KPMG

Taipei, Taiwan (Republic of China)

February 21, 2025

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

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

**TSH Biopharm Corporation Ltd.**

**Balance Sheets**

**December 31, 2024 and 2023**

**(Expressed in thousands of New Taiwan Dollars)**

		<b>December 31, 2024</b>		<b>December 31, 2023</b>				<b>December 31, 2024</b>		<b>December 31, 2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>			<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>Assets</b>						<b>Liabilities and Equity</b>					
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (notes 6(1) and 6(19))	243,727	16	379,999	32	2150	Notes payable (note 6(19))	\$ 451	-	446	-
1120	Current financial assets at fair value through other comprehensive income (notes 6(2) 、(19) and 13)	77,015	5	79,228	7	2170	Accounts payable (note 6(19))	7,218	-	4,950	1
1150	Notes receivable, net (notes 6(3) 、(16) and (19))	8,567	1	14,471	1	2180	Accounts payable to related parties (notes 6(19) and 7)	9,269	1	8,296	1
1161	Notes receivable from related parties (notes 6(3) 、(16) 、(19) and 7)	6,603	-	-	-	2200	Other payables (notes 6(10) 、(19) and 7)	55,598	4	47,458	4
1170	Accounts receivable, net (notes 6(3) 、(16) and (19))	97,080	6	93,090	8	2230	Current income tax liabilities	22,697	2	2,972	-
1180	Accounts receivable from related parties (notes 6(3) 、(16) 、(19) and 7)	8,868	1	652	-	2280	Current lease liabilities (notes 6(11) 、(19) 、(22) and 7)	4,765	-	4,557	-
1200	Other receivables (notes 6(19))	1,746	-	2,060	-	2300	Other current liabilities	1,232	-	1,468	-
130x	Inventories (note 6(4))	117,152	8	75,271	6			101,230	7	70,147	6
1476	Other financial assets-current (notes 6(1) 、(9) and (19))	200,000	13	116,309	10	<b>Non-current liabilities:</b>					
1479	Other current assets –other (notes 6(9))	10,323	1	9,251	1	2580	Non-current lease liabilities (notes 6(11) 、(19) 、(22) and 7)	4,851	-	-	-
		771,081	51	770,331	65	2645	Deposits received (note 6(19))	271	-	-	-
<b>Non-current assets:</b>								5,122	-	-	-
1517	Non-current financial assets at fair value through other comprehensive income (notes 6(2) 、(19) and 13)	186,213	13	182,475	16		<b>Total liabilities</b>	106,352	7	70,147	6
1550	Investments accounted for using equity method (note 6 (5))	491,401	33	169,121	14	<b>Equity (note 6(2) and (14)) :</b>					
1600	Property, plant and equipment (note 6(6))	15,163	1	23,462	2	3100	Capital stock	383,981	26	383,981	33
1755	Right-of-use assets (note 6 (7))	9,616	1	4,521	-	3200	Capital surplus	459,554	31	459,500	39
1780	Intangible assets (note 6 (8))	3,610	-	11,289	1	3310	Retained earnings	126,073	8	121,910	10
40	Deferred income tax assets (note 6(13))	3,586	-	1,509	-	3320	Legal reserve	-	-	4,417	-
1915	Prepayment for equipment	4,030	-	3,151	-	3350	Special reserve	354,605	23	82,232	7
1920	Refundable deposits paid (notes 6(9) 、(19) and 7)	7,027	1	5,471	1	3400	Unappropriated retained earnings	67,579	5	55,560	5
1995	Other non-current financial assets (notes 6(9) and (19))	6,417	-	6,417	1		Other equity	1,391,792	93	1,107,600	94
		727,063	49	407,416	35		<b>Total equity</b>				
<b>Total assets</b>		<b>\$ 1,498,144</b>	<b>100</b>	<b>1,177,747</b>	<b>100</b>		<b>Total liabilities and equity</b>	<b>\$ 1,498,144</b>	<b>100</b>	<b>1,177,747</b>	<b>100</b>

See accompanying notes to financial statements.



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

**TSH Biopharm Corporation Ltd.**

**Statements of Comprehensive Income**

**For the years ended December 31, 2024 and 2023**

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

		2024		2023	
		AMOUNT	%	AMOUNT	%
4000	Operating revenue (notes 6(16) and 7)	\$ 628,508	100	\$ 497,305	100
5000	Operating costs (notes 6(4) and 7)	269,273	43	210,377	42
5910	Less: Unrealized profit or loss on sales	1,139	-	-	-
	<b>Gross profit</b>	<b>358,096</b>	<b>57</b>	<b>286,928</b>	<b>58</b>
6000	<b>Operating expenses (notes 6(3)、(11)、(12)、(17)、7 and 12):</b>				
6100	Selling expenses	145,173	23	145,102	29
6200	Administrative expenses	68,894	11	56,803	11
6300	Research and development expenses	26,654	4	19,862	4
6450	Expected credit loss	111	-	29	-
		240,832	38	221,796	44
	<b>Operating income</b>	<b>117,264</b>	<b>19</b>	<b>65,132</b>	<b>14</b>
	<b>Non-operating income and expenses (notes 6(11)、(18) and 7):</b>				
7100	Interest income	2,900	-	6,217	1
7010	Other income	565	-	120	-
7020	Other gains and losses	( 2,484 )	-	5,497	1
7050	Finance costs	( 55 )	-	( 112 )	-
7070	Share of Profit or Loss of Associates & Joint Ventures Accounted for Using Equity Method	21,930	3	( 394 )	-
		22,856	3	11,328	2
	<b>Profit before tax</b>	<b>140,120</b>	<b>22</b>	<b>76,460</b>	<b>16</b>
7950	<b>Income tax expense (note 6(13))</b>	<b>( 27,027 )</b>	<b>( 4 )</b>	<b>( 11,113 )</b>	<b>( 2 )</b>
	<b>Profit for the year</b>	<b>113,093</b>	<b>18</b>	<b>65,347</b>	<b>14</b>
8300	<b>Other comprehensive income</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8316	Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	220,157	35	40,014	8
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>	<b>220,157</b>	<b>35</b>	<b>40,014</b>	<b>8</b>
8360	<b>Components of other comprehensive income that may be reclassified subsequently to profit or loss</b>				
8380	Shares of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method - components that may be reclassified to profit or loss	38	-	( 21 )	-
8399	Income tax related to components of other comprehensive income that may be reclassified to profit or loss	-	-	-	-
	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>	<b>38</b>	<b>-</b>	<b>( 21 )</b>	<b>-</b>
8300	<b>Other comprehensive income (after tax)</b>	<b>220,195</b>	<b>35</b>	<b>39,993</b>	<b>8</b>
8500	<b>Total comprehensive income</b>	<b>\$ 333,288</b>	<b>53</b>	<b>\$ 105,340</b>	<b>22</b>
8600	<b>Profit attributable to:</b>				
8610	Equity holders of the parent company	\$ 113,093	18	\$ 61,989	13
8615	Equity attributable to former owner of business combination under common control	-	-	3,358	1
		<b>\$ 113,093</b>	<b>18</b>	<b>\$ 65,347</b>	<b>14</b>
	<b>Total comprehensive income attributable to:</b>				
8710	Equity holders of the parent company	\$ 333,288	53	\$ 101,990	21
8715	Equity attributable to former owner of business combination under common control	-	-	3,350	1
		<b>\$ 333,288</b>	<b>53</b>	<b>\$ 105,340</b>	<b>22</b>
	<b>Earnings per share (note 6(15))</b>				
9750	<b>Basic earnings per share</b>	<b>\$ 2.95</b>		<b>\$ 1.61</b>	
9850	<b>Diluted earnings per share</b>	<b>\$ 2.94</b>		<b>\$ 1.61</b>	

See accompanying notes to financial statements.

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

**TSH Biopharm Corporation Ltd.**  
**Statements of Changes in Equity**  
**For the years ended December 31, 2024 and 2023**  
(Expressed in Thousands of New Taiwan Dollars)

	Retained Earnings					Other Equity Interest				
	Ordinary share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Cumulative translation differences of foreign operations	Unrealized gain(loss) on financial assets at fair value through other comprehensive income	Equity attributable to owners of the parent company	Equity attributable to former owner of business combination under common control	Total equity
<b>Balance at January 1, 2023</b>	\$ 383,981	459,435	115,721	-	112,647	-	22,575	1,094,359	41,565	1,135,924
Net income for the year	-	-	-	-	61,989	-	-	61,989	3,358	65,347
Other comprehensive income for the year	-	-	-	-	-	(13)	40,014	40,001	(8)	39,993
Total comprehensive income for the year	-	-	-	-	61,989	(13)	40,014	101,990	3,350	105,340
Distribution of retained earnings										
Legal reserve	-	-	6,189	-	(6,189)	-	-	-	-	-
Special reserve	-	-	-	4,417	(4,417)	-	-	-	-	-
Cash dividends	-	-	-	-	(61,437)	-	-	(61,437)	-	(61,437)
Other changes in capital surplus	-	65	-	-	-	-	-	65	-	65
Organizational restructuring	-	-	-	-	(27,157)	(220)	-	(27,377)	(44,915)	(72,292)
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	6,796	-	(6,796)	-	-	-
<b>Balance at December 31, 2023</b>	383,981	459,500	121,910	4,417	82,232	(233)	55,793	1,107,600	-	1,107,600
Net income for the year	-	-	-	-	113,093	-	-	113,093	-	113,093
Other comprehensive income for the year	-	-	-	-	-	38	220,157	220,195	-	220,195
Total comprehensive income for the year	-	-	-	-	113,093	38	220,157	333,288	-	333,288
Distribution of retained earnings										
Legal reserve	-	-	4,163	-	(4,163)	-	-	-	-	-
Cash dividends	-	-	-	-	(49,150)	-	-	(49,150)	-	(49,150)
Special reserve reserve	-	-	-	(4,417)	4,417	-	-	-	-	-
Other changes in capital surplus	-	54	-	-	-	-	-	54	-	54
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	208,176	-	(208,176)	-	-	-
<b>Balance at December 31, 2024</b>	\$ 383,981	459,554	126,073	-	354,605	(195)	67,774	1,391,792	-	1,391,792

See accompanying notes to financial statements

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

**TSH Biopharm Corporation Ltd.**

**Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
<b>Cash flows from operating activities:</b>		
<b>Profit before tax</b>	\$ 140,120	76,460
<b>Adjustments:</b>		
Adjustments to reconcile profit		
Depreciation	8,607	7,785
Amortization	3,146	3,991
Expected credit loss	111	29
Interest expense	55	112
Interest income	( 2,900 )	( 6,217 )
Dividend income	( 6,528 )	( 6,464 )
Share of loss (profit) of associates accounted for using equity method	( 21,930 )	394
Loss on disposal of property, plant and equipment	190	42
Unrealized gain on sales	1,139	-
Impairment loss	8,799	-
Total adjustment to reconcile profit	( 9,311 )	( 328 )
<b>Changes in operating assets and liabilities:</b>		
(Increase) decrease in notes receivable	( 699 )	1,606
Increase in accounts receivable(including related parties)	( 12,317 )	( 2,531 )
(Increase) decrease in other receivables	( 154 )	162
Increase in inventories	( 41,881 )	( 16,012 )
Increase in other current assets	( 1,072 )	( 1,303 )
Increase (decrease) in notes payable (including related parties)	5	( 287 )
Increase (decrease) in accounts payable(including related parties)	3,241	( 2,499 )
Increase (decrease) in other payables	8,140	( 4,755 )
Increase (decrease) in other current liabilities	( 182 )	225
Total changes in operating assets and liabilities	( 44,919 )	( 25,394 )
Total adjustments	( 54,230 )	( 25,722 )
Cash flows from operations	85,890	50,738
Interest received	3,368	5,653
Interest paid	( 55 )	( 112 )
Income tax paid	( 9,379 )	( 15,868 )
<b>Net cash flows from operating activities</b>	<u>79,824</u>	<u>40,411</u>

(Continued)

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

**TSH Biopharm Corporation Ltd.**

**Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	(\$ 2,489 )	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	221,121	9,121
Acquisition of investments accounted for using the equity method	( 301,451 )	( 160,010 )
Acquisition of property, plant and equipment	( 493 )	( 2,202 )
Disposal of property, plant and equipment	250	-
Increase in deposits paid	( 1,556 )	( 1,422 )
Acquisition of intangible assets	-	( 177 )
Decrease (increase) in other financial assets - current	( 83,691 )	158,744
Increase in other assets - non-current	-	( 6,333 )
Increase in prepayment for equipment	( 879 )	( 3,151 )
Dividends received	<u>6,528</u>	<u>6,464</u>
<b>Net cash flows from (used in) investing activities</b>	<u>( 162,660 )</u>	<u>1,034</u>
<b>Cash flows used in financing activities:</b>		
Increase in deposit received	271	-
Payments of lease liabilities	( 4,557 )	( 4,485 )
Cash dividends paid	<u>( 49,150 )</u>	<u>( 61,437 )</u>
<b>Net cash flows used in financing activities</b>	<u>( 53,436 )</u>	<u>( 65,992 )</u>
Net decrease in cash and cash equivalents	( 136,272 )	( 24,477 )
Cash and cash equivalents at beginning of year	<u>379,999</u>	<u>404,476</u>
Cash and cash equivalents at end of year	<u><u>\$ 243,727</u></u>	<u><u>379,999</u></u>

See accompanying notes to financial statements

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of TSH Biopharm Corporation Ltd.

### Opinion

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

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

### Basis for Opinion

We conducted our audit in accordance with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the consolidated financial statements in the current period are stated as follow:

#### 4.Sales Revenue

Please refer to Note 4(13) of the financial statements for the accounting principles on revenue recognition. Revenues are recognized by net values of contract prices, less sales returns and allowances, after controls of the products are transferred to the customers.

Description of key audit matter:

The Group's sales is mainly from the selling of pharmaceuticals and chemical drugs. Because the customers are diversity and numerous, it takes longer time to verify sales transactions. Therefore, the occurrence is sales transactions is one of the important issue in performing our audit procedures.

How the matter was addressed in our audit:

Auditing procedures performed include testing the effectiveness of the design and implementing the internal control system of sales and collection operation ; testing the samples of sales transaction before and after the balance sheet date to ensure the correctness of sales revenue and inspecting the related

documents to ensure the adequacy and reasonableness of revenue recognition. The auditor also assessed whether the disclosure items related to revenue recognition in the consolidated financial statements are appropriate.

#### **5. Valuation of Inventories**

Please refer to notes 4(8), 5 and 6(4) of the notes to the consolidated financial statement for the accounting policies on measuring inventory, assumptions used and uncertainties considered in determining net realizable value, allowances for impairment loss and obsolescence and balances of impairment loss and obsolescence, respectively.

Description of key audit matter:

Inventories are stated at of cost and net realizable value. Due to fierce competition in pharmaceutical industry and the declining prices of health insurance drugs every year, which will affect the sales prices of related products, resulting in a risk that the cost of inventories to exceed its net value. Therefore, inventory evaluation is one of the key audit matters for our audit.

How the matter was addressed in our audit:

Our audit procedures for the above key audit matters included assessing the Group's inventory allowance amount based on the nature of the inventories; performing audit to check the correctness of the inventory age report; reviewing the Group's past inventory allowances and assessing whether the estimation methods and assumptions are appropriate; observe the inventory count and check the inventory status to assess whether the inventory is expired or damaged; sampling the latest sales prices of inventory and assessing the reasonableness of net realizable value; assessing whether disclosure items for inventory allowances are appropriate.

#### **6. Valuation of Goodwill Impairment**

Please refer to notes 4(12) Impairment of Non-financial Assets of the notes to the consolidated financial statement for the accounting policies on impairment assessments of intangible assets, notes 5(2) of the notes to the consolidated financial statement for the accounting estimates and assumptions concerning goodwill, and notes 6(9) Intangible Assets of the notes to the consolidated financial statement for further explanations regarding goodwill impairment assessments

Description of key audit matter:

The goodwill of the Group accounts for 13.46% of the total assets. The primary risk lies in the management's subjective judgment when assessing future cash flow assumptions, which carry a high degree of uncertainty and may affect the evaluation of recoverable value. Therefore, the goodwill impairment test is one of the most critical evaluation matters in the audit of the Group's financial statements.

How the matter was addressed in our audit:

Our audit procedures for the above key audit matters included obtaining the impairment assessment data for cash-generating units as evaluated by management, assessing the reasonableness of the valuation methods used by management to determine the recoverable amounts, evaluating the assumptions and sensitivities applied, including the identification of cash-generating units, cash flow forecasts, and discount rates, to ensure their appropriateness, and considering the adequacy of disclosures related to these assessments in the financial statements.

#### **Other Matter**

TSH Biopharm Corporation Ltd. has prepared the parent company only financial statements for the years 2024 and 2023, and they have been audited by our accountants who issued unqualified opinions with an emphasis of matter paragraph and unqualified opinions, respectively. The audit reports are on file for reference.

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

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

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

### **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 auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercised professional judgment and maintained professional skepticism throughout the audit. We also:

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

including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

The engagement partners on the audit resulting in this independent auditor's report are Yilien Han and Shin- Ting Huang.

KPMG

Taipei, Taiwan (Republic of China)

February 21, 2025

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and 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.



(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)  
**TSH Biopharm Corporation Ltd. and Subsidiaries**  
**Consolidated Balance Sheets**  
**December 31, 2024 and 2023**  
(Expressed in thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (notes 6(1) 、(5) \$ and (20))	588,342	32	576,585	41	2130	Contract liabilities-current (note 6(17))	1,039	-	1,842	-
1120	Current financial assets at fair value through other comprehensive income (notes 6(2) 、(20) and 13)	77,015	4	79,228	6	2150	Notes payable (note 6(5) and (20))	16,532	1	446	-
						2170	Accounts payable (note 6(5) and (20))	18,057	1	6,730	1
1150	Notes receivable, net (notes 6(3) 、(5) 、(17) and (20))	11,023	1	14,471	1	2180	Accounts payable to related parties (notes 6(20) and 7)	36,766	2	44,248	3
1170	Accounts receivable, net (notes 6(3) 、(5) 、(17) and (20))	199,483	11	193,095	14	2200	Other payables (notes 6(11) 、(20) and 7)	90,708	5	66,738	5
1180	Accounts receivable from related parties (notes 6(3) 、(17) 、(20) and 7)	1,177	-	766	-	2230	Current income tax liabilities (note 6(5))	32,232	1	2,972	-
1220	Current income tax assets	205	-	34	-	2280	Current lease liabilities (notes 6(5) 、(12) 、(20) 、(23) and 7)	10,101	-	7,397	1
1200	Other receivables (notes 6(20))	2,182	-	2,141	-	2300	Other current liabilities (note 6(5))	3,460	-	3,253	-
130x	Inventories (note 6(4) and (5))	176,075	10	118,395	9			208,895	10	133,626	10
1410	Prepayments	16,788	1	9,294	1						
1476	Other financial assets-current (notes 6(1) 、(5) 、(10) and (20))	232,000	13	116,309	8						
1479	Other current assets –other (notes 6(10) and 7)	412	-	3,441	-						
		1,304,702	72	1,113,759	80	<b>Non-current liabilities:</b>					
						2580	Non-current lease liabilities (notes 6(5) 、(12) 、(20) 、(23) and 7)	10,330	1	-	-
<b>Non-current assets:</b>						<b>Total liabilities</b>		219,225	11	133,626	10
1517	Non-current financial assets at fair value through other comprehensive income (notes 6(2) 、(20) and 13)	186,213	10	182,475	13	<b>Equity (note 6(15)) :</b>					
1600	Property, plant and equipment (note 6(5) and (7))	19,989	1	25,359	2	3100	Capital stock	383,981	21	383,981	27
1755	Right-of-use assets (note 6 (5) and (8))	20,425	1	7,316	1	3200	Capital surplus	459,500	25	459,500	33
							Retained earnings :				
1780	Intangible assets (note 6 (5) and (9))	287,652	16	53,636	4	3310	Legal reserve	126,073	7	121,910	9
1840	Deferred income tax assets (note 6 (14))	4,015	-	1,509	-	3320	Special reserve	-	-	4,417	-
1915	Prepayment for equipment	4,030	-	3,151	-	3350	Unappropriated retained earnings	354,605	19	82,232	6
1920	Refundable deposits paid (notes 6(10) 、(20) and 7)	8,750	-	6,237	-	3400	Other equity	67,579	4	55,560	4
1995	Other non-current assets (notes 6(5) 、(10) and 9)	6,417	-	6,417	-		Equity attributable to owners of the parent company	1,391,792	76	1,107,600	79
		537,491	28	286,100	20	36xx	Non-controlling interest (note 6(5) and (6))	231,176	13	158,633	11
							<b>Total equity</b>	1,622,968	89	1,266,233	90
<b>Total assets</b>		\$ 1,842,193	100	1,399,859	100	<b>Total liabilities and equity</b>		\$ 1,842,193	100	1,399,859	100

See accompanying notes to financial statements

(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)

**TSH Biopharm Corporation Ltd. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
**For the years ended December 31, 2024 and 2023**

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

		2024		2023	
		AMOUNT	%	AMOUNT	%
4000	Operating revenue (notes 6(17) and 7)	\$ 1,115,716	100	\$ 810,917	100
5000	Operating costs (notes 6(4) and 7)	532,954	48	411,018	51
	<b>Gross profit</b>	<b>582,762</b>	<b>52</b>	<b>399,899</b>	<b>49</b>
6000	<b>Operating expenses (notes 6(3)、(12)、(13)、(18)、7 and 12):</b>				
6100	Selling expenses	249,473	22	215,734	27
6200	Administrative expenses	134,683	12	97,656	12
6300	Research and development expenses	27,987	3	24,813	3
6450	Expected credit loss (gain)	763	-	(1,934)	-
		<b>412,906</b>	<b>37</b>	<b>336,269</b>	<b>42</b>
	<b>Operating income</b>	<b>169,856</b>	<b>15</b>	<b>63,630</b>	<b>7</b>
	<b>Non-operating income and expenses (notes 6(12)、(19) and 7):</b>				
7100	Interest income	5,456	-	6,600	1
7010	Other income	2,302	-	915	-
7020	Other gains and losses	(3,725)	-	5,634	1
7050	Finance costs	(456)	-	(688)	-
		<b>3,577</b>	<b>-</b>	<b>12,461</b>	<b>2</b>
	<b>Profit before tax</b>	<b>173,433</b>	<b>15</b>	<b>76,091</b>	<b>9</b>
7950	<b>Income tax expense (note 6(14))</b>	<b>(39,285)</b>	<b>(4)</b>	<b>(11,113)</b>	<b>(1)</b>
	<b>Profit for the year</b>	<b>\$ 134,148</b>	<b>11</b>	<b>\$ 64,978</b>	<b>8</b>
8300	<b>Other comprehensive income</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8316	Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	220,157	20	40,014	5
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>	<b>220,157</b>	<b>20</b>	<b>40,014</b>	<b>5</b>
8360	<b>Components of other comprehensive income that may be reclassified subsequently to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	73	-	(41)	-
8399	Income tax related to components of other comprehensive income that may be reclassified to profit or loss	-	-	-	-
8300	<b>Other comprehensive income (after tax)</b>	<b>220,230</b>	<b>20</b>	<b>39,973</b>	<b>5</b>
8500	<b>Total comprehensive income</b>	<b>\$ 354,378</b>	<b>31</b>	<b>\$ 104,951</b>	<b>13</b>
	<b>Profit attributable to:</b>				
8610	Equity holders of the parent company	\$ 113,093	9	\$ 61,989	8
8615	Equity attributable to former owner of business combination under common control	-	-	3,358	-
8620	Non-controlling interest	21,055	2	(369)	-
		<b>\$ 134,148</b>	<b>11</b>	<b>\$ 64,978</b>	<b>8</b>
	<b>Total comprehensive income attributable to:</b>				
8710	Equity holders of the parent company	\$ 333,288	29	\$ 101,990	13
8715	Equity attributable to former owner of business combination under common control	-	-	3,350	-
8720	Non-controlling interest	21,090	2	(389)	-
		<b>\$ 354,378</b>	<b>31</b>	<b>\$ 104,951</b>	<b>13</b>
	<b>Earnings per share (note 6(16))</b>				
9750	<b>Basic earnings per share</b>	<b>\$ 2.95</b>		<b>\$ 1.61</b>	
9850	<b>Diluted earnings per share</b>	<b>\$ 2.94</b>		<b>\$ 1.61</b>	

See accompanying notes to financial statements

(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)  
**TSH Biopharm Corporation Ltd. and Subsidiaries**  
**Consolidated Statements of Changes in Equity**  
**For the years ended December 31, 2024 and 2023**  
(Expressed in Thousands of New Taiwan Dollars)

	Retained Earnings					Other Equity Interest					
	Ordinary share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Cumulative translation differences of foreign operations	Unrealized gain(loss) on financial assets at fair value through other comprehensive income	Equity attributable to owners of the parent company	Equity attributable to former owner of business combination under common control	on-controlling interest	Total equity
<b>Balance at January 1, 2023</b>	\$ 383,981	459,361	115,721	-	112,647	-	22,575	1,094,359	41,565	76,742	1,212,666
Net income for the year	-	-	-	-	61,989	-	-	61,989	3,358	(369)	64,978
Other comprehensive income for the year	-	-	-	-	-	(13)	40,014	40,001	(8)	(20)	39,973
Total comprehensive income for the year	-	-	-	-	61,989	(13)	40,014	101,990	3,350	(389)	104,951
Distribution of retained earnings											-
Legal reserve	-	-	6,189	-	(6,189)	-	-	-	-	-	-
Special reserve	-	-	-	4,417	(4,417)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(61,437)	-	-	(61,437)	-	-(	61,437)
Other changes in capital surplus	-	65	-	-	-	-	-	65	-	-	65
Organizational restructuring	-	-	-	-	(27,157)	(220)	-	(27,377)	(44,915)	72,292	-
Change in non-controlling interest	-	-	-	-	-	-	-	-	-	9,988	9,988
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	6,796	-	(6,796)	-	-	-	-
<b>Balance at December 31, 2023</b>	383,981	459,500	121,910	4,417	82,232	(233)	55,793	1,107,600	-	158,633	1,266,233
Net income for the year	-	-	-	-	113,093	-	-	113,093	-	21,055	134,148
Other comprehensive income for the year	-	-	-	-	-	38	220,157	220,195	-	35	220,230
Total comprehensive income for the year	-	-	-	-	113,093	38	220,157	333,288	-	21,090	354,378
Distribution of retained earnings											-
Legal reserve	-	-	4,163	-	(4,163)	-	-	-	-	-	-
Special reserve	-	-	-	(4,417)	(49,150)	-	-	(49,150)	-	-(	49,150)
Cash dividends	-	-	-	-	4,417	-	-	-	-	-	-
Other changes in capital surplus	-	54	-	-	-	-	-	54	-	-	54
Change in non-controlling interest	-	-	-	-	-	-	-	-	-	51,453	51,453
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	208,176	-	(208,176)	-	-	-	-
<b>Balance at December 31, 2024</b>	\$ 383,981	459,554	126,073	-	354,605	(195)	67,774	1,391,792	-	231,176	1,622,968

See accompanying notes to financial statements.

(English Translation of the Consolidated Financial Statements Originally Issued in Chinese)

**TSH Biopharm Corporation Ltd. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2024 and 2023**  
(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
<b>Cash flows from operating activities:</b>		
<b>Profit before tax</b>	\$ 173,433	\$ 76,091
<b>Adjustments:</b>		
Adjustments to reconcile profit		
Depreciation	18,268	11,251
Amortization	10,685	11,320
Expected credit loss (gain)	763 (	1,934 )
Interest expense	456	688
Interest income	( 5,456 ) (	6,600 )
Dividend income	( 6,528 ) (	6,464 )
Loss on disposal of property, plant and equipment	867	42
Impairment loss	8,799	-
Gain on lease modification	( 6 )	-
Total adjustment to reconcile profit	<u>27,848</u>	<u>8,303</u>
<b>Changes in operating assets and liabilities:</b>		
Decrease in notes receivable	8,055	1,664
Decrease (increase) in accounts receivable (including related parties)	48,606 (	5,517 )
Decrease (increase) in other receivables	( 588 )	252
Increase in inventories	( 44,911 ) (	11,005 )
Decrease (increase) in other current assets	( 913 )	2,624
Decrease in contract liabilities	( 803 ) (	3,590 )
Increase (decrease) in notes payable (including related parties)	14,572 (	287 )
Decrease in accounts payable(including related parties)	( 43,137 ) (	5,925 )
Increase (decrease) in other payables	15,534 (	12,982 )
Decrease in other current liabilities	( 259 )	( 5,205 )
Total changes in operating assets and liabilities	<u>( 3,844 )</u>	<u>( 39,971 )</u>
Total adjustments	<u>24,004</u>	<u>( 31,668 )</u>
Cash flows from operations	197,437	44,423
Interest received	6,027	6,036
Interest paid	( 456 ) (	688 )
Income tax paid	( 19,240 )	( 15,899 )
<b>Net cash flows from operating activities</b>	<u>183,768</u>	<u>33,872</u>

(Continued)

**TSH Biopharm Corporation Ltd. and Subsidiaries****Consolidated Statements of Cash Flows****For the years ended December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
<b>Cash flows from (used in) investing activities:</b>		
Proceeds from acquisition of financial assets at fair value through other comprehensive income	(\$ 2,489 )	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	221,121	9,121
Acquisition of subsidiaries (net of cash acquired)	( 242,870 )	-
Acquisition of property, plant and equipment	( 846 )	( 2,229 )
Disposal of property, plant and equipment	295	-
Acquisition of intangible assets	( 1,018 )	( 177 )
Decrease (increase) in guarantee deposits paid	466	( 1,422 )
Decrease (increase) in other financial assets - current	( 90,691 )	158,744
Decrease (increase) in other non-current assets	-	( 6,333 )
Increase in prepayment for equipment	( 879 )	( 3,151 )
Dividends received	<u>6,528</u>	<u>6,464</u>
<b>Net cash flows from (used in) investing activities</b>	<u>( 110,383 )</u>	<u>161,017</u>
<b>Cash flows used in financing activities:</b>		
Decrease in short-term borrowings	-	( 20,000 )
Decrease in long-term borrowings	-	( 28,447 )
Payments of lease liabilities	( 12,535 )	( 7,281 )
Cash dividends paid	( 49,150 )	( 61,437 )
Change in non-controlling interests	<u>-</u>	<u>9,988</u>
<b>Net cash flows used in financing activities</b>	<u>( 61,685 )</u>	<u>( 107,177 )</u>
Effect of fluctuations in exchange rate	57	( 31 )
Net increase in cash and cash equivalents	11,757	87,681
Cash and cash equivalents at beginning of year	<u>576,585</u>	<u>488,904</u>
Cash and cash equivalents at end of year	<u><u>\$ 588,342</u></u>	<u><u>\$ 576,585</u></u>

See accompanying notes to financial statements.

# IX. Appendices

## Appendix I

### **TSH Biopharm Corporation Ltd. Articles of Incorporation**

#### Chapter 1 General Provisions

Article 1: The Company is duly incorporated as a company limited by shares in accordance with the Company Act, and shall have the name of “東生華製藥股份有限公司” in the Chinese language and “TSH BIOPHARM CORPORATION LIMITED” in the English Language.

Article 2: The business of the Company is as follows:

1. C199990 Manufacture of Other Food Products Not Elsewhere Classified.
2. C802060 Veterinary Drug Manufacturing.
3. F102170 Wholesale of Foods and Groceries.
4. F108021 Wholesale of Western Pharmaceutical.
5. F108031 Wholesale of Medical Devices.
6. F208021 Retail Sale of Western Pharmaceutical.
7. F208031 Retail Sale of Medical Apparatus.
8. F401010 International Trade.
9. F601010 Intellectual Property Rights.
10. IC01010 Medicine Inspection.
11. IG01010 Biotechnology Services.
12. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company is headquartered in Taipei City and may set up a branch or operational premises inside and outside the territory of the Republic of China if required, subject to a resolution by the Company's Board of Directors.

Article 4: The Company may make guarantees for industry peers whenever the business requires. The total amount of reinvestment made by the Company may exceed 40% of its paid-in capital.

Article 5: Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

#### Chapter 2: Shares

Article 6: The Company's authorized capital shall be NT\$1 billion, divided into 100 million shares, at NT\$10 each; such shares may be issued in installments, subject to an approval from the Board of Directors. Of the registered capital mentioned in the previous paragraph, NT\$100 million divided into 10 million shares shall be retained for subscription by employees when they exercise their stock warrants.

Article 6-1: Parties eligible for receiving the shares repurchased by the Company by law, employee stock warrant certificates, new restricted employee shares, and the shares of a follow-on offering that are reserved for employees' subscription may include the employees of a controlled or subordinate company who meet certain criteria. The criteria, and the manner in which the shares are transferred, distributed, or subscribed shall be determined by the Board of Directors.

Article 7: The shares issued by the Company need not take the form of share certificates, but shall be registered with the centralized securities depository institutions.

Article 8: The transfer, ownership transfer, inheritance, bestowal, or pledge of rights or other share-related affairs shall be carried out in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” and relevant laws and regulations.

Article 9: The Company shall suspend the transfer of shares sixty days prior to an annual shareholders' meeting, thirty days prior to an extraordinary shareholders' meeting, and five days prior to the record date for the distribution of dividends, bonuses, or other interests.

#### Chapter 3 Shareholders' Meeting

Article 10: An Annual Shareholders' Meeting shall be convened once a year within 6 months after the end of a fiscal year. An Extraordinary Shareholders' Meeting may be convened at any time in the manner specified in law whenever required.

The Company's convening a Shareholders' Meeting may be by video conferencing or other means announced by the competent authority. The qualifications, operating procedures, and other compliance matters required for holding a video conference shall be in accordance with the regulations of the competent authority.

Article 11: The Company shall notify its intention to convene an annual shareholders' meeting to shareholders in writing at least 30 days before the intended convention date. The Company shall notify its intention to convene an extraordinary shareholders' meeting to shareholders in writing at least 15 days before the intended convention

date. The reason for the convening a meeting shall be stated in the notice or announcement.

Article 12: A shareholder shall be entitled to one vote for each share held, except when the shares are under any circumstance specified in Article 179 of the Company Act.

Article 13: If a shareholder is not able to attend the shareholders' meeting in person for any reason, he/she may designate a proxy to attend the shareholders' meeting by executing the proxy form printed by the Company. Matters in this regard shall be carried out by Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies."

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

Article 15: Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the Chairman of the meeting and a copy shall be distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be distributed by means of announcements. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the Chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results. The minutes shall be retained for the duration of the existence of the Company.

The attendance book bearing the signature of attending shareholders, and the proxy forms shall be retained for at least 1 year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of The Company Act, the above-mentioned documents must be retained until the end of the litigation.

Article 16: If the Company wishes to cease to be a public company, it may do so only after obtaining an approval from the shareholders' meeting; this article shall not be changed during the Company's listing on TWSE, or TPEx.

#### Chapter 4: Directors and Audit Committee

Article 17: The Company shall have seven to eleven directors, who shall be elected by the shareholders' meeting from among the director nominees list through a candidate nomination system. They shall be in office for three years, and may be re-elected; if the term of office expires before the following election takes place, the term of office may be extended until the newly elected directors take office. The number of shares of the Company all directors of the Company as a whole are obliged to hold is set in accordance with the standard set forth in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by the competent authority.

Election of the Company's directors shall be made through a unit-nominal cumulative voting system. Where there is a need to revise the election method, the Company may do so in accordance with Article 172, Paragraph 5 of the Company Act, and shall state a comparison of the election methods before and after revision in tabular format in the reasons for convening the shareholders' meeting.

Article 18: Of the said number of directors, at least two shall be independent directors, who shall constitute at least one fifth of all directors. The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination, and other requirements with regard to the independent directors shall be set forth in accordance with the regulations of the competent authority.

Article 19: When the number of vacancies in the Board of Directors of the Company equals to one-third of the total number of directors, the Board of Directors shall call a special meeting of shareholders to elect succeeding directors to fill the vacancies. However, directors so elected shall serve a term equal to the remaining term of the predecessor.

Article 20: The board meeting of the Company shall be convened at least once a quarter.

The reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called at short notice.

The notice of the convention of the meeting mentioned in the preceding paragraph may be given by correspondence, fax, or email.

Article 20-1: The Board of Directors may set up an audit committee, remuneration committee, or other functional committees based on operating needs. The audit committee shall be composed of all independent directors, of whom at least one shall be the convener and at least one shall be an expert in accounting or finance.

The duties, charter, and exercise of powers of the audit committee mentioned in the preceding paragraph, and other compliance matters thereof, shall be carried out in accordance with the regulations of the competent authority and the Company.

Article 21: The Board of Directors shall be composed of directors. A chairman of the Board of Directors shall be elected from among the directors by a majority vote at a Board of Directors meeting attended by two-thirds or more of all directors. A vice chairman of the Board of Directors shall be elected in the same manner.

Article 22: When the Chairman asks for leave or cannot exercise his powers for any reason, his proxy shall handle the matters in accordance with Article 208 of the Company Act.

Article 23: Directors shall attend the board meeting in person. When a director designates a proxy to attend the meeting on his/her behalf, such designation of proxy shall be made in accordance with Article 205 of the Company Act. Where a Board of Directors meeting is convened by videoconferencing, directors attending the meeting by videoconferencing shall be deemed to have attended the meeting in person.

Article 24: All business policies and important matters of the Company shall be in accordance with the resolutions of the

Board of Directors. Resolutions at a Board of Directors meeting shall be adopted by a majority vote of the directors present, who represent more than one-half of the total number of directors, unless the Company Act provides otherwise.

Article 25: The Company shall purchase liability insurance for directors to reduce the risk of directors being sued by shareholders or other stakeholders due to performance of duties as required by law.

Article 26: When directors perform duties, the Company must pay them compensation regardless of the Company's being in profit or loss. The Board of Directors is authorized to determine the compensation based on directors' participation in the Company's operations and the value of their contribution, and by reference to the prevailing payment standards among industry peers. If the Company makes profits, additional remuneration shall be paid in the manner specified in Article 29.

#### Chapter 5: Managers

Article 27: The Company may have several managers. Their appointment, dismissal, and compensation shall comply with Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 28: The Company shall do a final accounting at the end of a fiscal year, which spans from January 1 through December 31. The Company's Board of Directors shall compile the following documents at the end of a fiscal year and submit them to the Shareholders' Meeting for adoption.

1. Business Report
2. Financial Statements.
3. Proposal to distribute earnings or compensate for prior losses.

Article 29: Where the Company makes a profit in the year, it shall allocate 2% to 8% of the profit as employee compensation, which may be paid out in stock or cash as per the resolution by the Board of Directors. The recipients of the compensation may include employees of a controlled or subordinate companies who meet certain criteria. The Company may allocate no more than 2% of the above-mentioned profit as the directors' compensation, which can be paid only in cash. The proposals to distribute compensation to employees and directors shall be reported at the Shareholders' Meeting.

However, if the Company is still in losses, an amount equal to such losses shall be reserved before such earnings can be distributed as employees' compensation and directors' compensation in the proportion mentioned above.

Article 29-1: In the event of surplus earnings after the closing of annual accounts, due taxes shall be paid in accordance with the law, and losses incurred in previous years shall be compensated for. Upon completion of the preceding actions, 10% of the remainder surplus shall be allocated as legal reserves. However, in the event that the accumulated legal reserves are equivalent to or exceed the Company's total paid-in capital, such allocation may be exempted. The remainder may be set aside or reversed as special surplus reserve in accordance with laws and regulations. If there are remainder earnings, the Board of Directors shall draft an earnings distribution proposal regarding the remainder of the earnings plus accumulated undistributed earnings for approval at the shareholders' meeting, at which the allocation of shareholders' dividends shall be decided.

Article 30: As the end of each year, the Board of Directors takes into account factors, including the Company's profitability, capital and financial structure, future operating needs, cumulative earnings, legal reserves, and market competition, and then drafts an earnings distribution proposal and submits it to the shareholders' meeting for resolution before distributing earnings.

Article 31: The Company may, as per financial, business, and operating factors, distribute no less than 50% of the distributable earnings for the year. To reinforce the Company's financial structure and take into account investors' rights and interests, the Company adopts a dividend balance approach and pays out more than 50% of the dividends distributed in the year as cash dividends.

#### Chapter 7 Supplementary Provisions

Article 32: Any matter not covered in this Articles of Incorporation shall be implemented in accordance with the Company Act and other related laws & regulations.

Article 33: This Articles of Incorporation was established on June 25, 2010.

The 1st amendment was made on December 20, 2010.

The 2nd amendment was made on October 6, 2011.

The 3rd amendment was made on June 19, 2013.

The 4th amendment was made on June 23, 2015.

The 5th amendment was made on June 23, 2016.

The 6th amendment was made on June 15, 2017.

The 7th amendment was made on June 15, 2018.

The 8th amendment was made on May 29, 2020.

The 9th amendment was made on May 25, 2023.



## Appendix 2

### **TSH Biopharm Corporation Ltd. Rules of Procedure for Shareholders' Meeting**

- I. The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law or regulation, shall be as provided in these Rules.
- II. The Shareholders' Meeting shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance is counted based on the number of shares indicated on the attendance book and represented by the submitted attendance card, plus the number of shares cast electronically.
- III. The attendance and voting at the shareholders' meeting shall be calculated in accordance with shares.
- IV. The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
- V. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Chairman shall appoint one of the directors to act as an acting chairman. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as the Chairman. If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting.
- VI. The Company may designate its attorney, certified public accountant, or other relevant persons to attend the meeting. Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands.
- VII. The Company shall audio or video record the whole meeting proceedings and shall keep the audio or videos for at least one year.
- VIII. The Chairman shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the Chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If after two postponements the attending shareholders represent less than one-third of the total number of issued shares, the Chair may announce that the meeting has failed to be convened for lack of a quorum. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, a tentative resolution may be adopted according to Article 175, Paragraph 1 of the Company Act. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the Chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.
- IX. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the powers to convene that is not the Board of Directors. The Chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Shareholders' Meeting. After the conclusion of the meeting, shareholders may not elect a chair to continue the meeting at the original meeting venue or another place.
- X. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairman. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the Chair shall stop any violation.
- XI. XI. Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chair may terminate the speech.
- XII. XII. When a juristic person serves as an agent to attend the shareholders' meeting, it may only appoint one person as a representative at the meeting. When a juristic person shareholder appoints two or more representatives to

attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

XIII. The Chairman may reply in person or assign relevant personnel to reply after shareholders attended the shareholders' meeting spoke.

XIV. When the Chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

XVI. When a meeting is in progress, the chairman may announce a break based on time considerations.

XVII. The voting of motions shall be approved by more than 50% of the voting powers from present shareholders unless the Company Act and the Articles of Incorporation regulate otherwise. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.

XVIII. Where there are amendments or alternatives to single motion, the chairman decide the voting order of such alone with original motion. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

XIX. The Chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor".

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

XXI. These Rules were established on September 1, 2010.

The 1st amendment was made on May 29, 2020.

## Appendix 3

### Shareholding status of all directors as a whole

Book closure date: March 30, 2025

Title	Name	Number of shares registered in the register of shareholders
Chairman	TTY Biopharm Company Limited Representative: Chuan Lin	21,687,177
Director	TTY Biopharm Company Limited Representative: CARL HSIAO Representative: Kang-Chi Chou Representative: Yong-Liang Wu	
Independent Director	Te-Yu Chou	0
Independent Director	Rwei-Syun Chen	0
Independent Director	Yaw-Bin Huang	0
Independent Director	Shiow-Ming Wu	0
Independent Director	Yuen-Liang Lai	0

Note:

1. As of March 30, 2025, the Company issued a total of 38,398,140 shares.
2. The minimum shareholding required of all directors as a whole is 3,600,000 shares, and the number of shares registered in the shareholder register is 21,687,177 shares.