

TSH BIOPHARM CORPORATION LIMITED
2025 Annual General Meeting Minutes
(Translation Version)

- Time: May 28, 2025(Friday) 9:00 AM
- Location: International Conference Room, 2nd Floor, Building A, Nankang Software Park
(2nd Floor, No. 19-10, Sanchong Rd., Nangang Dist., Taipei City)
- Total outstanding TSH shares: 38,398,140 shares
Total shares represented by shareholder present in person or by proxy: 23,637,255 shares
Percentage of shares held by shareholder present in person or by proxy: 61.55%
- Directors Present: Lin, Chuan; Carl Hsiao; Wu, Yong-Liang; Chou, Te-Yu (Independent Director & Chairman of the Audit Committee); Huang, Yaw-Bin (Independent Director)
- Attendance: Tseng, Kuo-Yang CPA of KPMG; Lin, Cheng-Lung of Guo Lian Law Office
- Chairman: Lin, Chuan
- Recorder: Huang, Shu-Ping

Meeting procedures

- 1. Calling the Meeting to Order.**
- 2. Meeting formalities.**
- 3. Chairman's remarks. (Omitted)**
- 4. Report Items.**
 - (1) The Company's 2024 Business Report. (Please refer to Attachment 1)
 - (2) The Audit Committee reviews the financial statements of 2024. (Please refer to Attachment 2)
 - (3) Report on the distribution of compensation to employees and directors of 2024. (Please refer to Handbook)

(4) Report on the remuneration to Directors of the Company for the year 2024. (Please refer to Attachment 3)

(5) Report on significant related party transactions in 2024. (Please refer to Handbook)

5. Ratification Items.

Item 1

Proposed by the Board of

Directors

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 and Attachment 4, respectively.

Voting Results: Shares represented at the time of voting: 23,637,255 shares

Voting Results	percentage of the total represented share present
Votes in favor: 23,598,550 shares (including votes casted electronically 22,221,213 shares)	99.83%
Votes against: 34,816 shares (including votes casted electronically 34,816 shares)	0.14%
Invalid votes: 0 shares	0.00%
Votes abstained and not voted: 3,889 shares (including votes casted electronically 3,889 shares)	0.01%

Resolution: RESOLVED, 99.83% of total represented voting rights present voted for and this proposal was approved as proposed.

Item 2

Proposed by the Board of Directors

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. The amount of dividends distributed to each shareholder will be paid in integers, with the fraction thereof recognized as the Company's other income. 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 payable 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	Remarks
Undistributed earnings at the beginning of the period	33,337,412	Cash dividends of NT\$2.12 per share
Add: Disposal of equity instrument 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

Manager: Sze-Yuan Yang

Accounting Manager: Chen-Ju Kan

Voting Results: Shares represented at the time of voting: 23,637,255 shares

Voting Results	percentage of the total represented share present
Votes in favor: 23,598,550 shares (including votes casted electronically 22,221,213 shares)	99.83%
Votes against: 34,816 shares (including votes casted electronically 34,816 shares)	0.14%
Invalid votes: 0 shares	0.00%
Votes abstained and not voted: 3,889 shares (including votes casted electronically 2,889 shares)	0.01%

Resolution: RESOLVED, 99.83% of total represented voting rights present voted for and this proposal was approved as proposed.

6. Discussions

Item 1 (Proposed by the Board of Directors)
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
Article 18 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.	Article 18 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.	Amended to align with Corporate Governance 3.0 Sustainable Development Roadmap.
Article 29 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 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 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 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. <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>	The wording is added and amended in accordance with the Order issued by Financial Supervisory Commission, the direction No. 1130385442.
Article 33 These Articles of Incorporation were 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.	Article 33 These Articles of Incorporation were 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.	Add an amendment date.

Clause before amendment	Clause after amendment	Description of amendment
The 8th amendment was made on May 29, 2020. The 9th amendment was made on May 25, 2023.	The 8th amendment was made on May 29, 2020. The 9th amendment was made on May 25, 2023. The 10th amendment was made on May 28, 2025.	

Voting Results: Shares represented at the time of voting: 23,637,255 shares

Voting Results	percentage of the total represented share present
Votes in favor: 23,599,528 shares (including votes casted electronically 22,222,191 shares)	99.84%
Votes against: 34,838 shares (including votes casted electronically 34,838 shares)	0.14%
Invalid votes: 0 shares	0.00%
Votes abstained and not voted: 2,889 shares (including votes casted electronically 2,889 shares)	0.01%

Resolution: RESOLVED, 99.84% of total represented voting rights present voted for and this proposal was approved as proposed.

7. Questions and Motions : None.

8. Adjournment: 9 : 26 AM, May 28, 2025

There is no question from shareholders at this Annual General Meeting.

(The minutes of the shareholder's general meeting record the essentials and results of the meeting in accordance with Article 183, Item 4 of the Company Act. The contents, procedures and shareholder speeches of the meeting are still subject to the audio-visual records of the meeting.)

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
		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	Cash Amount	Stock Amount	Cash Amount	Stock Amount	Company	All consolidated entities (Note 7)	
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 of sales transactions is one of the important issues 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 transactions 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 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 are 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

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)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
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	Non-current liabilities:					
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	-	-	-
Non-current assets:								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		Total liabilities	106,352	7	70,147	6
1550	Investments accounted for using equity method (note 6 (5))	491,401	33	169,121	14	Equity (note 6(2) and (14)) :					
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				
							Legal reserve	126,073	8	121,910	10
40	Deferred income tax assets (note 6(13))	3,586	-	1,509	-	3320	Special reserve	-	-	4,417	-
1915	Prepayment for equipment	4,030	-	3,151	-	3350	Unappropriated retained earnings	354,605	23	82,232	7
1920	Refundable deposits paid (notes 6(9) 、(19) and 7)	7,027	1	5,471	1	3400	Other equity	67,579	5	55,560	5
1995	Other non-current financial assets (notes 6(9) and (19))	6,417	-	6,417	1		Total equity	1,391,792	93	1,107,600	94
		727,063	49	407,416	35						
Total assets		\$ 1,498,144	100	1,177,747	100	Total liabilities and equity		\$ 1,498,144	100	1,177,747	100

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	-	-	-
	Gross profit	358,096	57	286,928	58
6000	Operating expenses (notes 6(3)、(11)、(12)、(17)、7 and 12):				
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
	Operating income	117,264	19	65,132	14
	Non-operating income and expenses (notes 6(11)、(18) and 7):				
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
	Profit before tax	140,120	22	76,460	16
7950	Income tax expense (note 6(13))	(27,027)	(4)	(11,113)	(2)
	Profit for the year	113,093	18	65,347	14
8300	Other comprehensive income				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
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	-	-	-	-
	Components of other comprehensive income that will not be reclassified to profit or loss	220,157	35	40,014	8
8360	Components of other comprehensive income that may be reclassified subsequently to profit or loss				
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	-	-	-	-
	Components of other comprehensive income that will not be reclassified to profit or loss	38	-	(21)	-
8300	Other comprehensive income (after tax)	220,195	35	39,993	8
8500	Total comprehensive income	\$ 333,288	53	\$ 105,340	22
8600	Profit attributable to:				
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
		\$ 113,093	18	\$ 65,347	14
	Total comprehensive income attributable to:				
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
		\$ 333,288	53	\$ 105,340	22
	Earnings per share (note 6(15))				
9750	Basic earnings per share	\$ 2.95		\$ 1.61	
9850	Diluted earnings per share	\$ 2.94		\$ 1.61	

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
Balance at January 1, 2023	\$ 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)	-	-	-
Balance at December 31, 2023	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)	-	-	-
Balance at December 31, 2024	\$ 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>
Cash flows from operating activities:		
Profit before tax	\$ 140,120	76,460
Adjustments:		
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)
Changes in operating assets and liabilities:		
(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)
Net cash flows from operating activities	<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>
Cash flows from (used in) investing activities:		
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>
Net cash flows from (used in) investing activities	<u>(162,660)</u>	<u>1,034</u>
Cash flows used in financing activities:		
Increase in deposit received	271	-
Payments of lease liabilities	(4,557)	(4,485)
Cash dividends paid	<u>(49,150)</u>	<u>(61,437)</u>
Net cash flows used in financing activities	<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

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	%
Current assets:						Current liabilities:					
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						
Non-current assets:						Non-current liabilities:					
1517	Non-current financial assets at fair value through other comprehensive income (notes 6(2) 、(20) and 13)	186,213	10	182,475	13	2580	Non-current lease liabilities (notes 6(5) 、(12) 、(20) 、(23) and 7)	10,330	1	-	-
							Total liabilities	219,225	11	133,626	10
1600	Property, plant and equipment (note 6(5) and (7))	19,989	1	25,359	2	Equity (note 6(15)) :					
1755	Right-of-use assets (note 6 (5) and (8))	20,425	1	7,316	1	3100	Capital stock	383,981	21	383,981	27
						3200	Capital surplus	459,500	25	459,500	33
1780	Intangible assets (note 6 (5) and (9))	287,652	16	53,636	4		Retained earnings :				
1840	Deferred income tax assets (note 6 (14))	4,015	-	1,509	-	3310	Legal reserve	126,073	7	121,910	9
1915	Prepayment for equipment	4,030	-	3,151	-	3320	Special reserve	-	-	4,417	-
1920	Refundable deposits paid (notes 6(10) 、(20) and 7)	8,750	-	6,237	-	3350	Unappropriated retained earnings	354,605	19	82,232	6
1995	Other non-current assets (notes 6(5) 、(10) and 9)	6,417	-	6,417	-	3400	Other equity	67,579	4	55,560	4
		537,491	28	286,100	20		Equity attributable to owners of the parent company	1,391,792	76	1,107,600	79
						36xx	Non-controlling interest (note 6(5) and (6))	231,176	13	158,633	11
							Total equity	1,622,968	89	1,266,233	90
Total assets		\$ 1,842,193	100	1,399,859	100	Total liabilities and equity		\$ 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
	Gross profit	582,762	52	399,899	49
6000	Operating expenses (notes 6(3) 、(12) 、(13) 、(18) 、7 and 12):				
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)	-
		412,906	37	336,269	42
	Operating income	169,856	15	63,630	7
	Non-operating income and expenses (notes 6(12) 、(19) and 7):				
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)	-
		3,577	-	12,461	2
	Profit before tax	173,433	15	76,091	9
7950	Income tax expense (note 6(14))	(39,285)	(4)	(11,113)	(1)
	Profit for the year	\$ 134,148	11	\$ 64,978	8
8300	Other comprehensive income				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
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	-	-	-	-
	Components of other comprehensive income that will not be reclassified to profit or loss	220,157	20	40,014	5
8360	Components of other comprehensive income that may be reclassified subsequently to profit or loss				
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	Other comprehensive income (after tax)	220,230	20	39,973	5
8500	Total comprehensive income	\$ 354,378	31	\$ 104,951	13
	Profit attributable to:				
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)	-
		\$ 134,148	11	\$ 64,978	8
	Total comprehensive income attributable to:				
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)	-
		\$ 354,378	31	\$ 104,951	13
	Earnings per share (note 6(16))				
9750	Basic earnings per share	\$ 2.95		\$ 1.61	
9850	Diluted earnings per share	\$ 2.94		\$ 1.61	

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	Non-controlling interest	Total equity
Balance at January 1, 2023	\$ 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)	-	-	-	-
Balance at December 31, 2023	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)	-	-	-	-
Balance at December 31, 2024	\$ 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>
Cash flows from operating activities:		
Profit before tax	\$ 173,433	\$ 76,091
Adjustments:		
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>
Changes in operating assets and liabilities:		
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	(3,844)	(39,971)
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)
Net cash flows from operating activities	<u>183,768</u>	<u>33,872</u>

(Continued)

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>
Cash flows from (used in) investing activities:		
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>
Net cash flows from (used in) investing activities	<u>(110,383)</u>	<u>161,017</u>
Cash flows used in financing activities:		
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>
Net cash flows used in financing activities	<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>\$ 588,342</u>	<u>\$ 576,585</u>

See accompanying notes to financial statements.