



Stock Code : 6535

順天醫藥生技股份有限公司

Lumosa Therapeutics Co., Ltd.

Handbook for the 2022 Annual Shareholders' Meeting

【Translation】

Covening method: Entity Shareholders Meeting

Meeting Time: May 24, 2022

**Place:Rm. 423, 4F., Building E, No. 19-11, Sanchong Rd., Nangang Dist., Taipei
City 115, Taiwan (R.O.C.) (Nankang Software Incubator)**

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I.Meeting Procedure

1.Call the Meeting to Order

2.Chairperson Remarks

3.Report Items

4.Proposed Resolutions

5.Discussions

6.Questions and Motions

7.Adjournment

II.Meeting Agenda

Meeting Time: 9:00 AM, May 24, 2022 (Tuesday)

Place: Rm.423, 4F.,Building E, No. 19-11, Sanchong Rd., Nangang Dist., Taipei

City 115, Taiwan (R.O.C.) (Nankang Software Incubator)

Call the Meeting to Order

Chairperson Remarks

Report Items

1.

2021 Business Reports

Explanation:

The 2021 Business Report is attached as pp. 10-14, Attachment 1.

2.

2021 Audit Committee's Review Report

Explanation:

The 2021 Audit Committee's Review Report is attached as pp. 15, Attachment 2.

3.

Execution status of the sound business plan for share issuance.

Explanation:

- (1) According to the Letter of number 1100356957 dated September 27, 2021, issued by the FSC, the FSC permitted the company to issue new shares for cash, and the company is required to submit the quarterly execution status report on sound business plan to the Board of Directors for monitoring, and to report in the shareholders' meeting.
- (2) The achievement rate of R&D expenses was 75.00%, mainly due to the delay of clinical trial expenditures for the LT3001 stroke project. Non-operating income was mainly from gains on disposal of investment from Ever Supreme Bio Technology and valuation gains on investment of Ever Fortune. AI.

4.

Execution status of the resolution for issuance of common shares for cash in private placement

Explanation:

- (1) Lumosa 2020 annual Shareholders' Meeting held on June 9, 2020, approved to

issue common shares for cash in private placement not to exceed 70,000,000 shares and it is expected to be handled once or twice within one year from the date of the resolution of the shareholders meeting. The company issued 29,500,000 common shares in 2020 and 3,448,000 common shares in 2021, the remaining balance of 37,052,000 shares will not be processed. Private placement is attached as pp. 16-19, Attachment 3.

- (2) On July 7, 2021, the annual shareholders meeting resolved the proposal for a cash capital increase through private placement to issue no more than 60,000,000 common shares; the shares will be issued once or twice in sequence within one year to complete the capital increase from the date of the resolution of the shareholders meeting. The Company will hold a Board of Directors meeting before the expiration of the resolution to decide whether to proceed with the matters related to this private placement.

Proposed Resolutions

1.

Adoption of the 2021 Business Report and Financial Statements (Proposed by the Board)

Explanation:

- (1) Lumosa's Financial Statements, including the balance sheets, statements of comprehensive income, statements of changes in equity, and statements of cash flows, were audited by independent auditors, Shu-Fen, Yu and Sheng-Wei, Teng of Pricewaterhouse Coopers,. Also, Business Report and Financial Statements have been approved by the Board and the Audit Committee.
- (2) The 2021 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached as pp. 10-14, Attachment 1 and pp. 20-29 Attachment 4.

Resolution:

2.

Adoption of the Proposal for 2021 Deficit Compensation (Proposed by the Board)

Explanation:

Please refer to the 2021 Deficit Compensation Statement as follows:

Lumosa Therapeutics Co., Ltd.
Deficit Compensation Statement

2021

Items	Total(Unit: NTD\$)
Deficit yet to be compensated of prior years	(857,382,107)
(-): 2021 net	95,946,463
Deficit yet to be compensated at the end of 2021	(761,435,644)

Resolution:

Discussions

1.

Amendments to the Articles of Incorporation (Proposed by the Board)

Explanation:

In accordance with the revision of the Company Law and operational needs, the "Articles of Incorporation " is proposed to amend. The comparison table is attached as pp. 30-31, Attachment 5.

Resolution:

2.

Amendment to the Procedures for Acquisition or Disposal of Assets (Proposed by the Board)

Explanation:

In accordance with the need of the company's operations, the "Procedures for Acquisition or Disposal of Assets" is proposed to amend. The comparison table is attached as pp. 32-41, Attachment 6.

Resolution:

3.

To approve the issuance of common shares for cash in private placement (Proposed by the Board)

Explanation:

(1) In order to enrich working capital and have sound financial structure, by taking into account timeless and issuance cost of fundraising, Lumosa plans to issue common stock for cash in private placement depending on the market conditions and Lumosa's capital need.

A.Shares issued through private placement: Up to 20,000,000 shares

B.Par value per share: NT\$ 10

C.Total private placement amounts: Depends on actual issue price and actual number of shares issued.

(2) In accordance with Article 43-6 of the Securities and Exchange Act, matters to

be described as below:

A.The pricing basis and reasonableness of private placement:

Reference price shall be the higher of the following two calculations:

- (A) 1-day, 3-day, or 5-day simple average market closing price prior to pricing date, minus dividends, plus any de-capitalization.
- (B) 30-day simple average market closing price prior to pricing date, minus dividends, plus any de-capitalization.

The price of the private placement would be set on the basis not lower than 80% of the higher price of the methods above mentioned. Actual price for private placement shall not less than the range decided by the Annual Shareholder's meeting. Lumosa's Board of Directors will be authorized to determine the price based on the laws and regulations currently and market conditions and will make an announcement within two days of setting the price.

B.Selection method of the Specific Investors

The Company will execute the private placement with the special investors conforming to Article 43-6 of the Securities and Exchange Act, SFB June 13, 2002 Explanation of 0910003455, Article 4, paragraph 2 of Directions for Public Companies Conducting Private Placements of Securities.

- (A) Insiders and related parties of the Company expected to participate in private placement are listed in the following table. Other investors who are not insiders and related parties will be announced after determination.

	Placee	Relationship with the company
1	Jung-Chin Lin	Chairman/ President & CEO /Director, Representative of Center Laboratories, Inc.
2	Center Laboratories, Inc.	Director
3	BioEngine Technology Development Inc.	Director
4	順晟藥品有限公司	Director
5	Wann-Lai Cheng	Director, Representative of Center Laboratories, Inc.
6	Su-Chi Wang	Director, Representative of BioEngine Technology Development Inc.
7	De-Fu Hsieh	Director, Representative of 順晟藥品有限公司

	Placee	Relationship with the company
8	Chung Hao Tasi	Director
9	Syue-Ling Wang	Director
10	Jhieh-Guang Jhou	Managerial officer
11	Hui-Yuan Kuo	Managerial officer
12	Nai-Jing Liou	Managerial officer
13	Sheng-Wen Yeh	Managerial officer
14	Chia-Chi Yang	Managerial officer

Above placees have already known the business status of the Company who can direct or indirectly improve the Company's future business performance. Other information please refer to the Chinese version Handbook.

(B) Strategic investors

I. Method and purpose

The placees who can provide their business management experience, assist the Company to develop New Drug projects, to license in or out projects, and add future value of the Company.

II. Necessity and Expected benefits

New drug development requires long process, vast investments and with no guarantee in success which may pose investment risks. Suitable strategic investors can assist the Company in licensing in and developing New Drug projects, diversing risks, and benefit long-term operation.

C. The necessity of private placement

(A) Reasons for conducting non-public offerings: After considering factors such as capital market conditions, timeliness, feasibility, issuance cost of fundraising for private placement, and restrictions that private shares can't be freely transferred within three years, etc. Private placement can ensure and strengthen strategic partnership in a long-term relationship. Therefore, Lumosa chose private placement instead of public offering.

(B) Total amount of the private placement

Lumosa's Board of Directors will be authorized to execute the private placement once or twice after the Annual Shareholders' Meeting.

If the Board of Directors decides to execute the private placement at once, it will not exceed 20,000,000 shares. If the Board of Directors

decides to execute the private placement at twice, the first numbers of private shares will not exceed 15,000,000 shares, the second numbers of private shares will not exceed 5,000,000 shares.

- (C) Use of the funds raised in the private placement: To increase working capital to meet the Company's long-term development needs.
 - (D) Expected benefits of conducting private placement: This plan can intensify the competitiveness of the Company, improve the operating efficiency, have sound financial structure, and may have positive impact for shareholders' interests.
- (3) The impact of this private placement case on the company's operating rights: The company's operating rights are stable, so the private placement should not have a significant impact on the company's operating rights.
- (4) All the rights and obligations shall be the same as those applicable to outstanding common shares already issued by Lumosa, except for the limitation under the Article 43-8 of the Securities and Exchange Act which regulates that except under some circumstances the privately placed shares may not resell within 3 years since delivery date. After three years from the delivery date, the Company should apply re-issuance of the public offering of private placement and application for the transaction with the Taipei Exchange.
- (5) Details of the private placement, excluding the price determination ratio, are proposed to authorize the Company's Board of Directors to determine actual issue shares and price, issue terms and conditions, project items, use of fund and progress, expected benefits, and any other items related to plan based on the market condition. It is also proposed to authorize the Company's Board of Directors to make modification in response to orders from the competent authority, business assessment or environment changes from subjective points of views.

Resolution:

4.

To release the prohibition on directors or its representatives from participation in competitive business. (Proposed by the Board)

Explanation:

- (1) In accordance with Article 209 of the Company Act, a director or its representatives, who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting

of shareholders the essential contents of such an act and secure its approval.

- (2) It is proposed to release the prohibition on the following director from participation in the new add competitive business.

Position	Name	Participation in Competitive Business
Director	Center Laboratories, Inc.	Mycenax Biotech Inc. Chairman / Director Medeon Biodesign, Inc. Director Bioengine Capital Inc. Chairman / Director BioEngine Technology Development Inc. Director Efficient Biomedical Corp. Director BIOFLAG INTERNATIONAL CORPORATION (Cayman) Director
Director	Jung Chin Lin Representative of Center Laboratories, Inc.	BioGend Therapeutics Co., Ltd. Chairman / Director (Representative) Medeon Biodesign, Inc. Chairman / Director (Representative) 上海寶濟藥業有限公司 Director 蘇州晟濟藥業有限公司 Director
Director	Wann Lai Cheng Representative of Center Laboratories, Inc.	BIOFLAG INTERNATIONAL CORPORATION (Cayman) Director
Director	Su-Chi Wang Representative of BioEngine Technology Development Inc.	Center Laboratories, Inc. Director, Finance and Accounting Department Ever Fortune. AI Co., Ltd. Director (Representative) BioEngine Capital Inc. Director (Representative) Acepodia Biotechnologies, Ltd. Director (Representative) Youluck International Inc Director (Representative) BIOFLAG Co., Ltd. (BVI) Chairman / Director (Representative) Genlac Biotech Inc. Chairman / Director (Representative) GLAC BIOTECH CO., LTD. Director (Representative) OmniPro biotech CO., LTD. Director (Representative) Bioflag Holding Limited(HK) Director Glac&George Biotech Co., Limited Director Bioflag Co., Ltd. Director Youluck International Inc. Director (Representative) Ausnutria Dairy (Taiwan) Nutrition & Health Sciences Corporation Director Hyproca Bio-science Co., Ltd. Director Hyproca Nutrition Co., Ltd. (PRC) Director BioEngine Investment Holding I Limited (Samoa) Director BioEngine Development I Limited (HK) Director Fangyuan Growth SPC-PCJ Healthcare Fund SP Director PCJ Capital Management Limited Director

Position	Name	Participation in Competitive Business
Director	De-Fu Hsieh Representative of 順 晟藥品有限公司	Chairman PANION & BF BIOTECH INC. Director (Representative) SUN TEN PHARMACEUTICAL CO., LTD. Director (Representative) SUN TEN NATURECEUTICA CO., LTD. Chairman / Director (Representative) EIKON HEALTHCARE DEVICE CORP. Director BALAY BIOTECHNOLOGY CORP. Director (Representative) Medical and Pharmaceutical Industry Technology and Development Center Managing Director Taiwan Product Quality Research Institute Director Taiwan Association for Traditional and Complementary Medicine Executive Director Bowlin Holding Co., Ltd. Seychelle Director Bowlin Holding Co., Ltd. Cayman Director
Independent director	Chih Yung Chin	Patec Precision Industry Co., Ltd Independent director

Resolution:

Questions and Motions

Adjournment

III.Attachment

1.Business Report

2021 Annual Report

Lumosa positions itself as the “new drug development harbor in Taiwan.” We expedite the realization of the company’s values through the introduction of early-stage new drugs, optimization of development strategies, and flexible and diversified global licensing layout. To date, LT1001, a long-acting analgesic injection, has successfully obtained marketing approvals from Taiwan, Singapore, and Thailand. The multiple-dose, phase 1 clinical trial for LT3001, currently under development for the treatment of acute ischemic stroke, was completed and has obtained the green light from the US FDA for the phase 2 trial. Lumosa takes a foothold in Taiwan and continues to introduce global innovative therapies to become a top international pharmaceutical R&D company.

Management Guideline

To make the best use of limited resources and time, Lumosa searches for drug candidates with strong scientific rationale and a high commercial potential for development. The company is actively in search of global partners to form strategic alliances in licensing, co-development, or joint venture, to minimize risks involved in new drug development and accelerate product marketing.

2021 Operational Highlights

Implementation Status

Our Taiwanese marketing partner for LT1001 (Naldebain®), AMed is responsible for the marketing and sales of the product in Taiwan. It focuses on the self-pay market of postoperative pain relief and has successfully introduced LT1001 to medical centers and clinics throughout the country. In addition, the use of LT1001 was expanded from hemorrhoidectomy to obstetrics, gynecology, abdominal surgeries, orthopedics, and other disciplines. Lumosa also joined hands with AMed to promote LT1001 in Southeast Asian countries by receiving the third market approval from Thailand in December 2021, right after Singapore approved LT1001 in 2020. Besides Taiwan and Southeast Asian markets, Lumosa has also completed the licensing of LT1001 in China, Ukraine, South Korea, and Jordan, to accelerate the completion of its international commercialization strategy.

The analysis of the unblinded data from the single-dose phase 2 clinical trial for LT3001 conducted in the United States and Taiwan on acute ischemic stroke patients was completed in August 2021. The LT3001 achieved the primary safety index and showed the trend in the improvement of neurobehavioral efficacy in patients. Further, the results from the phase 1, pharmacokinetics of multiple doses and drug-drug interaction study demonstrated that LT3001 is safe and does not interfere with the pharmacokinetics of the concomitant drugs. Lumosa is currently planning two multi-dose phase 2 trials for LT3001 where multiple doses of LT3001 are administered concomitantly with mechanical thrombectomy or as a stand-alone treatment in repeated doses. The two studies were cleared to proceed by the US FDA in September 2021 and February 2022, respectively. LT3001 was also granted Fast Track Designation from the US FDA, which may shorten the timeline for the drug registration process. In 2019, Lumosa signed a licensing agreement for LT3001 with Shanghai Pharmaceuticals, one of the top pharmaceutical companies in China; the companies will collaborate and share trial data to develop the global market.

The pre-clinical studies required for IND submission of LT5001, a novel drug of the treatment of uremic pruritus, were completed in 2020. The results from the phase 1b (part A) clinical trial conducted in Taiwan in 2021 showed that LT5001 was safe and well-tolerated by hemodialysis patients. The protocols for the phase 2 trial (part B) will be adjusted according to the part A results to verify the efficacy.

Operational Plan Implementation Results and Budget Execution

The major income for Lumosa in 2021 is from the sales of Naldebain® and royalties. The gross profit is 9,889 thousand New Taiwan dollars. The operational loss in 2021 is 430,278 thousand New Taiwan dollars as Lumosa continues to invest in R&D. The total asset by December 31, 2021, is 2,348,695 thousand dollars with a debt balance of 230,108 thousand dollars; 2,053,419 thousand dollars are in the forms of cash, timed deposits, and marketable securities. The financial structure is sound and healthy.

Item	2020	2021
Return on assets (%)	(20.75)	4.64
Return on equity (%)	(24.54)	5.18
Net profit before tax to paid-in capital ratio (%)	(21.89)	5.88
Net profit rate (%)	(1,489.83)	552.62
Earnings per share (NT\$)	(2.67)	0.64

Current Research and Development Status

LT1001 Extended-release analgesic injection:

Engage in global commercialization strategy. Other than seeking partnership for the international market, Lumosa also provides full support to licensing partners from clinical development to the NDA process for the respective licensed regions of the world to accelerate product marketing. Further, plans to improve production costs are underway to increase the economic benefits.

LT3001 Treatment for acute ischemic stroke:

Lumosa and Shanghai Pharmaceutical each are responsible for the multiple dosing clinical trial conducted internationally (not including China) and in China, respectively; the companies will share trial data.

LT5001 Uremic pruritus

The project stems from the product lifecycle management of LT1001, the extended-release analgesic injection. The Phase 1B (Part A) clinical trial in Taiwan was completed. Lumosa will use the results to make adjustments in the protocols for the Phase 2 trial (Part B).

LT2003 Novel anti-cancer targeting protein

Safety verified in primate studies. Lumosa continues to conduct relevant research in the scale-up process.

In terms of intellectual protection, LT1001, the extended-release analgesic injection has submitted patent applications to more than 20 countries and has received approval from the US, Russia, Taiwan, India, Singapore, China. Reviewing is currently ongoing in European Union, Japan, and other major pharmaceutical markets. The new drug patent for LT3001, treatment for acute ischemic stroke, was granted in the US, China, Japan, and 14 other countries.

Lumosa will continue the product lifecycle management to extend patent expiration and enhance product licensing value. We will actively collaborate with academic and research institutes in search of potential early-stage candidates for development to reduce in-licensing costs and strengthen market competitiveness.

2022 Business Summary

Expected Sales Volume and Its Basis in 2022

The operational model taken by the Company involves the investment in the development of new drugs, value maximization of the products, and the search of domestic or international pharmaceutical companies or distributors for out-licensing, co-development, or formation of a joint venture at an appropriate time to attain revenues for the company. These incomes may be from licensing fees, such as upfront or milestone payments, and royalties or sales of the product.

Production and Sales Policy

1. Establish a top R&D team and stringent project management system. Advancing new drug development and the nurture talented employees through two-way integration of professional functions and project management.
2. Utilize knowledge in new drug development and efficient business tools and process
3. Select academic and industrial partners strategically to ensure the upper and lower value chain are well connected.
4. Collaborate with selected CROs/CMOs closely to accelerate the R&D program.
5. Fortify intellectual property and develop technological platforms
6. Inspect if the business goal can be achieved with the operational model through the accomplishment of milestones; adjustments are made if needed.
7. Prioritize the development of new drugs with the following characteristics:
 - (1) Resolve unmet medical needs
 - (2) Possible licensing opportunities in the near term
 - (3) Higher pharmacoeconomics or return on investment
8. Generate positive cash flow through patent licensing and business development from the R&D results of early-stage assets
9. Sound international licensing capabilities and flexible licensing strategy to strive for the best licensing, distribution, or collaboration contracts.
10. Continuing improvement plan for the cost of goods (COGs) to strengthen product market compatibility.

Future Development Strategy

Lumosa's vision is to become the safe harbor for Taiwan's innovative new drug development through its rSD development strategy, and ultimately, be a top-notch

international biotech firm. Lumosa is a new drug development company with a successful pipeline consisting of large and small molecules. Through the “Search and Development” operational model, adequate risk management, excellent candidate selection and development capabilities, Lumosa selects candidates with commercial potential and controlled risks to address the diseases with unmet medical needs, and develop the pipeline with the mindset of starting from the end, we strive to become the best partner for domestic and international academic institutions, research organizations, and industrial companies. Lumosa aims to be a global new drug development company taking its roots in Taiwan with sustainable product lines and pipelines.

Impacts from External Competitive, Legal and Overall Operational Environments

The challenges in new drug development have become ever harsh. However, with the arrival of an aging society and universal health insurance, the demand for new drugs is still strong. International merging and acquisition among the pharmaceutical companies are still growing strong and with a record-breaking amount. The regulation between different countries is becoming more uniform with the expansion of ICH members and is an advantage for Lumosa who is familiar with different regulations. Besides, the Taiwanese government is implementing policies that encourage companies in the development of the biotech field. Lumosa continues to make the best use of its experiences and advantages in the industry to develop new drugs with high market demand, maximize product value by exploring new indications and formulations, and implement product lifecycle management. Furthermore, through strategic alliances, Lumosa will collaborate with international partners in various regions to accelerate product development. At the same time, Lumosa will in-license products with great development potential through agile and quick use of licensing and collaboration strategy and minimum spending in resources. The company balances the risks in new drug development while maintaining a sound financial standing to provide solutions to diseases without ideal treatments, to improve patients’ quality of life, to generate maximum revenue for the company, investors, and employees, and to benefit human well-being.

2.Audit Committee's Review Report

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2021 Business Report, Financial Statements, and Deficit Compensation. The foresaid Financial Statements and Consolidated Financial Statements have been audited and the unqualified audit report has been issued by the independent auditors, Yu, Shu-Fen and Deng Sheng-Wei of PricewaterhouseCoopers.

The Business Report, Financial Statements, Consolidated Financial Statements, and Deficit Compensation have been reviewed and determined to be correct and accurate by the Audit Committee's of Lumosa Therapeutics Co., Ltd. According to Article 219 of the Company Act, we hereby submit this report.

Lumosa Therapeutics Co., Ltd.

The Audit Committee

Convener Chih Yung Chin

March 4, 2022

3.Private placement

ITEM	2020 Private Placement I Issue Date : December 24,2020	2020 Private Placement II Issue Date : April 29,2021
Types of Private Equity Securities	Common Stock	Common Stock
Date and amount of shareholders meeting	Shareholders' meeting approval date : June 9,2020 Shares issued through private placement: UP to 70,000,000	Shareholders' meeting approval date : June 9,2020 Shares issued through private placement: UP to 70,000,000
Basis and rationality of price setting	The price of the private placement would be set on the basis not lower than 80% of the higher price of the methods above mentioned.	The price of the private placement would be set on the basis not lower than 80% of the higher price of the methods above mentioned.
Selection method of the Specific Investors	The Company will execute the private placement with the special investors conforming to Article 43-6 of the Securities and Exchange Act, SFB June 13, 2002 Explanation of 0910003455, Article 4, paragraph 2 of Directions for Public Companies Conducting Private Placements of Securities.	The Company will execute the private placement with the special investors conforming to Article 43-6 of the Securities and Exchange Act, SFB June 13, 2002 Explanation of 0910003455, Article 4, paragraph 2 of Directions for Public Companies Conducting Private Placements of Securities.
The necessity of private placement	Considering factors such as the relative timeliness and convenience of private placement, and the non-free transfer of securities within three years of private placement will further ensure long-term relationships between the company and investment partners; in addition, by authorizing the board of directors to handle private placements according to the actual needs of the company's operations, It will also effectively improve the flexibility and flexibility of the company's fundraising, so it is necessary to handle it by private placement.	Considering factors such as the relative timeliness and convenience of private placement, and the non-free transfer of securities within three years of private placement will further ensure long-term relationships between the company and investment partners; in addition, by authorizing the board of directors to handle private placements according to the actual needs of the company's operations, It will also effectively improve the flexibility and flexibility of the company's fundraising, so it is necessary to handle it by private placement.
number of	29,500,000 shares	3,448,000 shares

ITEM	2020 Private Placement I Issue Date : December 24,2020					2020 Private Placement II Issue Date : April 29,2021				
shares										
Payment completion date and declaration date	Payment completion date: November 23,2020 Declaration date: November 30,2020					Payment completion date: March 19,2021 Declaration date: March 24,2021				
delivery date	December 24,2020					April 29,2021				
Applicant Information	Private placement object	qualifications condition	Subscribe quantity	with the company relation	Participate in the operation of the company	Private placement object	qualifications condition	Subscribe quantity	with the company relation	Participate in the operation of the company
	Chang-Hai Tsai	Paragraph 3	500,000	Chairman	Y	Fglife Realty	Paragraph 1	3,448,000	NA	N
	Center Laboratories, Inc.	Paragraph 3	17,200,000	Director	Y					
	SUN TEN PHARMACEUTICAL CO., LTD.	Paragraph 3	1,000,000	Shareholders	N					
	Jung-Chin Lin	Paragraph 3	710,000	President & CEO / Director (Representative)	Y					
	元大壹創業投資股份有	Paragraph 2	2,060,000	NA	N					

ITEM	2020 Private Placement I Issue Date : December 24,2020					2020 Private Placement II Issue Date : April 29,2021				
		限公司								
	信宇投資股份有限公司	Paragraph 2	6,890,000	NA	N					
	Shih-Chun Ho	Paragraph 2	500,000	NA	N					
	De-Fu Hsieh	Paragraph 3	150,000	Director (Representative)	Y					
	Hsueh Ling Wang	Paragraph 3	140,000	Supervisor	N					
	Chih-Hung Huang	Paragraph 2	100,000	NA	N					
	Tzu-Chiang Hsu	Paragraph 2	100,000	NA	N					
	Wen-Yu Zhao	Paragraph 2	150,000	NA	N					
Actual subscription (or conversion) price	NT\$ 29					NT\$ 29				
Difference between the actual subscription (or conversion) price and the	The actual subscription price is 82.01% of the reference price					The actual subscription price is 82.01% of the reference price				

ITEM	2020 Private Placement I Issue Date : December 24,2020	2020 Private Placement II Issue Date : April 29,2021
reference price		
Handle the impact of private placement on shareholders' rights and interests (such as: causing accumulated losses to increase...)	One-time or two-time use of private equity funds will enhance the company's competitiveness, improve operational efficiency, and improve the financial structure. It will also have positive benefits for shareholders' rights and interests.	One-time or two-time use of private equity funds will enhance the company's competitiveness, improve operational efficiency, and improve the financial structure. It will also have positive benefits for shareholders' rights and interests.
The use of private equity funds and the progress of plan implementation	Invested RMB 56,808,000 in research and development activities, and deposited the unspent funds of RMB 798,692,000 in bank accounts	In order to enrich working capital
Private equity benefits appear	In order to enrich working capital and have sound financial structure	In order to enrich working capital and have sound financial structure

4.Independent Auditors’ Report and 2021 Consolidated Financial Statements



INDEPENDENT AUDITORS’ REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Lumosa Therapeutics Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Lumosa Therapeutics Co., Ltd. and its subsidiaries (the “Group”) as at December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, 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 at December 31, 2021 and 2020, 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 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 audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the *Independent Auditors’ responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 Group’s 2021 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2021 consolidated financial statements are stated as follows:

Appropriateness of licencing revenue recognition

Description

Refer to Note 4(21) for accounting policies on licencing revenue and Note 6(17) for details of licencing revenue.

The licencing revenue, service revenue and sales revenue are the main revenue sources of the Group for the year ended December 31, 2021. For licencing revenue, revenue is recognised based on the terms of the agreement with the licenced party. The Group recognises licencing revenue once all the criteria for the revenue recognition are met, which involves management's subjective judgement based on the agreements. Thus, we consider the appropriateness of licencing revenue recognition a key audit matter.

How our audit addressed the matter

Our audit procedures performed in respect of the above key audit matter included:

1. Discussing with the management about the policies on recognition of licencing revenue and confirming whether the recognition of licencing revenue has been properly calculated, reviewed and approved.
2. Inspecting whether licencing revenue is supported with an agreement and other related documents and examining the terms and conditions of licence agreement to assess the accuracy of revenue recognition, the legitimacy of accounting process and the appropriateness of the timing of revenue recognition.

Impairment assessment of intangible assets arising from merger

Description

Refer to Note 4(15) for accounting policies on impairment assessment of non-financial assets, Note 5 for the uncertainty of accounting estimates and assumptions related to impairment of intangible assets and Note 6(8) for details of intangible assets.

The Group considers internal and external information in determining whether the intangible assets and goodwill acquired from merger are impaired at the balance sheet date. The assets' recoverable amounts and appraisal report prepared by the commissioned external appraiser expert will be used in assessing whether there is any indicator of impairment. As the assessment performed by management involves critical judgement and it will have a significant impact on the value, we consider the impairment assessment of intangible assets arising from merger as one of the key audit matters.

How our audit addressed the matter

Our audit procedures performed in respect of the above key audit matter included:

1. Assessing the valuation model used by the management on the impairment assessment of intangible assets.
2. Assessing the competence and objectivity of the external expert commissioned by management.
3. Our audit procedures performed also included:
 - a. Reviewing whether the valuation models used in intangible asset appraisal report used by the commissioned external appraiser expert are reasonable for the industry and the Group's assets which are assessed for impairment.
 - b. Assessing whether the future cash flows and each cash-generating unit adopted in the valuation models are consistent with the operation plans.
 - c. Assessing the reasonableness of major assumptions used such as estimated growth rate, gross rate and discount rate.
 - d. Comparing the recoverable amount and book value of each cash-generating unit.

Other matter – Parent company only financial reports

We have audited and expressed an unmodified opinion on the parent company only financial statements of Lumosa Therapeutics Co., Ltd. as at and for the years ended December 31, 2021 and 2020.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by

Securities Issuers and the International Financial Reporting Standards, 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 the audit committee, are responsible for overseeing the Group's financial reporting process.

Independent auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the generally accepted auditing standards 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 the generally accepted auditing standards in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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



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

Yu, Shu-Fen

Teng, Sheng-Wei

For and on behalf of PricewaterhouseCoopers, Taiwan
March 4, 2022

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

LUMOSA THERAPEUTICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Assets	Notes	December 31, 2021		December 31, 2020		
		AMOUNT	%	AMOUNT	%	
Current Assets						
1100	Cash	6(1)	\$ 840,319	36	\$ 898,637	50
1110	Financial assets at fair value through profit or loss - current	6(2)	21,892	1	-	-
1136	Financial assets at amortised cost - current	6(3)	589,888	25	372,261	21
1170	Accounts receivable, net	6(4) and 7	9,692	-	13,838	1
1200	Other receivables	7	623	-	956	-
1220	Current tax assets		16,384	1	15,427	1
130X	Inventory	6(5)	82,385	3	31,775	2
1410	Prepayments		59,166	3	13,649	-
1470	Other current assets		126	-	21	-
11XX	Total current assets		<u>1,620,475</u>	<u>69</u>	<u>1,346,564</u>	<u>75</u>
Non-current assets						
1510	Financial assets at fair value through profit or loss - non-current	6(2)	671,320	29	246,718	14
1600	Property, plant and equipment	6(6)	1,644	-	2,589	-
1755	Right-of-use assets	6(7) and 7	11,359	-	16,910	1
1780	Intangible assets	6(8)	43,574	2	171,213	10
1900	Other non-current assets		323	-	323	-
15XX	Total non-current assets		<u>728,220</u>	<u>31</u>	<u>437,753</u>	<u>25</u>
1XXX	Total assets		<u>\$ 2,348,695</u>	<u>100</u>	<u>\$ 1,784,317</u>	<u>100</u>
Liabilities and Equity						
Current liabilities						
2130	Contract liabilities - current	6(17)	\$ 4,680	-	\$ 320	-
2170	Accounts payable		14,500	1	30	-
2200	Other payables	6(9) and 7	46,379	2	31,624	2
2280	Lease liabilities - current	6(26) and 7	5,404	-	5,825	-
2365	Refund liabilities - current	6(10)	151,130	7	151,130	9
2399	Other current liabilities		1,933	-	1,573	-
21XX	Total current liabilities		<u>224,026</u>	<u>10</u>	<u>190,502</u>	<u>11</u>
Non-current liabilities						
2580	Lease liabilities - non-current	6(26) and 7	6,082	-	11,126	-
2XXX	Total liabilities		<u>230,108</u>	<u>10</u>	<u>201,628</u>	<u>11</u>
Equity attributable to shareholders of the parent						
Share capital						
3110	Common share	6(13)	1,631,628	69	1,473,748	83
3170	Share capital awaiting retirement		(150)	-	-	-
Capital surplus						
3200	Capital surplus	6(14)	1,271,373	54	963,363	54
Retained earnings						
3350	Deficit yet to be compensated	6(15)	(761,436)	(32)	(857,382)	(48)
Other equity interest						
3400	Other equity interest	6(16)	(22,828)	(1)	2,960	-
3XXX	Total equity		<u>2,118,587</u>	<u>90</u>	<u>1,582,689</u>	<u>89</u>
Significant contingent liabilities and unrecognised contract commitments						
Significant events after the balance sheet date						
3X2X	Total liabilities and equity		<u>\$ 2,348,695</u>	<u>100</u>	<u>\$ 1,784,317</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

LUMOSA THERAPEUTICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS (LOSS) PER SHARE DATA)

Items	Notes	For the years ended December 31,				
		2021		2020		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(17) and 7	\$ 17,362	100	\$ 21,651	100
5000	Operating costs	6(5)	(7,473)	(43)	(8,494)	(39)
5900	Gross profit		9,889	57	13,157	61
	Operating expenses	6(6)(7)(8)(11) (12)(21)(22) and 7				
6100	Selling expenses		(9,767)	(56)	(14,161)	(66)
6200	General and administrative expenses		(24,355)	(140)	(23,507)	(109)
6300	Research and development expenses		(406,045)	(2339)	(317,044)	(1464)
6000	Total operating expenses		(440,167)	(2535)	(354,712)	(1639)
6900	Operating loss		(430,278)	(2478)	(341,555)	(1578)
	Non-operating income and expenses					
7100	Interest income	6(3)(18)	3,457	20	3,413	16
7010	Other income	6(19)	1,674	10	2,823	13
7020	Other gains and losses	6(2)(7)(20)	521,353	3003	12,906	60
7050	Finance costs	6(7) and 7	(260)	(2)	(151)	(1)
7000	Total non-operating income and expenses		526,224	3031	18,991	88
7900	Profit (loss) before income tax		95,946	553	(322,564)	(1490)
7950	Income tax expense	6(23)	-	-	-	-
8200	Profit (loss) for the year		\$ 95,946	553	(\$ 322,564)	(1490)
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations	6(16)	(\$ 12)	-	\$ 2	-
8300	Other comprehensive loss for the year		(\$ 12)	-	\$ 2	-
8500	Total comprehensive income (loss) for the year		\$ 95,934	553	(\$ 322,562)	(1490)
	Profit (loss) attributable to:					
8610	Shareholders of the parent		\$ 95,946	553	(\$ 322,564)	(1490)
	Comprehensive income (loss) attributable to:					
8710	Shareholders of the parent		\$ 95,934	553	(\$ 322,562)	(1490)
	Earnings (loss) per share (in dollars)	6(24)				
9750	Basic earnings (loss) per share		\$ 0.64		(\$ 2.67)	
9850	Diluted earnings (loss) per share		\$ 0.64		(\$ 2.67)	

The accompanying notes are an integral part of these consolidated financial statements.

LUMOSA THERAPEUTICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Equity attributable to owners of the parent								Total equity	
		Share capital		Capital Surplus				Other equity interest			
		Common share	Share capital awaiting retirement	Share premium	Employee stock options	Employee restricted shares	Others	Deficit yet to be compensated	Financial statements translation differences of foreign operations		Unearned employee compensation
<u>For the year ended December 31, 2020</u>											
Balance at January 1, 2020		\$1,175,648	\$ -	\$ 398,088	\$ 3,836	\$ -	\$ 164	(\$ 534,818)	\$ 2,958	\$ -	\$1,045,876
Loss for the year		-	-	-	-	-	-	(322,564)	-	-	(322,564)
Other comprehensive income for the year	6(16)	-	-	-	-	-	-	-	2	-	2
Total comprehensive loss		-	-	-	-	-	-	(322,564)	2	-	(322,562)
Cash capital increase – private placement	6(13)	295,000	-	560,500	-	-	-	-	-	-	855,500
Employee stock options exercised	6(12)(13)	3,100	-	2,043	(1,268)	-	-	-	-	-	3,875
Balance at December 31, 2020		\$1,473,748	\$ -	\$ 960,631	\$ 2,568	\$ -	\$ 164	(\$ 857,382)	\$ 2,960	\$ -	\$1,582,689
<u>For the year ended December 31, 2021</u>											
Balance at January 1, 2021		\$1,473,748	\$ -	\$ 960,631	\$ 2,568	\$ -	\$ 164	(\$ 857,382)	\$ 2,960	\$ -	\$1,582,689
Profit for the year		-	-	-	-	-	-	95,946	-	-	95,946
Other comprehensive loss for the year	6(16)	-	-	-	-	-	-	-	(12)	-	(12)
Total comprehensive income		-	-	-	-	-	-	95,946	(12)	-	95,934
Issuance of common shares for cash	6(13)	110,000	-	220,000	-	-	-	-	-	-	330,000
Issuance of common shares for cash – private placement	6(13)	34,480	-	65,512	-	-	-	-	-	-	99,992
Employee stock options exercised	6(12)(13)	5,400	-	3,558	(2,208)	-	-	-	-	-	6,750
Issuance of employee restricted stocks	6(12)(13)(16)	9,000	-	-	-	24,246	-	-	-	(33,246)	-
Compensation costs of employee restricted stock	6(12)(16)(22)	-	-	-	-	-	-	-	-	3,222	3,222
Capital reduction through retirement of employee restricted shares	6(12)(13)(16)	(1,000)	-	-	-	(2,694)	-	-	-	3,694	-
Adjustment on forfeited employee restricted shares due to resignation of employees	6(12)(13)(16)	-	(150)	-	-	(404)	-	-	-	554	-
Balance at December 31, 2021		\$1,631,628	(\$ 150)	\$1,249,701	\$ 360	\$ 21,148	\$ 164	(\$ 761,436)	\$ 2,948	(\$ 25,776)	\$2,118,587

The accompanying notes are an integral part of these consolidated financial statements.

LUMOSA THERAPEUTICS CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	For the years ended December 31,	
		2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Gain (loss) before income tax for the year		\$ 95,946	(\$ 322,564)
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(6)(7)(21)	6,496	10,101
Amortisation	6(8)(21)	25,606	25,526
Net gain on financial assets or liability at fair value through profit or loss	6(2)(20)	(627,609)	(24,496)
Interest income	6(18)	(3,457)	(3,413)
Interest expense	6(7)	260	151
Compensation costs of employee restricted stock	6(12)(22)	3,222	-
Unrealised foreign exchange loss		(105)	(216)
Gains on lease modifications	6(7)(20)	-	(54)
Impairment loss	6(8)	102,523	-
Changes in assets and liabilities relating to operating activities			
Changes in assets relating to operating activities			
Accounts receivable		7,926	261,656
Inventory		(50,610)	(7,777)
Other receivables		67	15,813
Prepayments		(45,517)	(7,677)
Other current assets		(105)	1,775
Changes in liabilities relating to operating activities			
Contract liabilities - current		(320)	320
Accounts payable		14,470	(7,810)
Other payables		14,841	(58,900)
Other current liabilities		360	(2,177)
Cash outflow generated from operations		(456,006)	(119,742)
Interest received		3,723	4,104
Income taxes paid		(57)	(13,322)
Interest paid		(260)	(151)
Net cash flows used in operating activities		(452,600)	(129,111)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at amortised cost - current		(1,691,386)	(668,357)
Proceeds from disposal of financial assets at amortised cost - current		1,473,864	752,516
Acquisition of financial assets at fair value through profit or loss	6(2)	(70,000)	(88,000)
Proceeds from disposal of financial assets at fair value through profit or loss		251,115	10,885
Acquisition of property, plant and equipment	6(25)	(86)	(680)
Acquisition of intangible assets	6(8)	(490)	-
Net cash flows (used in) from investing activities		(36,983)	6,364
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of common shares for cash	6(13)	330,000	-
Issuance of common shares for cash - private placement	6(13)	99,992	855,500
Employee stock options exercised		6,750	3,875
Payment of lease liabilities	6(7)(26)	(5,465)	(6,796)
Net cash flows from financing activities		431,277	852,579
Effect due to changes in exchange rate		(12)	2
(Decrease) increase in cash		(58,318)	729,834
Cash at beginning of year		898,637	168,803
Cash at end of year		\$ 840,319	\$ 898,637

The accompanying notes are an integral part of these consolidated financial statements.

5. Comparison Table for the Articles of Incorporation

After the Revision	Before the Revision	After the Revision
<p>Article 9-1 <u>The company's shareholders' meeting may be held by video conference or other methods announced by the central competent authority. The requirements, operating procedures, and other matters to be complied with for the adoption of virtual-only shareholders meetings shall be governed by the regulations of the competent authority if otherwise stipulated.</u></p>	<p>(New Add)</p>	<p>Cooperate with the amendment of the company law</p>
<p>Article 20-1 The Company may purchase the liability insurance for the directors with respect to liabilities resulting from exercising their duties during their terms of office.</p> <p><u>A company shall report the insured amount, coverage, premium rate, and other important contents of the directors liability insurance it has obtained or renewed for directors, at the most recent board meeting.</u></p>	<p>Article 20-1 The Company may purchase the liability insurance for the directors with respect to liabilities resulting from exercising their duties during their terms of office. <u>The insured amount and other affairs related to liability insurance are authorized to the resolution of the Board of Directors.</u></p>	<p>In order to revised with company operations</p>
<p>Article 28 This Article of Incorporation was established on November 16, 2000. The first Amendment was entered into force as of April 22, 2002. The second Amendment was entered into force as of May 10, 2002. The third Amendment was entered into force as of March 6, 2003. The fourth Amendment was entered into</p>	<p>Article 28 This Article of Incorporation was established on November 16, 2000. The first Amendment was entered into force as of April 22, 2002. The second Amendment was entered into force as of May 10, 2002. The third Amendment was entered into force as of March 6, 2003. The fourth Amendment was entered into</p>	<p>Update the revision date.</p>

After the Revision	Before the Revision	After the Revision
<p>force as of April 14, 2003.</p> <p>The fifth Amendment was entered into force as of April 24, 2003.</p> <p>The sixth Amendment was entered into force as of July 3, 2003.</p> <p>The seventh Amendment was entered into force as of December 1, 2003.</p> <p>The eighth Amendment was entered into force as of December 6, 2004.</p> <p>The ninth Amendment was entered into force as of May 15, 2006.</p> <p>The tenth Amendment was entered into force as of September 16, 2011.</p> <p>The eleventh Amendment was entered into force as of September 25, 2012.</p> <p>The twelfth Amendment was entered into as of June 21, 2013.</p> <p>The thirteenth Amendment was entered in force as of June 9, 2014.</p> <p>The fourteenth Amendment was entered into force as of July 25, 2014.</p> <p>The fifteenth Amendment was entered into force as of February 5, 2015.</p> <p>The sixteenth Amendment was entered into force as of June 1, 2015.</p> <p>The seventeenth Amendment was entered into force as of June 17, 2016.</p> <p>The eighteenth Amendment was entered into force as of July 27, 2018.</p> <p>The eighteenth Amendment was entered into force as of July 7, 2021.</p> <p><u>The eighteenth Amendment was entered into force as of May 24, 2022.</u></p> <p>This Article of Incorporation shall take effect after the resolution of the meeting of the shareholders.</p>	<p>force as of April 14, 2003.</p> <p>The fifth Amendment was entered into force as of April 24, 2003.</p> <p>The sixth Amendment was entered into force as of July 3, 2003.</p> <p>The seventh Amendment was entered into force as of December 1, 2003.</p> <p>The eighth Amendment was entered into force as of December 6, 2004.</p> <p>The ninth Amendment was entered into force as of May 15, 2006.</p> <p>The tenth Amendment was entered into force as of September 16, 2011.</p> <p>The eleventh Amendment was entered into force as of September 25, 2012.</p> <p>The twelfth Amendment was entered into as of June 21, 2013.</p> <p>The thirteenth Amendment was entered in force as of June 9, 2014.</p> <p>The fourteenth Amendment was entered in force as of July 25, 2014.</p> <p>The fifteenth Amendment was entered into force as of February 5, 2015.</p> <p>The sixteenth Amendment was entered into force as of June 1, 2015.</p> <p>The seventeenth Amendment was entered force as of June 17, 2016.</p> <p>The eighteenth Amendment was entered into force as of July 27, 2018.</p> <p>The eighteenth Amendment was entered into force as of July 7, 2021.</p> <p>This Article of Incorporation shall take effect after the resolution of the meeting of the shareholders.</p>	

6.Comparison Table for the Procedures for Acquisition or Disposal of Assets

After the Revision	Before the Revision	After the Revision
<p>Article 6 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: 1~3 Omitted below When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the <u>self-discipline of each trade association to which it belongs and the following:</u> 1. Omitted below 2. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3.They shall undertake an item-by-item evaluation of the comprehensiveness, <u>accuracy</u>, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p>	<p>Article 6 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: 1~3 Omitted below When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following: 1. Omitted below 2. When <u>check</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3.They shall undertake an item-by-item evaluation of the comprehensiveness, <u>completeness</u>, <u>correctness</u>, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the</p>	<p>Cooperate with the amendment of the law</p>

After the Revision	Before the Revision	After the Revision
<p>4.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and <u>accurate</u>, and that they have complied with applicable laws and regulations.</p>	<p>opinion. 4.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and <u>correct</u>, and that they have complied with applicable laws and regulations.</p>	
<p>Article 7 1~3 Omitted below 4.In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: (1) Omitted below (2) Omitted below (3)Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are</p>	<p>Article 7 1~3 Omitted below 4.In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: (1) Omitted below (2) Omitted below (3)Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are</p>	<p>Cooperate with the amendment of the law</p>

After the Revision	Before the Revision	After the Revision
<p>higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>A.The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B.The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. (Omitted below)</p>	<p>higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal <u>in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>A.The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B.The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. (Omitted below)</p>	
<p>Article 8 1~3 Omitted below</p> <p>4.A public company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall</p>	<p>Article 8 1~3 Omitted below</p> <p>4.A public company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall</p>	<p>Cooperate with the amendment of the law</p>

After the Revision	Before the Revision	After the Revision
<p>additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>(Omitted below)</p>	<p>additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>(Omitted below)</p>	
<p>Article 9 Related Party Transactions</p> <p>一、Omitted below</p> <p>二、Evaluation and operating procedures</p> <p>When the company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic</p>	<p>Article 9 Related Party Transactions</p> <p>一、Omitted below</p> <p>二、Evaluation and operating procedures</p> <p>When the company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic</p>	<p>Cooperate with the amendment of the law</p>

After the Revision	Before the Revision	After the Revision
<p>securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by <u>the audit committee and then submitted to the board of directors</u></p> <p>((一)~(七) Omitted below)</p> <p>For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction</p>	<p>securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by <u>the audit committee and then submitted to the board of directors</u></p> <p>((一)~(七) Omitted below)</p> <p><u>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with antecedent, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the audit committee and then submitted to the board of directors need not be counted toward the transaction amount.</u></p> <p>For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction</p>	

After the Revision	Before the Revision	After the Revision
<p>amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</p> <p>When to be conducted between a public company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may delegate the board chairman to decide the thing which transaction is within a Below NT\$30 million and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p>Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 2, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p><u>Where an audit committee has been established in accordance with the provisions of the Act, the matters for</u></p>	<p>amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</p> <p>When to be conducted between a public company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may delegate the board chairman to decide the thing which transaction is within a Below NT\$30 million and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p>Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 2, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p>(new add)</p>	

After the Revision	Before the Revision	After the Revision
<p><u>which paragraph 1 requires recognition by the supervisors shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution. If the public offering company or its subsidiary that is not a domestic public offering company has the first transaction, and the transaction amount is more than 10% of the total assets of the public offering company, the public offering company shall submit the materials listed in the first paragraph to the shareholders' meeting After the agreement is reached, the transaction contract can be signed and the payment can be made. However, the transaction between the publicly offered company and its parent company, subsidiaries, or its subsidiaries is not subject to this limitation.</u></p> <p><u>The calculation of the transaction amount in Paragraph 1 and the preceding Paragraph shall be carried out in accordance with the provisions of Paragraph 2 of Article 31, and the term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated one year ahead, and has been calculated in accordance with This standard stipulates that the part submitted to the shareholders' meeting, the board of directors for approval and the supervisor's approval is exempted from re-counting.</u></p>		

After the Revision	Before the Revision	After the Revision
(Omitted below)	(Omitted below)	
<p>Article 10</p> <p>Procedures for acquiring or disposing of intangible assets or their right-to-use assets or membership cards.</p> <p>1~3(Omitted below)</p> <p>4. Expert evaluation report on intangible assets or their right-to-use assets or membership certificates.</p> <p>Where a public company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p> <p>(Omitted below)</p>	<p>Article 10</p> <p>Procedures for acquiring or disposing of intangible assets or their right-to-use assets or membership cards.</p> <p>1~3(Omitted below)</p> <p>4. Expert evaluation report on intangible assets or their right-to-use assets or membership certificates.</p> <p>Where a public company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p> <p>(Omitted below)</p>	<p>Cooperate with the amendment of the law</p>
<p>Article 14</p> <p>Public Disclosure of Information</p> <p>1.Items that should be declared and declared and declared.</p> <p>(1)~(6) (Omitted below)</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or</p>	<p>Article 14</p> <p>Public Disclosure of Information</p> <p>1.Items that should be declared and declared and declared.</p> <p>(1)~(6) (Omitted below)</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or</p>	<p>Cooperate with the amendment of the law</p>

After the Revision	Before the Revision	After the Revision
<p>NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A.Trading of domestic government bonds <u>or Foreign public bonds with a credit rating not lower than my country's sovereign rating.</u></p> <p>B.Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of <u>foreign public debt or ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds,</u> or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>C.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(Omitted below)</p>	<p>NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A.Trading of domestic government bonds.</p> <p>B.Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>C.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(Omitted below)</p>	
<p>Article 18</p> <p>This method shall be implemented after being approved by the shareholders' meeting, and the same shall apply when amended.</p>	<p>Article 18</p> <p>This method shall be implemented after being approved by the shareholders' meeting, and the same shall apply when amended.</p>	<p>Updated revision date</p>

After the Revision	Before the Revision	After the Revision
<p>These Procedures was established on February 5, 2015.</p> <p>The first Amendment was entered into force as of June 17, 2016.</p> <p>The second Amendment was entered into force as of July 7, 2021.</p> <p><u>The third Amendment was entered into force as of May 24, 2022.</u></p>	<p>These Procedures was established on February 5, 2015.</p> <p>The first Amendment was entered into force as of June 17, 2016.</p> <p>The second Amendment was entered into force as of July 7, 2021.</p> <p><u>(new add)</u></p>	

IV. Appendix

1. Articles of Incorporation

Lumosa Therapeutics Co., Ltd. Articles of Incorporation

Section I General Provision

Article 1

The Company shall be incorporated under the Company Act of the Republic of China, and the Company name shall be Lumosa Therapeutics Co., Ltd.. The English Name shall be 「LUMOSA THERAPEUTICS CO., LTD.」

Article 2

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

1. C199990 Other Food Manufacturing Not Elsewhere Classified
2. C802060 Animal Use Medicine Manufacturing
3. C802990 Other Chemical Products Manufacturing
4. F102170 Wholesale of Food and Grocery
5. F107070 Wholesale of Animal Medicines
6. F107200 Wholesale of Chemistry Raw Material
7. F108021 Wholesale of Drugs and Medicines
8. F108031 Wholesale of Drugs, Medical Goods
9. F203010 Retail sale of Food and Grocery
10. F207070 Retail Sale of Animal Medicine
11. F208021 Retail Sale of Drugs and Medicines
12. F208031 Retail sale of Medical Equipments
13. F208050 Retail Sale of the Second Type Patent Medicine
14. F401010 International Trade
15. F601010 Intellectual Property
16. I103060 Management Consulting Services
17. I301020 Data Processing Services
18. IC01010 Pharmaceuticals Examining Services
19. IG01010 Biotechnology Services
20. IG02010 Research Development Service

21. IZ99990 Other Industry and Commerce Services Not Elsewhere Classified

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

Article 3

The Company shall have its head office located in Taipei, Taiwan, Republic of China. The branch offices of the Company may be established at various locations within and without the territory of the Republic of China pursuant to the resolutions of the Board of Directors if necessary.

Article 4

The Company may provide endorsement and guarantee to other companies in accordance with the Operational Procedures for Loaning of funds, Endorsements and Guarantees of the Company.

Article 5

The Company shall make public announcements in accordance with the Article 28 of the Company Act and relevant regulations by the competent authority of securities affairs.

Section II Share

Article 6

The total capital of the Company is 3,000,000,000 New Taiwan Dollars, divided into 300,000,000 shares at Ten New Taiwan Dollars (NTD\$10) each, the Board of Directors is authorized to issue the unpaid-up shares in installments whenever needed. Among the foresaid total capital, 110,000,000 New Taiwan Dollars shall be reserved and divided into 11,000,00 shares for issuing employees' stock options at Ten New Taiwan Dollars (NTD\$10) each, and the Board of Directors is authorized to issue the stock options in installments

Article 7

Share certificates shall be in registered form, signed by director representing the company, and duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance.

The shares to be issued by the Company may be exempted from printing share certificates: however, the Company shall appoint a centralized securities custody enterprise institution to be responsible for the registration of such shares.

Article 8

Registration for transferring shares shall be suspended within 60 days before the annual meeting of shareholders, within 30 days before the special meeting of shareholders, or within 5 days before the day on which dividend, bonus or any other benefit is scheduled to be paid by the Company.

Article 8-1

All stock transaction of the company shall follow the “Guidelines for Stock Operations for Public Companies”.

Section III Shareholders’ Meeting

Article 9

Shareholders’ meetings of the company are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened by the Board of Directors, within six months after the close of each fiscal year. Special meetings shall be convened in accordance with the laws or regulations of the Republic of China.

Article 10

If a shareholder is unable to attend a shareholders’ meeting, the shareholder may appoint a proxy to attend the meeting by signing or sealing the power of attorney provided by the Company, which stating the scope of authorization. The regulations for attending by a proxy are in accordance with Article 177 of the Company Act and the “Use of Proxies for Attendance at Shareholder Meetings of Public Companies”.

Article 11

Unless restricted or in accordance with Article 179, paragraph 2 of the Company Act, the shareholders of the company shall have one voting power of each share.. Shareholders may exercise their voting power in writing or via electronic transmission in a shareholders' meeting. The Company shall describe in the shareholders’ meeting notice the method of exercising their voting power.

Article 11-1

The shareholders’ meeting shall be presided by the chairman of the Board of Directors. In case that the chairman is on leave or cannot exercise his power and authority for any causes, the chairman shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect an acting chairman of the Board of Directors among themselves.

Article 12

Unless otherwise provided in the Company Act, 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.

Article 12-1

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be signed or sealed by the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty days after the meeting.

The distribution of the minutes of shareholders' meeting as required above may be conducted electronically. The date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the main issues of the proceedings and the results of the meeting shall be recorded in the minutes of shareholders' meeting. The minutes shall be kept persistently throughout the life of the Company. The attendee list with the signatures of the attending shareholders and the powers of attorney of the proxies shall be kept by the Company for a minimum period of at least one year. If a lawsuit has been instituted by a shareholder in accordance with the provisions of Article 189 of the Company Act hereof, the minutes of the shareholders' meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 13

After the public issuance of its shares, if the Company wish to cease of its status as a public company, the Company should obtain a resolution at a shareholders' meeting. This Article shall not be changed during the emerging and listed (TWSE/TPEX) period of the Company.

Section IV Directors

Article 14

The Company shall have seven to eleven directors. The term of office shall be three years. Directors shall be elected by adopting candidates nomination system, and shall be elected by the shareholders' meeting from among the nominees listed in the roster. All directors shall be eligible for re-election. The Company shall adopt the open-ballot, cumulative voting method for the election of directors.

At least three independent directors of the Company shall be existed among the number of directors mentioned in the preceding Paragraph, and the numbers of

such independent directors shall not be less than one-fifth of the total number of directors. The qualifications, shareholding, participation in other business restricted, nomination, election and any other matters of the independent directors shall meet the requirements as specified by the competent authority in charge of securities affairs.

Article 14-1

The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The audit committee and its members perform their duties in accordance with the company law, securities exchange law and other laws and regulations.

Article 15

In case that no election of new directors is effected after the expiry date of the term of office of existing directors, the term of office of the original directors shall be extended until the new directors are elected and assumed their offices.

Article 16

When the numbers of vacancies of the Board of Directors of the Company exceed one third of the total numbers of directors are discharged, the Board of Directors shall convene a special meeting of shareholders within sixty days to elect the succeeding directors. The term of office of the succeeding directors shall be restricted to the remaining term of office of the original directors.

When the number of the independent director members on the Committee falls below that prescribed in the preceding paragraph or in the articles of incorporation due to an independent director's dismissal for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancies.

Article 17

The meetings of the Board of Directors shall be held at least once per quarter. Unless otherwise specified in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors. Unless otherwise specified in the Company Act, the Board of Directors shall be convened by the chairman of the Board of Directors.

The Company shall provide a notice with the subject(s) to be discussed at the meeting to each director no later than 7 days prior to the scheduled meeting date. In the case of any emergent event, such meetings can be convened at any time. The foresaid notice can be circulated by means of documents, fax or electronic transmission.

Article 18

The Board of Directors shall be organized by the directors. The chairman of the Board of Directors shall be elected from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman of the Board of Directors shall externally represent the Company.

Article 19

In case that the chairman of the Board of Directors is on leave or cannot exercise his power and authority for any causes, the proxy of the chairman shall be designated in accordance with the Article 208 of the Company Act.

Article 20

Each director shall attend the meeting of the Board of Directors in person. In case a director appoints another director to attend the meeting of the Board of Directors in his/her behalf, the proxy shall work in accordance with the Article 205 of the Company Act. In case a meeting of the Board of Directors is proceeded via visual communication network, the directors participating in such a visual communication meeting shall be deemed to have attended the meeting in person. If a director is unable to attend a Board Meeting, the director may, by written authorization, appoint another director to attend a Board Meeting on his/her behalf, but a director may accept the appointment to act as the proxy of one other director only.

Article 20-1

The Company may purchase the liability insurance for the directors with respect to liabilities resulting from exercising their duties during their terms of office. The insured amount and other affairs related to liability insurance are authorized to the resolution of the Board of Directors.

Article 20-2

The Company shall pay remuneration to the directors for their duties. The remuneration for the directors shall be determined by the Board of Directors in consideration of the extent of participation of the directors and the value of the

contributions provided by the directors for the management of the Company and the general standard of the same industry.

Article 21

Unless otherwise provided in the Company Act, the power of the Board of Directors is listed as follows:

- (1) To propose the amendments to this Articles of Incorporation;
- (2) To determine the operational policy, to review the business plan and to monitor the implementation of the business plan;
- (3) To determine the budget and the final account;
- (4) To draft and amend the internal regulations and organization charter of the Company;
- (5) To approve a reinvestment or joint ventures, or the assignment of the shares of the reinvestment or joint ventures;
- (6) To review the fund borrowed;
- (7) To approve the endorsement and guarantees to other companies;
- (8) To propose the assignment, sell, lease, pledge, mortgage or disposition or any other way of acquisition and disposal for the whole or any essential part of the Company's assets;
- (9) To elect the chairman of the Board of Directors;
- (10) To appoint or discharge of a certified public accountant and lawyers;
- (11) To appoint and discharge of the underwriters and co- underwriters of IPO;
- (12) To setup and dissolve branch offices;
- (13) To implement any other power in accordance with the Company Act or the resolution of a shareholders' meeting;
- (14) To approve the important technical skills and the acquisition, transfer, pledge, license, lease or disposal of patent right, trademark right and copyright of the Company as well as major technique collaboration contracts; and
- (15) To implement all matters not provided for in this Articles but set forth in the relevant regulations or laws.

Section V Managerial Officer

Article 22

The Company may appoint one or more managerial officer. The appointment, discharge and the remuneration of the managerial officer shall be made in accordance with the Article 29 of the Company Act.

Section VI Accounting

Article 23

The Company shall close accounts at the end of the year. At the close of each fiscal year by the company, the Board of Directors shall prepare the following statements and records which submit to the shareholders meeting for recognition:

- (1) the business report;
- (2) the financial statements; and
- (3) the profit distribution or deficit compensation proposals.

Article 24

In the case that any profits is retained in a certain year, the Board of Directors shall allocate 2% to 6% of the profits as compensation for the employee and not more than 2% of the profits as compensation for the directors. The above-mentioned term “profits” means profit before income tax before allocating of the compensation for the employees, directors. However, in the case that any accumulated loss is remained, the Company shall reserve a certain amount to offset such losses, then the balance left shall be allocated according to the foresaid principle.

The compensation for the employees may be made either by stock or by cash, the compensation for directors may only be made by cash. The compensation shall under the resolution by the meeting of the Board of Directors and report at the shareholders’ meeting.

Article 24-1

For each fiscal year, if there is any profits, the Company shall firstly cover the accumulated deficit, including adjusting the amount of undistributed retained earnings. Then, the Company shall set aside 10% of such profits as a legal reserve. However, when the accumulated legal reserve amounts to the total capital of the Company, this shall not apply. After the Company set aside or reverse another sum as the special reserve whenever necessary or in accordance with relevant laws or regulations, if there is still any earnings including undistributed retained earnings, the Board of Directors shall propose a profit distribution proposal and submit the proposal thereof to the shareholders’ meeting for resolution.

For improving the financial structure of the Company and consider the interests of investors, the Company shall adopt a balance dividend policy. As a principle, the Company shall distribute earnings at the rate over 50% of total earnings, and to distribute cash dividend at the rate over 10% of total distribution. If the divided is

less three dollars New Taiwan Dollars in a year, the Company may distribute by only stock dividend.

Section VII Supplemental Provisions

Article 25

For the requirement of business operation, the total amount of the Company's reinvestment shall not apply to the limitation that the investment shall not exceed forty percent of the Company's paid-up capital, which set forth in Article 13 of the Company Act. Any matters regarding the reinvestment shall deemed effective after being resolved in the meeting of Board of Directors and being recorded in the Meeting Minutes.

Article 26

The organization charter of the Company and its detail procedures shall be determined by the Board of Directors.

Article 27

Regarding any matters not provided for in these Articles, the Company Act and other relevant laws and regulations shall govern.

Article 28

This Article of Incorporation was established on November 16, 2000.

The first Amendment was entered into force as of April 22, 2002.

The second Amendment was entered into force as of May 10, 2002.

The third Amendment was entered into force as of March 6, 2003.

The fourth Amendment was entered into force as of April 14, 2003.

The fifth Amendment was entered into force as of April 24, 2003.

The sixth Amendment was entered into force as of July 3, 2003.

The seventh Amendment was entered into force as of December 1, 2003.

The eighth Amendment was entered into force as of December 6, 2004.

The ninth Amendment was entered into force as of May 15, 2006.

The tenth Amendment was entered into force as of September 16, 2011.

The eleventh Amendment was entered into force as of September 25, 2012.

The twelfth Amendment was entered into force as of June 21, 2013.

The thirteenth Amendment was entered into force as of June 9, 2014.

The fourteenth Amendment was entered into force as of July 25, 2014.

The fifteenth Amendment was entered into force as of February 5, 2015.

The sixteenth Amendment was entered into force as of June 1, 2015.

The seventeenth Amendment was entered into force as of June 17, 2016.

The eighteenth Amendment was entered into force as of July 27, 2018.

The eighteenth Amendment was entered into force as of July 7, 2021.

This Article of Incorporation shall take effect after the resolution of the meeting of the shareholders.

2. Rules and Procedures of Shareholder's Meeting

Lumosa Therapeutics Co., Ltd.

Rules and Procedures of Shareholder's Meeting

Article 1

Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with these Rules and Procedures, except as otherwise provided by law, regulation, or the articles of incorporation.

Article 2

A sign-in booklet has been installed for shareholders to sign in or shareholders are required to bring their attendance certification to attend the meeting. The number of shares represented by shareholders shall be based on the sign-book or the number of sign-in cards submitted.

Article 3

Attendance and votes of the Meetings shall be counted based upon the number of shares in attendance.

Article 4

The location of the Meetings shall be either where the Company is located or any other place deemed convenient for the shareholders to attend and proper for holding such meeting. The Meetings shall be held no earlier than 9 a.m. and no later than 3 p.m. on the designated meeting date.

Article 5

The chairman of the Board of Directors shall be the chairman presiding at the meeting in the case that the Meeting is convened by the Board of Directors. If the chairman of the Board of Directors is absent, the chairman shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect an acting chairman of the Board of Directors among themselves. If the Meeting is convened by any other person entitled to convene the Meeting, such person shall be the chairman at the Meeting.

Article 6

The Company may designate legal attorneys, certified public accountants, or other related parties to attend the Meetings. Persons handling affairs of the Meeting

shall wear identification cards or badges.

Article 7

The process of the Meeting shall be tape-recorded and videotaped, and any tapes shall be preserved for at least one year.

Article 8

Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one - third of the total outstanding shares, tentative resolutions may be made in accordance with Article 175, paragraph 1 of the Company Act. If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Act of the Republic of China.

Article 9

The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda. The above provision applies to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting. Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved. However, in the event that the Chairman adjourns the Meeting in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the Meeting.

Article 10

When a shareholder (or their respective representatives) present at the Meeting

wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman. If any shareholder (or their respective representatives) present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder.

In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail. Unless otherwise permitted by the chairman and the shareholder (or their respective representatives) in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption

Article 11

Unless otherwise permitted by the chairman, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). In case the speech of any shareholder violates all the above provision or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.

Article 12

Any legal entity designated as proxy by a shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting. If a Company shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.

Article 13

After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.

Article 14

The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.

Article 15

The chairman shall appoint ballot inspectors and calculation officials, and the inspectors must possess shareholder status. The Ballots result shall be announced and recorded in the Meeting.

Article 16

During the Meeting, the chairman may, at his discretion, set time for intermission.

Article 17

Unless otherwise provided for in the Company Act or Company Rules, a motion approved by more than one-half of the votes constitutes final approval. The chairman rules that a resolution may be decided by either a vote or by asking for objections.

Article 18

If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

Article 19

The chairman may conduct the disciplinary officers (or the security guard) to assist in keeping order of the Meeting place. Such disciplinary officers (or security guards) shall wear badges marked "Disciplinary Officers" for identification purpose.

Article 20

Regarding any matters not provided for in these Articles, the Company Act and other relevant laws and regulations shall govern.

Article 21

These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

These Rules and Procedures was established on February 5, 2015.

3.Shareholding of Directors

Lumosa Therapeutics Co., Ltd.

Shareholding of Directors

1.The minimum shareholding required for all Directors by law are listed as follows:

Position	Required shares by law	Shares on the book closure date
Directors	9,791,869	56,423,278

Note: Book closure date: March 26, 2022

2.Current Shareholding of Directors

Position	Name	Shares on the book closure date
Chairman	Jung Chin Lin Representative of Center Laboratories, Inc.	54,068,631
Director	Wann Lai Cheng Representative of Center Laboratories, Inc.	54,068,631
Director	Su-Chi Wang Representative of BioEngine Technology Development Inc.	1,888,169
Director	De Fu Hsieh 順晟藥品有限公司	1,000
Director	Chung Hao Tasi	0
Director	Hsueh Lin Wang	465,478
Independent Director	Chih Hsiung Wu	0
Independent Director	Chih Yung Chin	0
Independent Director	Hai I Ma	0

Note: Book closure date: March 26, 2022