



Onyx Healthcare Inc.

**Annual General
Shareholders
Meeting for 2025**

Meeting Handbook

May 20, 2025

Venue: 9F, No. 135, Lane 235, Baoqiao Road, Xindian District, New Taipei City

Table of Contents

Meeting Procedure	1
Meeting Agenda.....	2
Report Items	3
Acknowledgment Items	4
Discussion Items	5
Election	5
Other Motions.....	6
Special Motions.....	6
Adjournment.....	6
Attachment I Business Report	7
Attachment II Audit Committee's Report.....	13
Attachment III Standalone Financial Statements and Independent Auditors' Report	14
Attachment IV Consolidated Financial Statements and Independent Auditors' Report.....	26
Attachment V Comparison of Existing and Revised "Articles of Incorporation "	38
Attachment VI Name List of Candidates for Director.....	40
Attachment VII For removal of restrictions on competing business involvement from the new directors and their representatives	43
Attachment VIII Articles of Incorporation	45
Attachment IX Shareholder Meeting Conference Rules	51
Attachment X Directors Election Policy.....	58
Attachment XI Shareholder of the Directors	61

Meeting Procedure

**Onyx Healthcare Inc.
Procedure For the 2025 General Shareholders' Meeting**

I. Commencement of meeting

II. Chairperson's opening remarks

III. Report Items

IV. Acknowledgment Items

V. Discussion Items

VI. Election

VII. Other Motions

VIII. Special Motions

IX. Adjournment

Meeting Agenda

Onyx Healthcare Inc.

Agenda of the Annual General Shareholders' Meeting for 2025

- I. Time: 9am, May 20(Tuesday), 2025
- II. Venue: 9F, No. 135, Lane 235, Baoqiao Road, Xindian District, New Taipei City
- III. Meeting type: Physical shareholders meeting.
- IV. Commencement of meeting (announce the total number of shares represented in the meeting)
- V. Chairperson's opening remarks
- VI. Report Items:
 - (I) 2024 Business Report.
 - (II) 2024 Audit Committee's Report.
 - (III) 2024 Employee's and Directors' Remuneration Proposal.
- VII. Acknowledgment Items:
 - (I) 2024 Business Report and Financial Statements.
 - (II) The Proposal for Distribution of 2024 Profits.
- VIII. Discussions Items:
 - (I) Partial Amendments to the Company's " Articles of Incorporation ".
- IX. Election:
 - (I) Re-election of all directors.
- X. Other Motions:
 - (I) Release of new directors from non-competition restrictions.
- XI. Special Motions
- XII. Adjournment

Report Items

I. 2024 Business Report.

Details: Please refer to Attachment I of this conference manual for the Company's 2024 Business Report on pages 7-12.

II. 2024 Audit Committee's Report.

Details: Please refer to Attachment II of this conference manual for the Company's 2024 Audit Committee's Report on page 13.

III. 2024 Employee's and Directors' Remuneration Proposal.

Details: I. According to Article 28-1 of the Company's Articles of Incorporation, any profit concluded from a financial year (i.e., pre-tax profit before employee's and directors' remuneration) shall be subject to employee's remuneration of no less than 5% and directors' remuneration of no more than 3%. However, profits shall first be taken to offset cumulative losses if any.

II. Employee's remuneration totaling NT\$14,000,000 (6.38%) and director remuneration totaling NT\$2,400,000 (1.09%) have been proposed for 2024; both are indifferent from the amounts initially estimated, and will be entirely paid in cash.

Acknowledgment Items

Motion 1: Adoption of 2024 Business Report and Financial Statements.
(Proposed by the board of directors)

Details: I. The Company's 2024 standalone financial statements and consolidated financial statements have been audited by CPA Chang, Shu-Chiung and CPA Lin, Chun - Yao of PriceWaterhouseCoopers Taiwan. The above documents have also been reviewed by the Audit Committee, for which the committee has issued its audit report.

II. Please refer to Attachment I on pages 7-12, Attachment III and Attachment IV on pages 14-37 of this conference manual for the Company's 2024 Business Report, standalone financial statements and consolidated financial statements with Independent Auditor's Report, respectively.

Resolution:

Motion 2: Adoption of the Proposal for Distribution of 2024 Profits. (Proposed by the board of directors)

Details: I. The Company generated NT\$180,913,289 of net income for the year of 2024; after providing NT\$18,091,329 in legal reserve, and adding NT\$9,861,541 reversal in special reserve, and adding NT\$73,022,603 of undistributed earning carried from the beginning of the period. Therefore, a proposal was made to distribute cash dividends totaling NT\$154,522,980(NT\$4.00 per share). Please refer to the earnings appropriation chart below:

Onyx Healthcare Inc.
Earnings Distribution Table
2024

Unit: NTD

Item	Amount	Remarks
Beginning retained earnings	73,022,603	
Add: Net income for 2024	180,913,289	
Less: Provision of legal reserve (10%)	(18,091,329)	
Add: Reversal for special reserve	9,861,541	
Earnings available for distribution in the current period	245,706,104	
Less: Distributions		
Shareholders' dividends - cash	(154,522,980)	NT\$4.00 per share
Closing undistributed earnings	91,183,124	

Note: Distribution to be paid out of 2024 earnings first.

Chairman: Chuang, Yung-Shun Manager: Chuang, Fu-Chung Head of Accounting: Yang, Hsiang-Chih

II. The amount of cash dividend distribution shall be calculated and

truncated to the nearest NT\$1. Fractions that do not amount to a full NT\$1 shall be summed and recognized by the Company as other income. Once the motion has been approved during the annual general meeting, a request shall be raised simultaneously to authorize the Chairman to set baseline date and payment date for dividends.

- III. Proposal to seek approval during annual general meeting to authorize the Chairman for decisions involving adjustments to dividend allocation, should the Company encounter a change of share capital that changes the number of outstanding shares on a later date.

Resolution:

Discussion Items

Motion 1: Partial Amendments to the Company's "Articles of Incorporation"; the motion is open for discussion. (Proposed by the board of directors)

Details: I. In accordance with the company's actual needs and the amendments to Article 14, Paragraph 6 of the Securities and Exchange Act by the competent authority, it is proposed to revise Articles 7, 28-1, and 30 of the company's Articles of Incorporation.

- II. Please refer to Attachment V on pages 38-39 of this conference manual for detailed comparison of the "Articles of Incorporation" before and after revision.

Resolution:

Election

Motion: Re-election of all directors

Details: I. The term of office served by the directors of 5th Board of Directors is going to expire on May 30, 2025. Therefore, the re-election of directors was carried out in accordance at this annual general meeting.

- II. 8 directors (including 4 independent directors) are scheduled to be elected in accordance with Article 18 of the Company's Articles of Incorporation. They will be elected under the candidate nomination system and serve the term of office for 3 years, from May 20, 2025 to May 19, 2028. The term of office served by the current directors expires at the end of this annual general meeting.

- III. The name list of candidates for director. Please refer to Attachment VI hereto on pages 40-42.

IV. The election was carried out in accordance with the Company's "Directors Election Policy." Please refer to Attachment X hereto on pages 58-60.

Other Motions

Motion: Removal of restrictions on competing business involvement for the new directors and their representatives. (Proposed by the board of directors)

Details: I. According to Paragraph 1, Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

II. In order to rely on the expertise and experience of the Company's directors, insofar as the Company's interest remains unimpaired, a proposal is submitted to the shareholders' meeting for resolution on the removal of restrictions on competing business involvement for the new directors and their representatives. For the proposal for removal of restrictions on competing business involvement from the new directors and their representatives, please refer to Attachment VII to the Meeting Handbook on pages 43-44.

Resolution:

Special Motions

Adjournment

Onyx Healthcare Inc.
Business report

Ladies and gentlemen:

The following is a report on the Company's business results for 2024 and its business plan and strategic development for 2025, respectively:

I. Business Performance in 2024

(I) Project Results in 2024

Consolidated operating revenues for 2024 were NT\$1,241,251 thousand, and decrease of 16.85% from NT\$1,492,860 thousand in 2023. Gross profit was NT\$456,275 thousand, and decrease of 17.96% from NT\$556,144 thousand in 2023. Net income for the period was NT\$180,125 thousand, decrease 29.41% from NT\$255,170 thousand in 2023; resulting in earnings per share of NT\$4.69.

(II) Budget execution and analysis of revenues, expenses and profitability

1. Budget execution: The Company did not produce a financial forecast for 2024, and hence is not required to disclose its progress.
2. Revenues, expenses, and profitability analysis.

Unit: NT\$ thousand

Item \ Year		2024 Consolidated	2023 Consolidated
Profitability analysis	Return on assets (%)	8.84	12.86
	Return on shareholders' equity (%)	11.72	17.47
	Ratio of profit before tax to Paid-in capital (%)	53.43	91.00
	Net profit margin (%)	14.51	17.09
	Basic earnings per share (NT\$)	4.69	7.65
	Diluted earnings per share (NT\$)	4.65	7.59

Research and development

1. Research and development expenses in the last 2 years

Unit: NT\$ thousand; %

Item \ Year	2024	2023
R&D expenses	118,318	79,362
Net operating revenues	1,241,251	1,492,860
As a percentage of net operating revenues	9.53	5.32

2. R&D progress in the last year

The Company's research and development dimensions include hardware, software, and components. Furthermore, the group's technology and industry-academia collaborations are integrated and applied to the development of new medical products, including physiological monitoring systems, medical controllers, long-term care systems, mobile medical devices, nursing care systems, medical-grade power systems, as well as the design, medical AI computer platform and manufacturing of customized medical computers, etc. The products are marketed globally under the Onyx brand.

In terms of hardware, we primarily focus on the development of 5G+AI computers and peripherals with medical certifications, customized designs and are conducted in conjunction with major medical equipment manufacturers. The software includes smart power diagnosis/management and AIoT solutions. We are currently involved in the research of AI-driven edge computing, smart power management, and telemedicine medical records system. The components include lightweight, reinforced, medical-grade exterior/structural design and high-computing power, low-noise thermal flow solution. In terms of the R&D outcome, new functions will be incorporated into the new products in the future to constantly strengthen the products' uniqueness, maintain technology leadership, and increase market share.

In 2024, the Company's new products include JS1100/JS810/JS221, which can be applied to medical AI; the new generation of MD116ELK smart nursing care computer can be used on nurse workstations and care systems; the second-generation all in one surgical computer MATE2-2210, ACCEL are now available in 22/24/32-inch configurations, and the new generation SMA series are available in sizes from 10 to 18.6 inches. In addition, the MedDP series of medical display products are now offered MEDDP-822, and the MedPC series of medical controller devices have entered mass production. At the same time, the ODM project of the world's leading heart transplant brand has also officially commenced mass production.

In addition to medical computers, the ONYX Healthcare has passed QMS certification, obtained the medical equipment manufacturing license, and completed the production and shipment of centrifugal biochemical analyzers.

II. Business plan and strategic development for 2025

(I) Operational policy

1. Ushering in a new era for medical AI and strengthening of strategic alliances

Medical AI is rapidly becoming a key focus of global developments.

ONYX Healthcare will continue to strengthen our strategic alliances with partners including NVIDIA and Intel to develop comprehensive medical AI solutions. equipment. We will partner with medical AI software vendors to co-develop innovative applications ranging from Edge AI to high-end imaging AI systems. The upgrading of medical assistive technologies across the board will usher in a new era for medical AI computers.

2. Combining AI technology and smart medicine trends to build a comprehensive solution

ONYX Healthcare will integrate our core expertise in the design of medical electrical equipment and compliance with the trends towards residential and remote care in the post-pandemic era, as well as the rapid application of AI in medical assistance fields to promote innovations in smart medicine.

3. Take advantage of growth opportunities in the medical AI market to boost revenue and profits

As the global medical AI market continues to expand, the Company will actively take advantage of market opportunities, strengthen technological innovation and product competitiveness, and promote business growth.

4. Adopt a dual track strategy to realize co-prosperity in both the brand and ODM markets

The Company adopted a dual-track business model with self-owned brands and ODM. The two businesses complement each other to meet the needs of different markets. The steady, long-term growth of the Company is promoted through precise market positioning and flexible product development strategies.

5. Strengthening of relationships with suppliers and partners, and implementation of corporate social responsibility

The Company upholds the principles of ethical management and environmental sustainability. Long-term partnerships have been established with suppliers to ensure that all procurement, production, and sales processes conform to ESG standards. We support industry initiatives for greater responsibility and sustainable development.

6. Incorporation of sustainability as a core corporate value to build long-term competitiveness

The Company actively promotes ESG sustainable strategies. We also embrace corporate sustainability values to promote greater internationalization of the Company, build competitiveness based on sustainable growth, while also bringing about the realization of both economic and social value.

(II) Projected sales volume and basis

1. Development of markets in the Americas and expansion of the medical IT equipment portfolio

The Company has achieved steady growth in the medical equipment OEM/ODM market in Americas. We will continue to actively develop the medical IT equipment market by providing smart medical computer, medical work station, remote medical equipment and other solutions that improve the operating efficiency of medical facilities in order to consolidate our competitive advantage in the market.

2. Take advantage of new business opportunities in Europe and promote

the development of the OEM market for medical devices

Even as competition in the medical markets of the Americas intensifies, the OEM/ODM market in Europe is set to welcome new growth opportunities. The Company will leverage our robust presence in the European medical IT market that we built up over the years to expand our European OEM market for medical devices. Local regulations and market demand will be taken into account to supply high-quality and high-grade medical electronic equipment that will expand our business even more.

3. Strengthen R&D and certification to develop more competitive specifications for medical computers

The R&D team for development of professional medical devices will be expanded and combined with international medical certification designs to build medical-grade computer equipment. Entry into medical OEM/ODM markets will be accelerated to meet the demand for high-end smart medical equipment from medical institutions around the world.

4. Strengthen brand management and boost global smart medical IT market share

The Company will increase its investment in digital marketing to strengthen our brand awareness and market penetration rate. The self-owned “ONYX” brand and core expertise in bespoke medical electronic devices will be leveraged to develop European, American, and Asian markets. The Company will actively expand the smart medical IT equipment market, and cooperate with OEM/ODM customers of large global medical firms to consolidate our global market position.

5. Strengthen system integration and partnerships, expand the application of smart medicine.

Strategic partnerships with system integrators and medical software vendors will be strengthened, and smart medicine solutions will be launched through global distributor partners. The integration of technologies across different healthcare processes will help us break into the smart medicine market and build new business opportunities.

6. Provide OEM services for QMS certification to target the market of major global healthcare vendors

The QMS certification will be introduced to improve the quality of OEM services for medical instruments. An aggressive strategy will be adopted to capture the OEM/ODM markets for large European, American, and Asian health companies. Advanced production standards and rapid customization capabilities will help generate stable and fast sales growth as well as boost market competitiveness.

7. Continue to invest in medical AI and IoT technologies, and promote the development of smart medicine.

R&D on medical AI and medical Internet of Things (IoT) technologies will be expanded. Management decisions on medical equipment are to be optimized through big data analytics. In the future, the Company will utilize cloud databases to improve equipment efficiency and promote smart medical applications to build a digital medical ecosystem.

(III) Marketing Plan

In 2025, our marketing and promotion strategy will focus on the top medical technology exhibitions around the world, including those in United States, Germany, France, Japan and Malaysia. Demonstrations of innovative medical AI technologies and solutions will enhance the international visibility of the ONYX brand and strengthen our relationship with global partners. At the same time, the Company will use our official website, social media platforms, and professional digital content marketing to establish diversified communication channels, improve brand value, and consolidate our leadership in the smart medicine industry.

III. Impact of external competition, legal environment, and macro environment

(I) Impact of external competition

Development of smart medical equipment is now trending towards automation, precision diagnostics, and personalized medicine. Businesses must actively invest in technology R&D, as well as promote digital, intelligent and remote application technologies for products in order to meet the growing demand for high-efficiency, real-time and low-cost smart medicine solutions.

In response to the above changes, the Company will adopt a multi-level response strategy to further strengthen our competitive advantages and become the most competitive choice in the field of medical AI system equipment. We will continue to lead the development of the smart medicine industry by providing high-efficiency and innovative solutions for the global medical market.

(II) Impact of the legal environment

Regulatory policies for medical devices in various countries continue to evolve, and approval processes and standards may change. Our company remains highly attentive to regulatory developments to ensure that our products comply with the latest requirements, avoiding market access obstacles due to policy changes. At the same time, in alignment with Net-Zero policy, the company is actively promoting energy-saving and carbon-reduction measures to demonstrate our resolve in combating global warming.

(III) Impact of the macro environment

The global economy is expected to maintain stable growth. However, with Donald Trump's re-election, the uncertainty surrounding his domestic and foreign policies may exert downward pressure on global economic growth and increase inflation risks. This could lead to heightened volatility in the U.S. dollar exchange rate, raising foreign exchange risks for businesses.

To mitigate the impact of currency fluctuations on operations, the company will appropriately adjust the proportion of foreign currency accounts and establish effective foreign exchange risk management strategies. Additionally, by regularly monitoring exchange rate movements and promptly adjusting financial strategies, the company aims to maintain stable operations and a sound financial position in an uncertain economic environment..

Lastly, we look forward to your continued support, encouragement, and advice.

Sincerely,

Onyx Healthcare Inc.

Chairman: Chuang, Yung-Shun

General Manager: Chuang, Fu-Chung

Head of Accounting: Yang, Hsiang-Chih

Audit Committee's Report

We have reviewed the Company's 2024 business report, financial statements and earnings appropriation proposal prepared by the board of directors. The financial statements have been audited by CPA LIN, CHUN - YAO and CPA WENG, SHIH - RONG of PriceWaterhouseCoopers Taiwan, to which the firm has issued an independent auditor's report. The Audit Committee found no misstatement in the above business report, financial statements or earnings appropriation, and hereby issues its report as presented above in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of The Company Act.

For

Onyx Healthcare Inc.

2025 Annual General Shareholders Meeting

Audit Committee Convener: Liao, Hsiu-Mei

February 25, 2025

Independent Auditor's Report

(114)-Cai-Shen-Bao-Zi No. 24003110

To stakeholders of ONYX Healthcare Inc.:

Audit opinion

We have audited the accompanying standalone balance sheet of ONYX Healthcare Inc. (referred to as "ONYX Healthcare" below) as at December 31, 2024 and 2023, the standalone statement of comprehensive income, standalone statement of changes in equity, and standalone cash flow statement from January 1 to December 31, 2024 and 2023, and notes to standalone financial statements (including a summary of significant accounting policies).

In our opinion, based on our audit results and audit results of other auditors (please refer to the Other Issues paragraph), all material disclosures of the standalone financial statements mentioned above were prepared in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and presented a fair view of the standalone financial position of ONYX Healthcare as at December 31, 2024 and 2023, and standalone business performance and cash flow for the periods January 1 to December 31, 2024 and 2023.

Basis of audit opinion

We have conducted our audits in accordance with "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and the auditing standards of the Republic of China. Our responsibilities as an auditor under the abovementioned standards are explained in the Responsibilities paragraph. All relevant personnel of the accounting firm have followed CPA code of ethics of the Republic of China and maintained independence from ONYX Healthcare, and fulfilled other responsibilities under the code of ethics. We believe that the evidence obtained from audit and reports made by other auditors provide an adequate and appropriate basis for our opinion.

Key audit issues

Key audit issues are matters that we considered to be the most important, based on professional judgment when auditing the 2024 standalone financial statements of ONYX Healthcare. These issues have already been addressed when we audited and formed our opinions on the standalone financial statements. Therefore we do not provide opinions separately for individual issues.

Key audit issues concerning the 2024 standalone financial statements of ONYX Healthcare are as follows:

Existence of sales revenue

Description

Please refer to Note 4(27) for the accounting policy on revenue recognition. For a detailed description of revenue accounts, please refer to Note 6(20) of the standalone financial statements.

The Company and its subsidiaries' (recognized as investment under the equity method) main business is the design, manufacturing and sales of medical computers and peripheral equipment. Because its product project orders are easily affected by the customer's product project cycle, ONYX is necessary to strive to develop new markets and undertake new project orders. Therefore, the operating revenue of each period may be subject to change in market trend. As a result, we have identified the sales revenue mentioned above as one of the key audit issues this year.

Audit procedures

This issue concerned ONYX Healthcare and certain subsidiaries (presented as equity-accounted investments), and the following audit procedures were taken specifically in relation to the key audit issues described above:

1. Assessment and testing of internal control processes on sales transactions to determine whether transactions were carried out according to the company's internal control system during the reporting period.

2. Obtain and verify the above-mentioned revenue, transaction, and related documents on a sample basis, and confirm that the customer has acquired control of the product and assumed the product risk before recognizing the revenue.

Accounting estimates for inventory valuation

Description

For accounting policies on inventory valuation, please refer to Note 4(13) of the standalone financial statements; for major accounting estimates, assumptions, and uncertainties on inventory valuation, please refer to Note 5(2) of the standalone financial statements; for detailed inventory accounts, please refer to Note 6(5) of the standalone financial statements.

ONYX Healthcare is mainly involved in the design, manufacturing, and sale of medical computers. Due to the long useful life of medical computers, ONYX Healthcare is required to maintain inventory of certain products and peripherals for longer periods of time in order to meet customers' needs for long-term supply and maintenance. Any change in customers' purchase order or under-performance of the market would cause fluctuation in product pricing or slow down the rate at which inventory is sold, therefore increasing risk of loss on devaluation or obsolescence. ONYX Healthcare accounts for normal inventory at the lower of cost and net realizable value; inventory that exceeds certain duration of time or has been individually identified as obsolete will have loss provisions made on an item-by-item basis according to the devaluation loss provisioning policy.

ONYX Healthcare makes timely adjustments to inventory level in response to changes in market demand and the Company's development strategies. The Company carries a wide variety of medical computers, which also makes up a substantial portion of the Company's product portfolio and a high amount of inventory. Furthermore, evaluation of net realizable value on obsolete inventory often involves subjective judgments, making the estimated amount prone to uncertainties, and was one of the key areas we had to verify as part of our audit. For this reason, we have identified the estimation of inventory valuation losses as one of the key audit issues for this year.

Audit procedures

This issue concerned ONYX Healthcare and certain subsidiaries (presented as equity-accounted investments), and the following audit procedures were taken specifically in relation to the key audit issues described above:

1. Evaluating the policy adopted by ONYX Healthcare to make provisions for inventory devaluation losses, based on our understanding of the company's operations and industry nature.
2. Examining details of individual inventory items that the management had considered to be obsolete, and verifying against supporting documents.
3. Testing the market prices based upon which net realizable values of individual inventory items were established, and making random checks to ensure that net realizable values were correctly calculated.

Other issues - audits by other auditors

Amongst the equity-accounted business investments presented in the standalone financial statements of ONYX Healthcare, some of which had financial statements audited by other CPAs that we did not take part of. Therefore, opinions made in the standalone financial statements mentioned above in regards to such businesses were based on audited reports of other CPAs. As at December 31, 2024 and 2023, balances of the abovementioned equity-accounted investments totaled NT\$649,524 thousand and NT\$629,526 thousand, representing 32% and 31% of total assets, respectively. For the periods from January 1 to December 31, 2024 and 2023, comprehensive income recognized from the abovementioned companies totaled NT\$72,316 thousand and NT\$71,691 thousand, representing 38% and 28% of comprehensive income, respectively.

Responsibilities of the management and governing body to the standalone financial statements

Responsibilities of the management were to prepare and ensure fair presentation of standalone financial statements in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and to exercise proper internal control practices that are relevant to the preparation of standalone financial statements so that the standalone financial statements are free of material misstatements, whether caused by fraud or error.

The management's responsibilities when preparing financial statements also involved: assessing the ability of ONYX Healthcare to operate, disclose information, and account for transactions as a going concern unless the management intends to liquidate or cease business operations, or is compelled to do so with no alternative solution.

The governing body of ONYX Healthcare (including the Audit Committee) is responsible for supervising the financial reporting process.

Responsibilities of CPAs in Inspecting Individual Financial Statements

The purposes of our audit were to obtain reasonable assurance of whether the financial statements were prone to material misstatements caused by fraud or error, and to issue a report of our audit opinions. Reasonable assurance provides a high degree of certainty. However, audit tasks conducted in accordance with auditing principles of the Republic of China do not necessarily guarantee detection of all material misstatements within the standalone financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if the individual amount or aggregate total is reasonably expected to affect economic decisions of the financial statement user.

When conducting audits in accordance with audit principles Republic of China, we exercised judgments and raised doubts as deemed professionally appropriate. We also performed the following tasks as an auditor:

1. Identifying and assessing risks of material misstatement due to fraud or error; designing and executing appropriate response measures for the identified risks; and obtaining adequate and appropriate audit evidence to support audit opinions. Fraud may involve conspiracy, forgery, intentional omission, untruthful declaration, or breach of internal control, and our audit did not find any material misstatement where the risk of fraud is greater than the risk of error.
2. Developing the required level of understanding on relevant internal controls and designing audit procedures that are appropriate under the prevailing circumstances, but without providing opinion on the effectiveness of internal control system of ONYX Healthcare.
3. Assessing the appropriateness of accounting policies adopted by the management, and the rationality of accounting estimates and related disclosures made.
4. Forming conclusions regarding the appropriateness of management's decision to account for the business as a going concern, and whether there are doubts or uncertainties about the ability of ONYX Healthcare to operate as a going concern, based on the audit evidence obtained. We are bound to remind users of standalone financial statements and make related disclosures if uncertainties exist in regards to the abovementioned events or circumstances, and amend audit opinions when the disclosures are no longer appropriate. Our conclusions are based on the audit evidence obtained up to the date of audit report. However, future events or circumstances may still render ONYX Healthcare no longer capable of operating as a going concern.
5. Assessing the overall presentation, structure, and contents of the standalone financial statements (including related footnotes), and whether certain transactions and events are presented appropriately in the financial statements.
6. Obtaining sufficient and appropriate audit evidence on financial information of equity-accounted investments held by ONYX Healthcare, and expressing opinions on standalone financial statements. Our responsibilities as auditor are to instruct, supervise and execute audits and form audit opinions on the standalone financial statements.

We have communicated with the governing body about the scope, timing, and significant findings (including significant defects identified in the internal control) of our audit.

We have also provided the governing body with a declaration of independence stating that all relevant personnel of the accounting firm have complied with auditors' professional ethics of the Republic of China, and communicated with the governing body on all matters that may affect the auditor's independence (including protection measures).

We have identified the key audit issues after communicating with the governance body regarding the 2024 standalone financial statements of ONYX Healthcare. These issues have been addressed in our audit report except for: 1. Certain topics that are prohibited by law from disclosing to the public; or 2. Under extreme circumstances, topics that we decided not to communicate in the audit report because of higher negative impacts they may cause than the benefits they bring to public interest.

PwC Taiwan
CPA

Chang, Shu-Chiung
Lin, Chun-Yao

Former Financial Supervisory Commission, Executive Yuan
Approval reference: Jin-Guan-Zheng-Shen-Zi No. 0990042602
(Formerly known as) Securities and Futures Commission,
Ministry of Finance
Approval reference: (85)-Tai-Cai-Zheng-(VI) No. 68702

February 25, 2025

ONYX Healthcare Inc.
Standalone Balance Sheet
As at December 31, 2024 and 2023

Unit: NT\$ thousand

			December 31, 2024		December 31, 2023			
			Amount	%	Amount	%		
Assets			Note					
Current assets								
1100	Cash and cash equivalents	6(1)	\$	171,458	8	\$	271,068	13
1110	Financial assets at fair value through profit or loss - current	6(2)		7,255	-		11,389	
1136	Financial assets at amortized cost - current	6(3) and 8		983	-		31,626	2
1150	Net notes receivable	6(4)		-	-		3	-
1170	Net accounts receivable	6(4)		112,374	6		119,987	6
1180	Accounts receivable - related parties, net	7		103,839	5		54,023	3
1200	Other receivables			1,172	-		1,716	-
130X	Inventory	6(5)		219,797	11		226,869	11
1410	Prepayments			16,983	1		13,908	1
1470	Other current assets	8		481	-		2,235	-
11XX	Total current assets			634,342	31		732,824	36
Non-current assets								
1510	Financial assets at fair value through profit or loss - non-current	6(2)		43,076	2		34,637	2
1517	Financial assets at fair value through other comprehensive income - non-current	6(6)		151,048	7		68,756	3
1550	Equity-accounted investments	6(8)		817,731	40		786,564	39
1600	Property, plant and equipment	6(8), 7 and 8		340,664	17		347,832	17
1755	Right-of-use assets	6(9)		29,275	2		32,219	2
1780	Intangible assets			1,607	-		3,517	-
1840	Deferred income tax assets	6(25)		13,959	1		13,059	1
1900	Other non-current assets			952	-		952	-
15XX	Total non-current assets			1,398,312	69		1,287,536	64
1XXX	Total assets		\$	2,032,654	100	\$	2,020,360	100

(Continued next page)

ONYX Healthcare Inc.
Standalone Balance Sheet
As at December 31, 2024 and 2023

Unit: NT\$ thousand

Liabilities and equity			December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
Current liabilities						
2100	Short-term loans	6(11)	\$ 80,000	4	\$ 27,000	1
2130	Contractual liabilities - current	6(20)	50,410	3	57,838	3
2170	Accounts payable		53,762	3	65,176	3
2180	Accounts payable - related parties	7	2,069	-	1,091	
2200	Other payables	6(12)	64,382	3	72,561	4
2220	Other payables - related parties	7	2,371	-	2,214	-
2230	Current income tax liabilities		1,685	-	37,883	2
2250	Liability reserves - current	6(15)	6,903	-	7,585	-
2280	Lease liabilities - current		1,827	-	1,985	-
2320	Long-term liabilities due within 1 year or 1 business cycle	6(13)	10,612	1	10,476	1
2399	Other current liabilities - others		1,435	-	3,762	-
21XX	Total current liabilities		275,456	14	287,571	14
Non-current liabilities						
2527	Contractual liabilities - non-current	6(20)	52,011	3	53,301	3
2540	Long-term loans	6(13)	123,947	6	134,499	7
2550	Liability reserves - non-current	6(15)	2,094	-	2,364	-
2570	Deferred income tax liabilities	6(25)	6,286	-	423	-
2580	Lease liabilities - non-current		28,267	1	30,610	1
25XX	Total non-current liabilities		212,605	10	221,197	11
2XXX	Total liabilities		488,061	24	508,768	25
Equity						
	Share capital	6(17)				
3110	Common share capital		386,277	19	335,163	17
	Capital reserves	6(16)(18)				
3200	Capital reserves		717,770	35	708,803	35
	Retained earnings	6(19)				
3310	Legal reserves		176,748	9	151,706	7
3320	Special reserves		30,169	1	33,926	2
3350	Unappropriated earnings		253,936	13	312,163	15
	Other equity items					
3400	Other equity items		(20,307)	(1)	(30,169)	(1)
3XXX	Total equity		1,544,593	76	1,511,592	75
	Major post-balance sheet date events	11				
3X2X	Total liabilities and equity		\$ 2,032,654	100	\$ 2,020,360	100

The attached Notes to the standalone financial statements are part of this standalone financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

ONYX Healthcare Inc.
Standalone Statement of Comprehensive Income
January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand
(except earnings per share, which are presented in NTD)

	Item	Note	2024		2023	
			Amount	%	Amount	%
4000	Operating revenues	6(20) and 7	\$ 1,101,813	100	\$ 1,248,403	100
5000	Operating costs	6(5)(23) (24) and 7	(757,163)	(69)	(834,466)	(67)
5900	Gross profit		344,650	31	413,937	33
5910	Unrealized gain on sales		(36,429)	(3)	(20,722)	(2)
5920	Realized gain on sales		20,722	2	20,752	2
5950	Net gross profit		328,943	30	413,967	33
	Operating expenses	6(23) (24) and 7				
6100	Selling expenses		(82,057)	(8)	(73,600)	(6)
6200	Administrative expenses		(46,100)	(4)	(50,725)	(4)
6300	R&D expenses		(118,318)	(11)	(79,347)	(6)
6450	Expected credit impairment (loss) reversal gain	12(2)	(1,069)	-	959	-
6000	Total operating expenses		(247,544)	(23)	(202,713)	(16)
6900	Operating profit		81,399	7	211,254	17
	Non-operating income and expenses					
7100	Interest income		5,157	-	2,895	-
7010	Other income	6(21) and 7	12,199	1	6,518	1
7020	Other gains and losses	6(22)	20,310	2	2,684	-
7050	Financial costs		(4,065)	-	(3,513)	-
7070	Share of profits/losses on equity-accounted subsidiaries, associated companies, and joint ventures	6(8)	87,959	8	80,546	6
7000	Total non-operating income and expenses		121,560	11	89,130	7
7900	Pre-tax profit		202,959	18	300,384	24
7950	Income tax expense	6(25)	(22,045)	(2)	(45,122)	(4)
8200	Current net income		<u>\$ 180,914</u>	<u>16</u>	<u>\$ 255,262</u>	<u>20</u>
	Other comprehensive income					
	Items not reclassified into profit or loss					
8316	Unrealized gain/loss on valuation of equity instruments at fair value through other comprehensive income	6(6)	\$ 3,677	-	(\$ 5,394)	-
8330	Share of other comprehensive income from subsidiaries, equity-accounted associated companies, and joint ventures - not reclassified into profit or loss		(489)	-	3,853	-
8310	Items not reclassified into profit or loss - total		3,188	-	(1,541)	-
	Items likely to be reclassified into profit or loss					
8361	Financial statement translation differences arising from foreign operations		7,082	1	421	-
8380	Share of other comprehensive income from equity-accounted subsidiaries, associated companies, and joint ventures - likely to be reclassified into profit or loss		1,008	-	116	-
8399	Income tax on items that are likely to be reclassified into profit or loss	6(25)	(1,416)	-	(84)	-
8360	Items likely to be reclassified into profit or loss - total		6,674	1	453	-
8300	Other comprehensive income (net)		<u>\$ 9,862</u>	<u>1</u>	<u>(\$ 1,088)</u>	<u>-</u>
8500	Total comprehensive income for the current period		<u>\$ 190,776</u>	<u>17</u>	<u>\$ 254,174</u>	<u>20</u>
	EPS	6(26)				
9750	Basic earnings per share		\$ 4.69		\$ 6.66	
9850	Diluted earnings per share		\$ 4.65		\$ 6.60	

The attached Notes to the standalone financial statements are part of this standalone financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

ONYX Healthcare Inc.
Standalone Statement of Changes in Equity
January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

	Note	Common share capital	Retained earnings			Other equity items			Total
			Capital reserves	Legal reserves	Special reserves	Unappropriated earnings	Financial statement translation differences arising from foreign operations	Unrealized gains/losses on financial assets at fair value through other comprehensive income	
2023									
Balance as at January 1, 2023		\$ 332,612	\$ 679,472	\$ 131,410	\$ 49,896	\$ 232,379	\$ 2,849	\$ 31,077	\$ 1,391,843
Current net income		-	-	-	-	255,262	-	-	255,262
Other current comprehensive income		-	-	-	-	-	453	(1,541)	(1,088)
Total comprehensive income for the current period		-	-	-	-	255,262	453	(1,541)	254,174
Appropriation and distribution of 2022 earnings:	6(19)								
Provision for legal reserves		-	-	20,296	-	(20,296)	-	-	-
Reversal for special reserve		-	-	-	(15,970)	15,970	-	-	-
Cash dividends		-	-	-	-	(166,307)	-	-	(166,307)
Share-based payment	6(16)(18)	-	3,590	-	-	-	-	-	3,590
Exercise of employee warrants	6(17)(18)	2,551	25,741	-	-	-	-	-	28,292
Reclassification of equity instruments at fair value through other comprehensive income	6(6)	-	-	-	-	-	-	-	-
Balance as at December 31, 2023		\$ 335,163	\$ 708,803	\$ 151,706	\$ 33,926	\$ 312,163	\$ 2,396	\$ 27,773	\$ 1,511,592
2024									
Balance as at January 1, 2024		\$ 335,163	\$ 708,803	\$ 151,706	\$ 33,926	\$ 312,163	\$ 2,396	\$ 27,773	\$ 1,511,592
Current net income		-	-	-	-	180,914	-	-	180,914
Other current comprehensive income		-	-	-	-	-	6,674	3,188	9,862
Total comprehensive income for the current period		-	-	-	-	180,914	6,674	3,188	190,776
Appropriation and distribution of 2023 earnings:	6(19)								
Provision for legal reserves		-	-	25,042	-	(25,042)	-	-	-
Reversal for special reserve		-	-	-	(3,757)	3,757	-	-	-
Cash dividends		-	-	-	-	(167,582)	-	-	(167,582)
Stock dividends		50,274	-	-	-	(50,274)	-	-	-
Share-based payment	6(16)(18)	-	1,542	-	-	-	-	-	1,542
Exercise of employee warrants	6(17)(18)	840	7,425	-	-	-	-	-	8,265
Balance as at December 31, 2024		\$ 386,277	\$ 717,770	\$ 176,748	\$ 30,169	\$ 253,936	\$ 4,278	\$ 24,585	\$ 1,544,593

The attached Notes to the standalone financial statements are part of this standalone financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

ONYX Healthcare Inc.
Standalone Cash Flow Statement
January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

	Note	January 1 to December 31, 2024	January 1 to December 31, 2023
<u>Cash flow from operating activities</u>			
Pre-tax profit for the current period		\$ 202,959	\$ 300,384
Adjustments			
Income, expenses, and losses			
Depreciation	6(8)(9)(23)	15,928	18,465
Amortization	6(23)	2,010	2,476
Expected credit impairment loss (reversal gain)	12(2)	1,069 (959)
Gain on financial assets at fair value through profit or loss	6(2)(22)	(9,953)	(11,859)
Interest expenses		4,065	3,513
Interest income		(5,157)	(2,895)
Dividend income	6(21)	(6,521)	(408)
Share-based payment - remuneration	6(16)	1,461	3,403
Share of gain from subsidiaries and associated companies accounted using the equity method		(87,959)	(80,546)
Loss (gain) on lease amendment	6(9)(22)	12 (5)
Unrealized gains/losses among affiliates		15,707 (30)
Change in assets/liabilities related to operating activities			
Net change in assets related to operating activities			
Financial assets at fair value through profit or loss		53	-
Notes receivable		3 (3)
Accounts receivable		6,544	22,046
Accounts receivable - related parties		(49,816)	44,700
Other receivables		544	1,909
Inventory		7,072	37,175
Prepayments		(3,376)	(2,191)
Other current assets		1,754 (540)
Net change in liabilities related to operating activities			
Contractual liabilities		(8,718)	(14,717)
Accounts payable		(11,414)	(16,094)
Accounts payable - related parties		978 (4,766)
Other payables		(7,441)	16,271
Other payables - related parties		157 (1,200)
Liability reserves		(952)	255
Other current liabilities		(2,326)	678
Cash inflow from operating activities		66,683	315,062
Interests received		5,157	2,895
Dividends received		58,838	49,208
Interests paid		(4,006)	(3,479)
Income tax paid		(54,698)	(47,289)
Net cash inflow from operating activities		71,974	316,397
<u>Cash flow from investing activities</u>			
Disposal of financial assets at fair value through profit or loss		5,595	-
Disposal of financial assets at amortized cost		30,677	-
Acquisition of financial assets at amortized cost		-	(31,626)
Acquisition of financial assets at fair value through other comprehensive income		(78,615)	(71,769)
Acquisition of equity-accounted investments		(3,548)	(14,380)
Acquisition of property, plant, and equipment	6(27)	(6,953)	(67,335)
Acquisition of intangible assets		(101)	(400)
Decrease (increase) in guarantee deposits paid (presented as other non-current assets)		-	1,415
Net cash outflow from investing activities		(52,945)	(184,095)
<u>Cash flow from financing activities</u>			
Net increase in short-term loans	6(28)	53,000	27,000
Repayment of long-term loan	6(28)	(10,416)	(10,311)
Repayment of lease principal	6(28)	(1,906)	(3,949)
Decrease in guarantee deposits received		-	(1,148)
Cash dividends paid	6(19)	(167,582)	(166,307)
Exercise of employee warrants		8,265	28,292
Net cash outflow from financing activities		(118,639)	(126,423)
Increase (decrease) in cash and cash equivalents in current period		(99,610)	5,879
Opening cash and cash equivalents balance	6(1)	271,068	265,189
Closing cash and cash equivalents balance	6(1)	\$ 171,458	\$ 271,068

The attached Notes to the standalone financial statements are part of this standalone financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

Independent Auditor's Report

(114)-Cai-Shen-Bao-Zi No. 24003233

To stakeholders of ONYX Healthcare Inc.:

Audit opinion

We have audited the accompanying consolidated balance sheet of ONYX Healthcare Inc. and subsidiaries (referred to as "ONYX Group" below) as at December 31, 2024 and 2023, the consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated cash flow statement from January 1 to December 31, 2024 and 2023, and notes to consolidated financial statements (including a summary of significant accounting policies).

In our opinion, based on our audit results and the audit results of other auditors (please refer to the Other Issues paragraph), all material disclosures of the consolidated financial statements mentioned above were prepared in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the version of International Financial Reporting Standards, International Accounting Standards and interpretations thereof approved by the Financial Supervisory Commission, and presented a fair view of the consolidated financial position of ONYX Group as of December 31, 2024 and 2023, and consolidated business performance and cash flow for the periods January 1 to December 31, 2024 and 2023.

Basis of audit opinion

We have conducted our audits in accordance with "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and the auditing standards of the Republic of China. Our responsibilities as an auditor under the abovementioned standards are further explained in the "Consolidated financial statement auditing responsibilities" paragraph below. All relevant personnel of the accounting firm have followed CPA code of ethics of the Republic of China and maintained independence from ONYX Group, and fulfilled other responsibilities under the code of ethics. We believe that the evidence obtained from audit and reports made by other auditors provide an adequate and appropriate basis for our opinion.

Key audit issues

Key audit issues are matters that we considered to be the most important, based on professional judgment, when auditing the 2024 consolidated financial statements of ONYX Group. These issues have already been addressed when we audited and formed our opinions on the consolidated financial statements. Therefore we do not provide opinions separately for individual issues.

Key audit issues concerning the 2024 consolidated financial statements of ONYX Group are as follows:

Existence of sales revenue

Description

Please refer to Note 4(28) for accounting policy on revenue recognition. For a detailed description of revenue accounts, please refer to Note 6(20) of the consolidated financial statements.

Onyx Healthcare Group's main business is the design, manufacturing and sales of medical computers and peripheral equipment. Because product project orders are easily affected by the customer's product project cycle, it is necessary for the Group to strive to develop new markets and undertake new project orders., the operating revenue of each period may be subject to change in market trend. As a result, we have identified the sales revenue mentioned above as one of the key audit issues this year.

Audit procedures

The following audit procedures were taken in relation to the audit issue described above:

1. Assessment and testing of internal control processes on sales transactions to determine whether transactions were carried out according to the group's internal control system during the reporting period.
2. Obtain and verify the above-mentioned operating revenue, transaction and related documents on a sample basis, and confirm that the customer has acquired the control of the product and assumed the product risk before recognizing the revenue.

Accounting estimates for inventory valuation

Description

For accounting policies on inventory valuation, please refer to Note 4(14) of the consolidated financial statements; for major accounting estimates, assumptions, and uncertainties on inventory valuation, please refer to Note 5(2) of the consolidated financial statements; for detailed inventory accounts, please refer to Note 6(5) of the consolidated financial statements.

ONYX Group is mainly involved in the design, manufacturing, and sale of medical computers. Due to the long useful life of medical computers, ONYX Group is required to maintain inventory of certain products and peripherals for longer periods of time in order to meet customers' needs for long-term supply and maintenance. Any change in customers' purchase order or under-performance of the market would cause fluctuation in product pricing or slow down the rate at which inventory is sold, therefore increasing risk of loss on devaluation or obsolescence. ONYX Group accounts for normal inventory at the lower of cost and net realizable value; inventory that exceeds certain duration of time or has been individually identified as obsolete will have loss provisions made on an item-by-item basis according to the devaluation loss provisioning policy.

ONYX Healthcare makes timely adjustments to inventory levels in response to changes in market demand and the Company's development strategies. The Company carries a wide variety of medical computers, which also makes up a substantial portion of the Company's product portfolio and a high amount of inventory. Furthermore, evaluation of net realizable value on obsolete inventory often involves subjective judgments, making the estimated amount prone to uncertainties, and was one of the key areas we had to verify as part of our audit. For this reason, we have identified the estimation of inventory valuation losses as one of the key audit issues for this year.

Audit procedures

The following audit procedures were taken in relation to the audit issue described above:

1. Evaluating the policy adopted by ONYX Group to make provisions for inventory devaluation losses, based on our understanding of the group's operations and industry nature.
2. Examining details of individual inventory items that the management had considered to be obsolete, and verifying against supporting documents.
3. Testing the market prices based upon which net realizable values of individual inventory items were established, and making random checks to ensure that net realizable values were correctly calculated.

Other issues - audits by other auditors

Amongst the equity-accounted business investments presented in the consolidated financial statements of ONYX Group, some of which had financial statements audited by other CPAs that we did not take part of. Therefore, opinions made in the consolidated financial statements mentioned above in regards to such businesses were based on audited reports of other CPAs. As at December 31, 2024 and 2023, balances of the abovementioned equity-accounted investments totaled NT\$649,524 thousand and NT\$629,526 thousand, respectively, both representing 31% of consolidated total assets. For the periods from January 1 to December 31, 2024 and 2023, comprehensive income recognized from the abovementioned companies totaled NT\$72,316 thousand and NT\$71,691 thousand, representing 38% and 28% of consolidated comprehensive income, respectively.

Other issues - standalone financial statements

ONYX Healthcare Inc. has prepared standalone financial statements for 2024 and 2023, to which we have issued an independent auditor's report with unqualified opinion and made additional disclosures in the Other issues paragraph.

Responsibilities of the management and governance body to the consolidated financial statements

Responsibilities of the management were to prepare and ensure fair presentation of consolidated financial statements in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the version of International Financial Reporting Standards, International Accounting Standards and interpretations thereof approved by the Financial Supervisory Commission, and to exercise proper internal control practices that are relevant to the preparation of consolidated financial statements so that the consolidated financial statements are free of material misstatements, whether due to fraud or error.

The management's responsibilities when preparing financial statements also involved: assessing the ability of ONYX Group to operate, disclose information, and account for transactions as a going concern unless the management intends to liquidate or cease business operations, or is compelled to do so with no alternative solution.

The governing body of ONYX Group (including the Audit Committee) is responsible for supervising the financial reporting process.

Auditor's responsibilities in the audit of consolidated financial statements

The purposes of our audit were to obtain reasonable assurance of whether the consolidated financial statements were prone to material misstatements, whether caused by fraud or error, and to issue a report of our audit opinions. Reasonable assurance provides a high degree of certainty. However, audit tasks conducted in accordance with auditing principles of the Republic of China do not necessarily guarantee detection of all material misstatements within the consolidated financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if the individual amount or aggregate total is reasonably expected to affect economic decisions of the consolidated financial statement user.

When conducting audits in accordance with audit principles Republic of China, we exercised judgments and raised doubts as deemed professionally appropriate. We also performed the following tasks as an auditor:

1. Identifying and assessing risks of material misstatement due to fraud or error; designing and executing appropriate response measures for the identified risks; and obtaining adequate and appropriate audit evidence to support audit opinions. Fraud may involve conspiracy, forgery, intentional omission, untruthful declaration, or breach of internal control, and our audit did not find any material misstatement where the risk of fraud is greater than the risk of error.
2. Developing the required level of understanding on relevant internal controls and designing audit procedures that are appropriate under the prevailing circumstances, but without providing opinion on the effectiveness of internal control system of ONYX Group.
3. Assessing the appropriateness of accounting policies adopted by the management, and the rationality of accounting estimates and related disclosures made.
4. Forming conclusions regarding the appropriateness of management's decision to account for the business as a going concern, and whether there are doubts or uncertainties about the ability of ONYX Group to operate as a going concern, based on the audit evidence obtained. We are bound to remind consolidated financial statement users and make related disclosures if material uncertainties exist in regards to the abovementioned events or circumstances, and amend audit opinions when the disclosures are no longer appropriate. Our conclusions are based on the audit evidence obtained up to the date of audit report. However, future events or circumstances may still render ONYX Group no longer capable of operating as a going concern.
5. Assessing the overall presentation, structure, and contents of the consolidated financial statements (including related footnotes), and whether certain transactions and events are presented appropriately in the consolidated financial statements.

6. Obtaining sufficient and appropriate audit evidence on financial information of individual entities within the group, and expressing opinions on consolidated financial statements. Our responsibilities as auditor are to instruct, supervise and execute audits and form audit opinions on the group.

We have communicated with the governing body about the scope, timing, and significant findings (including significant defects identified in the internal control) of our audit.

We have also provided the governing body with a declaration of independence stating that all relevant personnel of the accounting firm have complied with auditors' professional ethics of the Republic of China, and communicated with the governing body on all matters that may affect the auditor's independence (including protection measures).

We have identified the key audit issues after communicating with the governance body regarding the 2024 consolidated financial statements of ONYX Group. These issues have been addressed in our audit report except for: 1. Certain topics that are prohibited by law from disclosing to the public; or 2. Under extreme circumstances, topics that we decided not to communicate in the audit report because of higher negative impacts they may cause than the benefits they bring to public interest.

PwC Taiwan
CPA

Chang, Shu-Chiung
Lin, Chun-Yao

Former Financial Supervisory Commission, Executive Yuan
Approval reference: Jin-Guan-Zheng-Shen-Zi No.
0990042602
(Formerly known as) Securities and Futures Commission,
Ministry of Finance
Approval reference: (85)-Tai-Cai-Zheng-(VI) No. 68702

February 25, 2025

ONYX Healthcare Inc. and Subsidiaries
Consolidated balance sheet
As at December 31, 2024 and 2023

Unit: NT\$ thousand

Assets		Note	December 31, 2024		December 31, 2023			
			Amount	%	Amount	%		
Current assets								
1100	Cash and cash equivalents	6(1)	\$	324,593	16	\$	366,767	18
1110	Financial assets at fair value through profit or loss - current	6(2)		7,255	-		11,389	1
1136	Financial assets at amortized cost - current	6(3) and 8		983	-		31,626	2
1150	Net notes receivable	6(4)		-	-		3	-
1170	Net accounts receivable	6(4)		186,781	9		191,375	9
1180	Accounts receivable - related parties, net	7		1,698	-		748	-
1200	Other receivables			4,467	-		2,144	-
1220	Current income tax asset			3,717	-		695	-
130X	Inventory	6(5)		270,870	13		245,689	12
1410	Prepayments			23,762	1		18,294	1
1470	Other current assets			481	-		2,235	-
11XX	Total current assets			824,607	39		870,965	43
Non-current assets								
1510	Financial assets at fair value through profit or loss - non-current	6(2)		43,076	2		34,637	2
1517	Financial assets at fair value through other comprehensive income - non-current	6(6)		151,048	7		68,756	3
1550	Equity-accounted investments	6(7)		683,059	33		664,211	32
1600	Property, plant and equipment	6(8), 7 and 8		341,689	16		349,380	17
1755	Right-of-use assets	6(9)		35,430	2		34,331	2
1780	Intangible assets			1,607	-		3,517	-
1840	Deferred income tax assets			23,506	1		20,244	1
1900	Other non-current assets			2,171	-		2,167	-
15XX	Total non-current assets			1,281,586	61		1,177,243	57
1XXX	Total assets		\$	2,106,193	100	\$	2,048,208	100

(Continued next page)

ONYX Healthcare Inc. and Subsidiaries
Consolidated balance sheet
As at December 31, 2024 and 2023

Unit: NT\$ thousand

Liabilities and equity		Note	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
Current liabilities						
2100	Short-term loans	6(11)	\$ 80,000	4	\$ 27,000	1
2130	Contractual liabilities - current	6(20)	82,024	4	61,847	3
2170	Accounts payable		53,586	3	67,160	3
2180	Accounts payable - related parties	7	9,165	-	1,395	-
2200	Other payables	6(12) and 7	82,174	4	79,704	4
2230	Current income tax liabilities		9,204	-	43,380	2
2250	Liability reserves - current	6(15)	6,903	-	7,585	1
2280	Lease liabilities - current		3,758	-	2,842	-
2320	Long-term liabilities due within 1 year or 1 business cycle	6(13)	10,612	1	10,476	1
2399	Other current liabilities - others		1,438	-	3,762	-
21XX	Total current liabilities		<u>338,864</u>	<u>16</u>	<u>305,151</u>	<u>15</u>
Non-current liabilities						
2527	Contractual liabilities - non-current	6(20)	49,585	2	53,301	3
2540	Long-term loans	6(13)	123,947	6	134,499	7
2550	Liability reserves - non-current	6(15)	2,094	-	2,364	-
2570	Deferred income tax liabilities		6,286	-	423	-
2580	Lease liabilities - non-current		32,659	2	31,924	1
25XX	Total non-current liabilities		<u>214,571</u>	<u>10</u>	<u>222,511</u>	<u>11</u>
2XXX	Total liabilities		<u>553,435</u>	<u>26</u>	<u>527,662</u>	<u>26</u>
Equity						
Equity attributable to parent company shareholders						
	Share capital	6(17)				
3110	Common share capital		386,277	18	335,163	16
	Capital reserves	6(16)(18)				
3200	Capital reserves		717,770	34	708,803	35
	Retained earnings	6(19)				
3310	Legal reserves		176,748	8	151,706	7
3320	Special reserves		30,169	2	33,926	2
3350	Unappropriated earnings		253,936	12	312,163	15
	Other equity items					
3400	Other equity items		(20,307)	(1)	(30,169)	(1)
31XX	Total equity attributable to parent company shareholders		<u>1,544,593</u>	<u>73</u>	<u>1,511,592</u>	<u>74</u>
36XX	Non-controlling equity	4(3)	<u>8,165</u>	<u>1</u>	<u>8,954</u>	<u>-</u>
3XXX	Total equity		<u>1,552,758</u>	<u>74</u>	<u>1,520,546</u>	<u>74</u>
	Major post-balance sheet date events	11				
3X2X	Total liabilities and equity		<u>\$ 2,106,193</u>	<u>100</u>	<u>\$ 2,048,208</u>	<u>100</u>

The attached Notes to consolidated financial statements are part of this consolidated financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

ONYX Healthcare Inc. and Subsidiaries
Consolidated statement of comprehensive income
January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand
(except earnings per share, which are presented in NTD)

	Item	Note	2024		2023	
			Amount	%	Amount	%
4000	Operating revenues	6(20) and 7	\$ 1,241,251	100	\$ 1,492,860	100
5000	Operating costs	6(5)(23) (24) and 7	(784,976)	(63)	(936,716)	(63)
5900	Gross profit		456,275	37	556,144	37
	Operating expenses	6(23) (24) and 7				
6100	Selling expenses		(171,364)	(14)	(181,659)	(12)
6200	Administrative expenses		(76,107)	(6)	(77,324)	(5)
6300	R&D expenses		(118,318)	(10)	(79,362)	(6)
6450	Expected credit impairment (loss) reversal gain	12(2)	(1,758)	-	323	-
6000	Total operating expenses		(367,547)	(30)	(338,022)	(23)
6900	Operating profit		88,728	7	218,122	14
	Non-operating income and expenses					
7100	Interest income		7,361	-	2,985	-
7010	Other income	6(21) and 7	12,212	1	12,369	1
7020	Other gains and losses	6(22)	35,366	3	12,336	1
7050	Financial costs		(4,359)	-	(3,684)	-
7060	Share of profits/losses on equity-accounted associated companies and joint ventures		67,099	5	62,872	4
7000	Total non-operating income and expenses		117,679	9	86,878	6
7900	Pre-tax profit		206,407	16	305,000	20
7950	Income tax expense	6(25)	(26,282)	(2)	(49,830)	(3)
8200	Current net income		\$ 180,125	14	\$ 255,170	17
	Other comprehensive income (net)					
	Items not reclassified into profit or loss					
8316	Unrealized gain/loss on valuation of equity instruments at fair value through other comprehensive income	6(6)	\$ 3,677	-	(\$ 5,394)	-
8320	Share of other comprehensive income from equity-accounted associated companies and joint ventures - not reclassified into profit or loss		(489)	-	3,853	-
8310	Items not reclassified into profit or loss - total		3,188	-	(1,541)	-
	Items likely to be reclassified into profit or loss					
8361	Financial statement translation differences arising from foreign operations		7,082	1	421	-
8370	Share of other comprehensive income from equity-accounted associated companies and joint ventures - likely to be reclassified into profit or loss		1,008	-	116	-
8399	Income tax on items that are likely to be reclassified into profit or loss	6(25)	(1,416)	-	(84)	-
8360	Items likely to be reclassified into profit or loss - total		6,674	1	453	-
8300	Other comprehensive income (net)		\$ 9,862	1	(\$ 1,088)	-
8500	Total comprehensive income for the current period		\$ 189,987	15	\$ 254,082	17
	Net income (loss) attributable to:					
8610	Parent company shareholders		\$ 180,914	14	\$ 255,262	17
8620	Non-controlling equity		(789)	-	(92)	-
	Total		\$ 180,125	14	\$ 255,170	17
	Comprehensive income attributable to:					
8710	Parent company shareholders		\$ 190,776	15	\$ 254,174	17
8720	Non-controlling equity		(789)	-	(92)	-
	Total		\$ 189,987	15	\$ 254,082	17
	EPS	6(26)				
9750	Basic earnings per share		\$ 4.69		\$ 6.66	
9850	Diluted earnings per share		\$ 4.65		\$ 6.60	

The attached Notes to consolidated financial statements are part of this consolidated financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

ONYX Healthcare Inc. and Subsidiaries
Consolidated statement of changes in equity
January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

	Note	Equity attributable to parent company shareholders						Non-controlling equity	Total
		Common share capital	Retained earnings			Other equity items			
			Capital reserves	Legal reserves	Special reserves	Unappropriated earnings	Financial statement translation differences arising from foreign operations		
2023									
Balance as at January 1, 2023		\$ 332,612	\$ 131,410	\$ 49,896	\$ 232,379	\$ 2,849	\$ 31,077	\$ 1,391,843	\$ 9,046
Current net income (loss)		-	-	-	255,262	-	-	255,262	(92)
Other current comprehensive income		-	-	-	-	453	(1,541)	(1,088)	-
Total comprehensive income for the current period		-	-	-	-	-	-	-	-
Appropriation and distribution of 2022 earnings:	6(19)				255,262	453	(1,541)	254,174	(92)
Provision for legal reserves		-	20,296	-	(20,296)	-	-	-	-
Reversal for special reserve		-	-	(15,970)	15,970	-	-	-	-
Cash dividends		-	-	-	(166,307)	-	-	(166,307)	-
Share-based payment	6(16)(18)	-	-	-	-	-	-	-	-
Exercise of employee warrants	6(17)(18)	2,551	-	-	-	-	-	3,590	-
Reclassification of equity instruments at fair value through other comprehensive income	6(6)	-	-	-	-	-	-	28,292	-
Balance as at December 31, 2023		\$ 335,163	\$ 151,706	\$ 33,926	\$ 312,163	\$ 2,396	\$ 4,845	\$ 1,511,592	\$ 8,954
2024									
Balance as at January 1, 2024		\$ 335,163	\$ 151,706	\$ 33,926	\$ 312,163	\$ 2,396	\$ 27,773	\$ 1,511,592	\$ 8,954
Current net income (loss)		-	-	-	180,914	-	-	180,914	(789)
Other current comprehensive income		-	-	-	-	6,674	3,188	9,862	-
Total comprehensive income for the current period		-	-	-	-	-	-	-	-
Appropriation and distribution of 2023 earnings:	6(19)				180,914	6,674	3,188	190,776	(789)
Provision for legal reserves		-	25,042	-	(25,042)	-	-	-	-
Reversal for special reserve		-	-	(3,757)	3,757	-	-	-	-
Cash dividends		-	-	-	(167,582)	-	-	(167,582)	-
Stock dividends	6(17)	50,274	-	-	(50,274)	-	-	-	-
Share-based payment	6(16)(18)	-	-	-	-	-	-	1,542	-
Exercise of employee warrants	6(17)(18)	840	-	-	-	-	-	8,265	-
Balance as at December 31, 2024		\$ 386,277	\$ 176,748	\$ 30,169	\$ 233,936	\$ 4,278	\$ 24,585	\$ 1,544,593	\$ 8,165

The attached Notes to consolidated financial statements are part of this consolidated financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

ONYX Healthcare Inc. and Subsidiaries
Consolidated cash flow statement
January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

	Note	January 1 to December 31, 2024	January 1 to December 31, 2023
<u>Cash flow from operating activities</u>			
Pre-tax profit for the current period		\$ 206,407	\$ 305,000
Adjustments			
Income, expenses, and losses			
Depreciation	6(8)(9)		
	(23)	18,694	21,619
Amortization	6(23)	2,010	2,476
Expected credit impairment loss (reversal gain)	12(2)	1,758	(323)
Gain on financial assets at fair value through profit or loss	6(2)(22)	(9,953)	(11,859)
Interest expenses		4,359	3,684
Interest income		(7,361)	(2,985)
Dividend income	6(21)	(6,521)	(408)
Share-based payment - remuneration	6(16)	1,542	3,590
Share of profit from equity-accounted associated companies		(67,099)	(62,872)
Loss (gain) on lease amendment	6(9)(22)	12	(5)
Change in assets/liabilities related to operating activities			
Net change in assets related to operating activities			
Financial assets at fair value through profit or loss		53	-
Notes receivable		3	(3)
Accounts receivable		2,348	73,435
Accounts receivable - related parties		(950)	299
Other receivables		(2,323)	1,976
Inventory		(25,181)	65,838
Prepayments		(5,770)	936
Other current assets		1,754	(536)
Net change in liabilities related to operating activities			
Contractual liabilities		16,461	(17,445)
Accounts payable		(13,574)	(16,188)
Accounts payable - related parties		7,770	(21,614)
Other payables		3,142	5,297
Other payables - related parties		102	(834)
Liability reserves		(952)	255
Other current liabilities		(2,324)	678
Cash inflow from operating activities		124,407	350,011
Interests received		7,361	2,985
Dividends received		58,838	49,208
Interests paid		(4,300)	(3,680)
Income tax paid		(61,790)	(48,031)
Net cash inflow from operating activities		124,516	350,493

(Continued next page)

ONYX Healthcare Inc. and Subsidiaries
Consolidated cash flow statement
January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

	Note	January 1 to December 31, 2024	January 1 to December 31, 2023
<u>Cash flow from investing activities</u>			
Disposal of financial assets at fair value through profit or loss		\$ 5,595	\$ -
Acquisition of financial assets at amortized cost		-	(31,626)
Disposal of financial assets at amortized cost		30,677	-
Acquisition of financial assets at fair value through other comprehensive income		(78,615)	(71,769)
Acquisition of equity-accounted investments		(3,548)	(14,380)
Acquisition of property, plant, and equipment	6(27)	(6,983)	(67,582)
Acquisition of intangible assets		(101)	(400)
Decrease in guarantee deposits paid (presented as other non-current assets)		-	1,400
Net cash outflow from investing activities		(52,975)	(184,357)
<u>Cash flow from financing activities</u>			
Net increase in short-term loans	6(28)	53,000	27,000
Repayment of long-term loan	6(28)	(10,416)	(10,311)
Repayment of lease principal	6(28)	(3,936)	(6,063)
Decrease in guarantee deposits received		-	(1,148)
Cash dividends paid	6(19)	(167,582)	(166,307)
Exercise of employee warrants		8,265	28,292
Net cash outflow from financing activities		(120,669)	(128,537)
Exchange rate impact		6,954	282
Increase (decrease) in cash and cash equivalents in current period		(42,174)	37,881
Opening cash and cash equivalents balance	6(1)	366,767	328,886
Closing cash and cash equivalents balance	6(1)	\$ 324,593	\$ 366,767

The attached Notes to consolidated financial statements are part of this consolidated financial statement and should be read in conjunction.

Chairman: Chuang, Yung-Shun

Manager: Chuang, Fu-Chun

Head of Accounting: Yang, Hsiang-Chih

ONYX Healthcare Inc.

Comparison of Amendments to "Articles of Incorporation"

Amended clause	Existing clause	Description
<p>Article 7</p> <p>Authorized capital of the Company is set at <u>one billion</u> New Taiwan Dollars, available in <u>one hundard</u> million shares of ten New Taiwan Dollars each. The board of directors is authorized to make multiple issues of shares up to the authorized capital. The Company shall reserve six million shares from the above share capital for issuance of employee warrant at a face value of ten New Taiwan Dollars each. The board of directors is authorized to make multiple issues of the reserved shares as deemed necessary.</p>	<p>Article 7</p> <p>Authorized capital of the Company is set at five hundred million New Taiwan Dollars, available in fifty million shares of ten New Taiwan Dollars each. The board of directors is authorized to make multiple issues of shares up to the authorized capital. The Company shall reserve six million shares from the above share capital for issuance of employee warrant at a face value of ten New Taiwan Dollars each. The board of directors is authorized to make multiple issues of the reserved shares as deemed necessary.</p>	<p>In accordance with the company's actual needs.</p>
<p>Article 28-1</p> <p>Pre-tax profit before employee and director remuneration concluded in any given year shall be subject to employee remuneration of no less than 5% and director remuneration of no more than 3%. However, profits shall first be taken to offset cumulative losses if any.</p> <p>Distribution of the above shall be resolved in a board meeting with more than two-thirds of the board present, voted in favor by more than half of all attending directors, and subsequently reported in shareholder meeting.</p> <p>Employee remuneration can be paid in shares or cash to employees of controlled entities or subsidiaries that satisfy certain criteria. This criterion is determined under the board's authority. Director remuneration can only be paid in cash. <u>At least 20% of the aforementioned remuneration to employees shall be reserved for entry-level employees.</u> (The rest is omitted.)</p>	<p>Article 28-1</p> <p>Pre-tax profit before employee and director remuneration concluded in any given year shall be subject to employee remuneration of no less than 5% and director remuneration of no more than 3%. However, profits shall first be taken to offset cumulative losses if any.</p> <p>Distribution of the above shall be resolved in a board meeting with more than two-thirds of the board present, voted in favor by more than half of all attending directors, and subsequently reported in shareholder meeting.</p> <p>Employee remuneration can be paid in shares or cash to employees of controlled entities or subsidiaries that satisfy certain criteria. This criterion is determined under the board's authority. Director remuneration can only be paid in cash.</p> <p>(The rest is omitted.)</p>	<p>In accordance with the amendment of Article 14-6 of the Securities and Exchange Act by the competent authority, this provision is revised accordingly.</p>
<p>Article 30</p> <p>This Articles of Incorporation was established on January 25, 2010, and shall take effect once approved by the authority. The same applies to all subsequent amendments.</p> <p>The 1st amendment was made on</p>	<p>Article 30</p> <p>This Articles of Incorporation was established on January 25, 2010, and shall take effect once approved by the authority. The same applies to all subsequent amendments.</p> <p>The 1st amendment was made on</p>	<p>Added date of amendment and number of times</p>

Amended clause	Existing clause	Description
December 8, 2011. (Omitted) The 9th amendment was made on July 2, 2021. The 10th amendment was made on May 31, 2022. <u>The 11th amendment was made on May 20, 2025.</u>	December 8, 2011. (Omitted) The 9th amendment was made on July 2, 2021. The 10th amendment was made on May 31, 2022.	

Attachment VI

2025 Annual General Meeting of ONYX Healthcare Inc.
Name List of Candidates for Director

No.	Title	Name	Education	Experiences	Current Position	Holding Shares
1	Director	Jui Hai Investment Co., LTD Representative: Chuang, Yung-Shun	Ph.D. of Engineering (honors), National Taiwan University of Science and Technology	Chairman of AAEON Technology Inc.	Chairman of AAEON Technology Inc. Chairman of ONYX Healthcare Inc.	251,920
2	Director	Jui Hai Investment Co., LTD Representative: Chuang, Fu-Chung	Bachelor of Electrical Engineering, Cornell University Master of Engineering Management, University of Southern California Northwestern University Electrical Engineering Master's Program	General Manager of ONYX Healthcare USA, Inc. General Manager of Everfocus Electronics Corp. General Manager of ONYX Healthcare Europe B.V.	G.M. of ONYX Healthcare Inc.	251,920
3	Director	AAEON Technology	Master of Engineering	AAEON Technology Inc.	General Manager of AAEON Europe B.V.	18,694,156

No.	Title	Name	Education	Experiences	Current Position	Holding Shares
		Inc. Representative: Lai ,Li-Kai	Management, University of Southern California.	Associate Manager, Customer OEM Product Division General Manager of AAEON Europe B.V.		
4	Director	AAEON Technology Inc. Representative: Hsueh, Shao-Chou	National Taipei University -MBA	Senior Associate of AAEON Technology Inc. Product Manager of Axiomtek Co., Ltd.	Senior Associate of AAEON Technology Inc.	18,694,156
5	Independent Director	Lee, Chih-Hao	National Chengchi University - MBA	Special Assistant to the Chairman, Hanmin Technology Co., Ltd. Chief Investment Officer, ASUS Computer Inc.	Tien Yu International Technology Consulting Co., Ltd. - Chairman InnoStar Asset Management Co., Ltd. - Chairman NTUT Star Venture Capital Investment Co., Ltd. - Chairman Zhinan Star Venture Capital Investment Co., Ltd. - Chairman NTUST Star Venture Capital Investment Co., Ltd. - Chairman AREC Inc. - Director	0
6	Independent Director	Lin, Shang-Wei	Chicago State University – Master of Business Administration	General Manager. of Taiwan and Hong Kong, Ailigen Pharmaceutical Co., Ltd. General Manager of Taiwan, Hong Kong, and Korea, Abbott Laboratories Services Corp., Vice President of Marketing, Pfizer Ltd., Senior Consultant/Project Manager of BCG Boston Consulting Group	General Manager, Taiwan Region of Lumenis Be Limited	0

No.	Title	Name	Education	Experiences	Current Position	Holding Shares
7	Independent Director	Tseng, Ho-Chun	Montclair State University - Master of Computer Science	Atech (Yichang) Co., Ltd. - Vice Chairman Yonghe Investment Co., Ltd. - Chairman Litemax Electronics Inc. - Director	Yonghe Investment Co., Ltd. – Chairman Litemax Electronics Inc. – Director Linkence Technologies Inc.-Director Acrosser Technology Co., Ltd.-Director Atech (Yichang) OEM Inc. - Director	65,738
8	Independent Director	Liao, Hsiu-Mei	National Taipei University - PhD in Accounting	Ming Chuan University - Professor and also Chair of Accounting Department Supervisor of the 5th Private School Pension Fund Management Committee.	Ming Chuan University - Professor of Accounting Department	0

Attachment VII

For the proposal for removal of restrictions on competing business involvement from the new directors and their representatives as follows:

Title	Name	Concurrently hold a position with other company
Director	Jui Hai Investment Co., LTD Representative: Chuang, Yung-Shun	AAEON Electronics Inc. - Director, AEON TECHNOLOGY (Europe) B.V. - Director, AEON TECHNOLOGY GMBH - Director, AEON TECHNOLOGY SINGAPORE PTE. LTD. - Director, AAEON Technology Inc. Chairman & corporate representative, AAEON Technology (Suzhou) Inc. Chairman & corporate representative, AAEON Investment Co. Ltd. Chairman & corporate representative, Yan Sin Investment Co. Ltd. - Chairman, AAEON Foundation - Director, Fu Li Investment Co. Ltd. - Chairman, Mcfees Group Inc. - Director, Everfocus Electronics Corp. - Chairman, Allied Biotech Corp. - Director, King Core Electronics Inc. - Director, Atech OEM Inc. - Director, Qiye Electronic (Dongguan) Co. Ltd. - Director, Machvision (Dongguan) Corp. - Director, Outstanding Electronics Manufacturer (Danyang) Co. Ltd. - Director, Machvision Inc. Co. Ltd. - Director, Top Union Electronics (Suzhou) Corp. - Director & corporate representative, Top Union Electronics Corp. - Independent Director, Allied Oriental International Ltd. - Director & corporate representative, Litemax Electronics Inc. - Director, Litemax Technology Inc. - Director, ONYX Healthcare Inc. - Chairman & corporate representative, ONYX Healthcare (Shanghai) Inc. - Chairman & corporate representative, ONYX Healthcare Europe B.V - Director, ONYX Healthcare USA Inc. - Director, iHelper Inc. - Director & corporate representative, Winmate Inc. Director & corporate representative, XAC Automation Corp. - Director & corporate representative, CHC Healthcare Group - Director & corporate representative, Sunengine Corporation Ltd. - Director & corporate representative, New Future Capital Director & corporate representative, iBase Technology Inc. - Director & corporate representative, Taiflex Scientific CO. LTD - Independent Director., University of Tecnology-Director, Jetway Information CO., LTD. -Chairman & corporate representative, Protectlife International Biomedical c. Director & Corporate Representative,
Director	Jui Hai Investment Co., LTD Representative: Chuang, Fu-Chung	General Manager of ONYX Healthcare USA, Inc., General Manager of ONYX Healthcare Europe B.V., AAEON Technology Inc. –Director & Corporate Representative, Fu Li Investment Co., Ltd. – Director, Jui Hai Investment Co., LTD– Director,YanXin Investment Co., Ltd., – Director, Protectlife International Biomedical Inc. Director & Corporate Representative
Director	AAEON Technology Inc. Representative: Lai ,Li-Kai	General Manager of AAEON Europe B.V.
Director	AAEON Technology Inc. Representative: Hsueh, Shao-Chou	Senior Associate of AAEON Technology Inc.

Title	Name	Concurrently hold a position with other company
Independent Director	Lee, Chih-Hao	Tien Yu International Technology Consulting Co., Ltd. – Chairman Excelliance MOS Corporation- Independent Director InnoStar Asset Management Co., Ltd. - Chairman NTUT Star Venture Capital Investment Co., Ltd. - Chairman Zhinan Star Venture Capital Investment Co., Ltd. - Chairman NTUST Star Venture Capital Investment Co., Ltd. - Chairman AREC Inc. – Director NCU Star Venture Capital Investment Co., Ltd. – Chairman. NTUT Star II Venture Capital Investment Co., Ltd. - Chairman
Independent Director	Lin, Shang-Wei	General Manager, Taiwan Region of Lumenis Be Limited
Independent Director	Tseng, Ho-Chun	Yonghe Investment Co., Ltd. – Chairman Litemax Electronics Inc. – Director Linkence Technologies Inc.-Director Acrosser Technology Co., Ltd.-Director Atech (Yichang) OEM Inc. - Director
Independent Director	Liao, Hsiu-Mei	KairosTech Innovation Corp. - Director Kairos Global Corporation - Supervisor

Articles of Incorporation of Onyx Healthcare Inc.

Chapter One General Provisions

- Article 1: The Company is incorporated according to The Company Act, and has been named Onyx Healthcare Inc.
- Article 2: Business activities of the Company are as follows:
1. CC01080 Electronic Parts and Components Manufacturing
 2. CC01100 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
 3. CC01110 Computers and Peripheral Equipment Manufacturing
 4. CC01120 Data Storage Media Manufacturing and Duplicating
 5. CE01010 Precision Instruments Manufacturing
 6. CF01011 Medical Equipments Manufacturing
 7. E605010 Computing Equipments Installation Construction
 8. EZ05010 Apparatus Installation Construction
 9. F108031 Wholesale of Drugs, Medical Goods
 10. F113030 Wholesale of Precision Instruments
 11. F118010 Wholesale of Computer Software
 12. F119010 Wholesale of Electronic Materials
 13. F208031 Retail Sale of Medical Equipments
 14. F213030 Retail Sale of Computing and Business Machinery Equipment
 15. F213040 Retail Sale of Precision Instruments
 16. F214990 Retail Sale of Other Transport Equipment and Parts
 17. F218010 Retail Sale of Computer Software
 18. F219010 Retail Sale of Electronic Materials
 19. F401010 International Trade
 20. F601010 Intellectual Property
 21. I301010 Software Design Services
 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 may offer endorsement and guarantee to external parties as needed for business activities or by invested businesses, subject to the Company's endorsement and guarantee procedures. Except for the circumstances mentioned in Article 15 of The Company Act, the Company shall not lend capital to shareholders or any third party.
- Article 4: The Company may invest in other businesses as deemed necessary, and may become a limited-liability shareholder of another company subject to board of directors' resolution. Sum of the Company's investments is not subject to the limitations stated in Article 13 of The Company Act (i.e., 40% of paid-up capital).
- Article 5: The Company is headquartered in New Taipei City, and may establish domestic or foreign branches subject to board of directors' approval.
- Article 6: Public announcements of the Company shall be duly made in accordance

with Article 28 of The Company Act.

Chapter Two Share Capital

- Article 7: Authorized capital of the Company is set at five hundred million New Taiwan Dollars, available in fifty million shares of ten New Taiwan Dollars each. The board of directors is authorized to make multiple issues of shares up to the authorized capital.
The Company shall reserve six million shares from the above share capital for issuance of employee warrant at a face value of ten New Taiwan Dollars each. The board of directors is authorized to make multiple issues of the reserved shares as deemed necessary.
- Article 8: Any issuance of warrant to employees with exercise price below market price (or net worth per share) shall be resolved in a shareholder meeting with the presence of shareholders representing more than half of outstanding shares, and voted in favor by more than two-thirds of votes present in the meeting.
Any sale of shares to employees at prices below the Company's average purchase price shall be resolved in a shareholder meeting with the presence of shareholders representing more than half of outstanding shares, and voted in favor by more than two-thirds of votes present in the meeting.
The Company may transfer treasury stock, issue warrants, make cash issues, and issue restricted shares to its employees, including employees of controlled entities or subsidiaries who satisfy certain criteria. This criterion is determined by the board of directors.
- Article 9: The Company may withdraw public offering of shares only with resolutions sought from a shareholder meeting.
- Article 10: All shares of the Company shall be issued to registered owners only. Share certificates are issued with the signatures or authorized seals of at least three directors, and are subject to certification by the authority or any of its approved registrars.
Shares of the Company may be issued in non-tangible form, subject to registration with the centralized securities depository. The same applies to other securities issued by the Company.
Shares issued under the preceding paragraph shall be registered with or placed under the custody of the central securities depository. Security certificates of higher face value can be issued to replace existing certificates if requested by the central securities depository.
- Article 11: Changes to the shareholder registry are suspended during the periods mentioned in Article 165 of The Company Act.
Transfer of shares shall proceed according to The Company Act and "Regulations Governing the Administration of Shareholder Services of Public Companies."

Chapter Three Shareholders Meeting

- Article 12: The Company holds two types of shareholder meeting: an annual general

meeting and extraordinary shareholder meeting. Annual general meetings are convened by the board of directors once a year within six months after the end of each financial year. Extraordinary shareholder meetings may be held whenever deemed necessary, subject to compliance with laws.

Article 13: Convention of an annual general meeting shall be communicated to shareholders with details including date, venue and agenda at least 30 days in advance, or 15 days for extraordinary shareholders meetings. For shareholders that hold less than one thousand shares, meeting advices can be communicated by way of public announcement instead.

Article 14: If a shareholder is unable to attend the shareholder meeting in person, a proxy can be appointed in accordance with Article 177 of The Company Act by presenting a properly signed/sealed proxy form printed in the Company's prescribed format that specifies in details the scope of delegated authority.

In addition to the above Paragraph, delegation of proxy attendants shall also comply with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

Article 15: Shareholders of the Company are entitled to one vote for every share held, except for the circumstances described in Article 179 of The Company Act where shareholders are restricted or prohibited from exercising voting rights.

When listed on TWSE (TPEX), the Company shall make electronic voting as one of the ways for shareholders to exercise voting rights.

Article 16: Except otherwise regulated by law or stated in the Articles of Incorporation, a shareholder meeting resolution is passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.

Article 17: Shareholder meeting resolutions shall be compiled into minutes and signed or sealed by the chairperson. The minutes shall detail the date and venue of the meeting, the chairperson's name, the method of resolution, the proceeding and results of various motions. Minutes are to be distributed to shareholders within 20 days after the meeting and retained for as long as the Company exists.

Preparation and distribution of meeting minutes above can be made by way of public announcement.

Chapter Four Directors and the Audit Committee

Article 18: The Company has 7 to 9 directors, who are elected in shareholder meetings from persons of adequate capacity. The term of directorship is three years, and is renewable if re-elected. Election of the Company's directors shall proceed using the cumulative method. Each share is vested with voting rights equal to the number of directors to be elected; these voting rights may be concentrated on one candidate or spread across multiple candidates. Candidates receiving the highest number of

votes are elected as directors. Any changes to the election process described above shall proceed in accordance with Article 172 of The Company Act and advised to meeting participants in advance in the agenda.

Amongst the directors chosen above, there shall be no fewer than three independent directors representing no less than one-third of the board. Directors are elected using the nomination system, where shareholders vote from a list of director candidates during a shareholder meeting. The nomination shall proceed according to Article 192-1 of The Company Act. Restrictions concerning independent directors' eligibility, shareholding, concurrent employment, nomination, method of election and all other compliance issues are governed by relevant laws of the securities authority.

Article 18-1: The Company shall comply with the Securities and Exchange Act by assembling an Audit Committee that consists entirely of independent directors, whose responsibilities are to execute duties mentioned in the Securities and Exchange Act, The Company Act and other laws. The board of directors may assemble a Remuneration Committee or other functional committees as needed to support business activities.

Article 19: After public offering, all shares held by directors shall be subject to supervision of the authority and relevant laws. The Company may purchase liability insurance policies to insure itself against liabilities of directors and supervisors over the course of their service.

Article 20: The board of directors shall appoint one Chairman during a board meeting with more than two-thirds of directors present, and with the support of more than half of all attending directors. The Chairman serves as the Company's representative to the outside world. The Company may create one Vice Chairman position and have directors elect amongst themselves using the same method.

Article 21: The Chairman serves as the chairperson for board meetings. If the Chairman is unable to perform duties due to leave of absence or any reason, a delegate shall be appointed in accordance with Article 208 of The Company Act. Directors may appoint other directors to attend board meetings on their behalf by issuing one proxy form per meeting. The proxy form shall specify the scope of delegated authority and each director may represent the presence of one other director only. Independent directors may appoint other independent directors to attend meetings on their behalf. A non-independent director cannot represent an independent director in meetings.

Article 22: Convention of board of directors meeting shall be advised to all directors with detailed agenda at least 7 days in advance. However, meetings can be held in shorter notices in case of emergency. Convention of board meetings can be advised to directors through written correspondence, E-mail or fax. Board meetings can be convened by way of video conferencing. Those

who participate in the video conference are considered to have attended the meeting in person.

- Article 23: Unless otherwise specified in The Company Act, board of directors meetings are to be convened by the Chairman.
Unless otherwise specified by law or the Articles of Incorporation, board resolutions are passed only if more than half of total board members are present in a meeting, and are voted in favor by more than half of attending directors.
- Article 24: If the board loses more than one-third of its directors, the board of directors shall convene an extraordinary shareholder meeting within 60 days to elect new members for the shortfall. In which case, the newly elected members shall serve the remaining term of the existing board. Should the number of independent directors fall below the required minimum due to resignation, dismissal or expiry of service, the shortfall shall be elected during the next shareholder meeting. If all independent directors are dismissed from duty, the Company shall convene an extraordinary shareholder meeting within the next 60 days to elect for the shortfall.
- Article 25: The Company may remunerate its Chairman and directors for the services rendered, irrespective of the Company's profit performance. The board of directors is authorized to determine the level of remuneration based on Chairman's/directors' involvement and contribution to the Company's operations, in reference to local and foreign peer levels.

Chapter Five Managers

- Article 26: The Company may create managerial positions. Appointment, dismissal and remuneration shall comply with Article 29 of The Company Act.

Chapter Six Accounting

- Article 27: The board of directors is responsible for preparing the following statements and reports at the end of each financial year, which are to be presented for acknowledgment according to legal procedures at the annual general meeting.
1. Business report.
 2. Financial statements.
 3. Earnings appropriation or loss reimbursement proposal.
- Article 28: Annual net income concluded by the Company is first subject to reimbursement of previous losses (including adjustment to undistributed earnings) followed by a 10% provision for statutory reserve. However, no further provision is needed when statutory reserve has accumulated to an amount equal to the Company's paid-up capital. Any surpluses remaining shall be subject to provision or reversal of special reserve as laws may require. The residual balance can then be added to undistributed earnings (including adjustment to undistributed earnings)

carried from previous years and distributed as dividends to shareholders, subject to board of directors' proposal and shareholder meeting resolution. The number of dividends paid to shareholders shall not be less than 5% of total distributable earnings.

Cash dividends shall not be less than 10% of the sum of cash and stock dividends for the current year. However, cash dividends amounting to less than NT\$0.1 per share are to be paid in the form of stock dividend instead.

The Company adopts a residual dividend policy that takes into consideration current and future investment prospects, capital requirements, local and foreign competition, capital budget, shareholders' interest, balanced dividend, long-term financial plans and related factors.

Article 28-1: Pre-tax profit before employee and director remuneration concluded in any given year shall be subject to employee remuneration of no less than 5% and director remuneration of no more than 3%. However, profits shall first be taken to offset cumulative losses if any.

Distribution of the above shall be resolved in a board meeting with more than two-thirds of the board present, voted in favor by more than half of all attending directors, and subsequently reported in shareholder meeting.

Employee remuneration can be paid in shares or cash to employees of controlled entities or subsidiaries that satisfy certain criteria. This criterion is determined under the board's authority. Director remuneration can only be paid in cash.

Chapter Seven Additional Rules

Article 29: Any matters that are not addressed in the Articles of Incorporation shall be governed by The Company Act and relevant regulations.

Article 30: This Articles of Incorporation was established on January 25, 2010, and shall take effect once approved by the authority. The same applies to all subsequent amendments.

The 1st amendment was made on December 8, 2011.

The 2nd amendment was made on June 28, 2013.

The 3rd amendment was made on April 30, 2015.

The 4th amendment was made on February 23, 2016.

The 5th amendment was made on May 23, 2017.

The 6th amendment was made on May 29, 2018.

The 7th amendment was made on September 18, 2018.

The 8th amendment was made on May 29, 2019.

The 9th amendment was made on Jul, 2, 2021.

The 10th amendment was made on May 31, 2022.

Onyx Healthcare Inc.

Chairman:

Chuang Yung-Shun

Onyx Healthcare Inc.

Shareholder Meeting Conference Rules

Article 1

This policy has been established in accordance with Article 5 of "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies" to promote proper governance over the Company's shareholder meetings, and enforce supervisory and administrative functions of such meetings.

Article 2

Unless otherwise specified by law or Articles of Incorporation, shareholder meetings shall proceed according to the terms of this policy.

Article 3

Unless otherwise specified by law, shareholder meetings are to be convened by the board of directors.

The Company shall prepare an electronic file that contains the meeting advice, a proxy form, a detailed agenda of topics to be acknowledged or discussed during the meeting, and notes on the election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholder meeting. At least 21 days before an annual general meeting or 15 days before an extraordinary shareholder meeting, an electronic copy of the shareholder meeting handbook and supplementary information shall be prepared and posted onto MOPS. Hard copies of the shareholder meeting manual and supplementary information also have to be prepared at least 15 days before the meeting and made accessible to shareholders at any time. These documents shall be made available at the Company's premises and at the share transfer agency, and distributed on-site at the shareholder meeting. The meeting advice and announcement shall state clearly the agenda to be discussed during the meeting, and can be issued in electronic form if consented by the recipient.

Issues that involve election or dismissal of directors, changes to the Articles of Incorporation, capital reduction, cessation of public offering, permission for directors' involvement in competing business, earnings capitalization, capitalization of capital reserve, corporate liquidation, merger, divestment, or any matters listed in Paragraph 1, Article 185 of The Company Act shall be raised as part of the regular motions with summaries explained in the meeting agenda, and may not be raised in the form of special motion. The notification can be served by posting relevant details onto the website designated by the securities authority or the Company and sharing a link to the webpage.

If the shareholder meeting advice has already notified upfront of a full re-election of directors with specific duty commencement date, then no further changes can be made to the duty commencement date, whether through special motion or otherwise, when re-election is completed during the meeting.

Shareholders that own more than 1% of the Company's outstanding shares are entitled to propose motions for discussion in annual general meetings; each shareholder may only propose one motion; proposals above that limit

will be excluded from discussion. However, motions that involve suggestions to the Company's efforts toward public interest or social responsibilities may still be accepted by the board of directors. The board of directors may disregard shareholders' proposals if the proposed motions exhibit any of the conditions described in Paragraph 4, Article 172-1 of The Company Act.

The Company shall announce, before the book closure date of annual general meeting, the conditions, methods (written or electronic), places and time within which shareholders' proposals are accepted. The acceptance period shall not be less than ten days.

Shareholders shall limit their proposed motions to 300 words only; proposals that exceed 300 words will not be accepted for discussion. Shareholders who have successfully proposed their motions shall attend the annual general meeting in person or through proxy and participate in the discussion.

The Company shall notify each proposing shareholder the outcomes of their proposed motions before the date the meeting advice is sent. Meanwhile, motions that satisfy the conditions listed in this Article shall be included as part of the meeting advice. During the shareholder meeting, the board of directors shall explain the reasons why certain proposed motions are excluded from discussion.

Article 4

Shareholders may appoint proxies to attend shareholder meetings on their behalf by completing the Company's proxy form and specifying the scope of delegated authority.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms shall be received by the Company at least 5 days before the shareholder meeting. In cases where multiple proxy forms are issued, the one that arrives first shall prevail. However, this excludes situations where the shareholder has issued a proper declaration to withdraw the previous proxy arrangement.

Should the shareholder decide to attend shareholder meeting personally or exercise voting rights in writing or using electronic means after a proxy form has been received by the Company, a written notice shall be sent to the Company by no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw proxy arrangement before the due date, the vote of the proxy attendant shall prevail.

Article 5

Shareholder meetings shall be held at locations suitable and convenient for shareholders to attend. Meetings shall not commence anytime earlier than 9AM or later than 3PM. Independent directors' opinions shall be fully taken into consideration when choosing the meeting venue and time.

Article 6

The meeting advice shall specify details such as meeting time, venue, and important notes where relevant.

Admission of meeting participants shall begin at least 30 minutes before the meeting commences. The reception area shall be clearly labeled and stationed with competent personnel.

Shareholders and representatives thereof (collectively referred to as "shareholders") shall attend shareholder meetings by presenting valid

conference pass, attendance card or other document of similar nature. Proxy form acquirers are required to bring identity proof for verification.

An attendance log shall be prepared to record shareholders' attendance; alternatively, shareholders may present attendance cards to signify their presence.

Shareholders who attend the meeting shall be given a copy of the meeting manual, annual report, attendance pass, opinion slip, motion ballot and any information relevant to the meeting. Prepare additional ballots if director election is also being held during the meeting.

Where the shareholder is a government agency or corporate entity, more than one representative may attend shareholder meetings on their behalf. Corporate entities that have been designated as proxy attendants can only appoint one representative to attend shareholder meeting.

Article 7

Shareholder meetings that are convened by the board of directors shall be chaired by the Chairman. If the Chairman is on leave or is unable to exercise duties for any reason, the Vice Chairman will act on behalf; if there is no Vice Chairman or if the Vice Chairman is also on leave or is unable to exercise duties for any reason, the Chairman may appoint one managing director to assume acting duty; if there is no managing director, one of the directors shall be appointed to perform acting duty; if no delegate is appointed by the Chairman, one shall be appointed among managing directors or directors.

The chairperson position mentioned above shall be assumed by a managing director or director, who has been on the board for more than six months and possesses adequate understanding of the Company's financial and business performance. The same applies if the chairperson is a representative of a corporate director.

Shareholder meetings that are convened by the board of directors shall be chaired by the Chairman and attended personally by more than half of the board, with at least one representative from each functional committee present at the meeting. Attendance of the above participants shall be recorded in details in shareholder meeting minutes.

For shareholder meetings that are convened by any authorized party other than the board of directors, the convener shall chair the meeting. If there are two or more conveners at the same time, one shall be appointed among themselves to chair the meeting.

The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at shareholder meetings.

Article 8

The Company shall record continuously, in audio or video, from the time admission is accepted and throughout the entire meeting proceeding, voting process and vote count.

These recordings shall be retained for at least one year. However, if a shareholder raises a litigious claim against the Company in accordance with Article 189 of The Company Act, the abovementioned documents shall be retained until the end of the litigation.

Article 9

Shareholders' presence is determined by the number of shares represented in a meeting. The number of shares represented in a meeting is calculated based

on attendance log records or the attendance cards collected, plus the number of shares with voting rights exercised in writing or through electronic means. The chairperson shall announce commencement of meeting as soon as it is due. However, if current attendants represent less than half of the Company's outstanding shares, the chairperson may announce to postpone the meeting up to two times, for a period totaling no more than one hour. The chairperson shall dismiss the meeting if attending shareholders still represent less than one-third of outstanding shares after two postponements.

If attending shareholders still represent more than one-third but less than half of outstanding shares after two postponements, the attending shareholders may reach a tentative resolution according to Paragraph 1, Article 175 of The Company Act. This tentative resolution shall then be communicated to every shareholder and another shareholder meeting shall be held within the next month.

If the number of shares represented accumulate to more than half of all outstanding shares as the meeting progresses, the chairperson may propose the tentative resolutions for final voting according to Article 174 of The Company Act.

Article 10

For shareholder meetings that are convened by the board of directors, the board of directors will determine the meeting proceeding. All proposed motions (including special motions and amendments to existing motions) shall be voted on a case-by-case basis. The proceeding may not be changed unless resolved during the shareholder meeting.

The above rule also applies to shareholder meetings that are convened by any authorized party other than the board of directors.

In either of the two situations described above, the chairperson cannot dismiss the meeting while a motion (including special motion) is still in progress. If the chairperson violates conference rules by dismissing the meeting when not allowed to do so, other members of the board shall immediately assist attending shareholders in electing another chairperson that has the support of more than half of voting rights represented on-site to continue the meeting.

The chairperson shall allow adequate time to explain and discuss various motions, amendments or special motions proposed during the meeting.

The chairperson may announce to discontinue further discussions if the issue in question is considered to have been sufficiently discussed to proceed with the voting, and shall allocate ample time to vote.

Article 11

Shareholders who wish to speak during the meeting shall produce an opinion slip detailing the topic, shareholder ID (or the attendance ID serial) and shareholder's name. The order of shareholders' comments is determined by the chairperson.

Shareholders who submit an opinion slip without actually speaking are considered to have remained silent. If the shareholder's actual comments differ from those stated in the opinion slip, the actual comments expressed shall be taken into record.

Each shareholder shall speak for no more than two times, for 5 minutes each, on the same motion unless otherwise agreed by the chairperson. The

chairperson may stop shareholders from speaking if they violate any terms of the policy or speak outside the discussed topic.

While a shareholder is speaking, other shareholders cannot speak simultaneously or interfere in any way unless agreed by the chairperson and the person speaking. Any violators shall be restrained by the chairperson.

Where a corporate shareholder has appointed two or more representatives to attend the shareholder meeting, only one representative may speak per motion. After a shareholder has finished speaking, the chairperson may answer the shareholder's queries personally or appoint any relevant personnel to do so.

Article 12

Votes in a shareholder meeting are vested based on the number of shares represented.

Shares that do not carry voting rights are excluded from the calculation of outstanding shares when voting for the final resolution.

Shareholders cannot vote, or appoint proxies to vote, on any motions that present a conflict between their own interests and interests of the Company.

The number of shares held by shareholders who are not permitted to vote shall be excluded from the calculation of total voting rights.

With the exception of trust enterprises and certain share transfer agencies approved by the authority, a proxy may not represent more than 3% of total voting rights in aggregate when representing two or more shareholders during the meeting. Voting rights that exceed this threshold shall be excluded from calculation.

Article 13

Shareholders are entitled to one vote per share, except for shares that are subject to voting restrictions or situations outlined in Paragraph 2, Article 179 of The Company Act.

The Company shall give shareholders the option to exercise voting rights in writing or using the electronic method during shareholder meetings. Instructions for exercising voting rights in writing or through electronic means shall be stated clearly in writing on the meeting advice. Shareholders who have voted in writing or using the electronic method are considered to have attended shareholder meeting in person. However, they are considered to have waived their rights to participate in any special motions or amendments to the original discussions that may arise during the shareholder meeting. For this reason, the Company shall avoid proposing special motions or amendments to the original motion where possible.

Instructions to exercise written and electronic votes shall be delivered to the Company at least 2 days before the shareholder meeting. In the event of duplicate submissions, the earliest submission shall be taken into record. However, exception is granted if the shareholder issues a proper declaration to withdraw the previous instruction.

Shareholders who wish to attend the shareholder meeting in person after exercising their voting rights in writing or using electronic methods are required to withdraw their votes using the same method by which the vote was cast in the first place, and by no later than two days before the day of shareholder meeting. The written/electronic vote shall prevail if not withdrawn before the cutoff time. If a shareholder exercises vote in writing

or through electronic means and at the same time delegates a proxy to attend shareholder meeting, the voting decision exercised by the proxy shall prevail. Unless otherwise regulated by The Company Act or stated in the Articles of Incorporation, a motion is passed when supported by shareholders representing more than half of total voting rights in the meeting. When voting, the chairperson or delegate thereof shall announce the total number of voting rights represented by attending shareholders for every motion discussed, and have shareholders vote on a case-by-case basis. Details including the number of votes in favor, against, and abstained for each discussion shall be uploaded onto MOPS on the same day the shareholder meeting ends.

In cases where several amendment or alternative solutions have been proposed at the same time, the chairperson shall determine the order in which the proposals are voted. However, if any solution is passed, all other proposals shall be deemed rejected and no further voting is necessary.

The chairperson shall appoint ballot examiners and ballot counters to support the voting process. The ballot examiner shall be a shareholder.

Motion and election votes are to be counted openly at the shareholder meeting. Results of the vote, including the final tally, shall be announced on-site and recorded in minutes.

Article 14

Shareholder meetings that involve election of directors shall proceed according to the Company's election policy. Results of the election, including the list of elected directors and the final tally, shall be announced on-site.

All ballots used in the above election shall be sealed and signed by the ballot examiner, and held in proper custody for at least one year. However, if a shareholder raises a litigious claim against the Company in accordance with Article 189 of The Company Act, the abovementioned documents shall be retained until the end of the litigation.

Article 15

Shareholder meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chairperson, and disseminated to each shareholder by no later than 20 days after the meeting. Preparation and distribution of meeting minutes can be made in electronic form.

The Company may disseminate meeting minutes by posting details onto MOPS.

The minutes shall detail the date and venue of the meeting, the chairperson's name, the method of resolution, the proceeding and voting results of various motions (including weight). If director election is held during the meeting, the minutes shall disclose the number of votes received by each candidate.

Minutes shall be retained for as long as the Company exists.

Article 16

During the shareholder meeting, the Company shall disclose information regarding the number of shares acquired by acquirers and the number of shares represented by proxies using the prescribed format.

The Company shall disclose on MOPS in a timely manner any shareholder meeting resolutions that constitute material information as defined by law or the rules of Taiwan Stock Exchange Corporation (or Taipei Exchange).

Article 17

Officers of the shareholder meeting shall wear proper identification or arm badge.

The chairperson may instruct security staff to help maintain order in the meeting. While maintaining order in the meeting, all security staff are required to wear arm badges or identifications that identify their role as "Security."

The chairperson may stop anyone who attempts to speak using instruments that are not provided by the Company.

The chairperson may instruct security staff to remove shareholders who continue to violate conference rules despite being warned.

Article 18

The chairperson may put the meeting in recess at appropriate times. In the event of force majeure, the chairperson may suspend the meeting temporarily and resume at another time.

If the shareholder meeting is unable to conclude all scheduled motions (including special motions) before the venue is due for return, participants may resolve to continue the meeting at an alternative location.

Shareholders may also resolve to postpone or resume the meeting within the next 5 days, according to Article 182 of The Company Act.

Article 19

The above rules shall take effect immediately once approved during shareholder meeting; the same applies to all subsequent revisions.

The rules were established on April 30, 2015

The 1st amendment was made on February 23, 2016

The 2nd amendment was made on May 22, 2020

Onyx Healthcare Inc. Directors Election Policy

Article 1

The Policy has been established in accordance with Articles 21 and 41 of "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" to ensure fairness, justice, and transparency of the director election process.

Article 2

Unless otherwise specified by law or the Articles of Incorporation, election of the Company's directors shall proceed according to the procedures stated herein.

Article 3

Board composition should be taken into consideration when electing director members. Board members should be diversified in a manner that supports the Company's operations, business activities, and growth. The diversification shall be based on, but is not limited to, the following two principles:

- I. Background and value: Gender, age, nationality, culture etc.
- II. Knowledge and skills: Career background (e.g., law, accounting, industry, finance, marketing, or technology), professional skill, and industry experience.

All board members shall possess the knowledge, skills, and characters needed to exercise their duties. The board as a whole shall possess the following capacity:

- I. Ability to make operational judgments.
- II. Accounting and financial analysis.
- III. Business administration.
- IV. Crisis management.
- V. Industry knowledge.
- VI. Vision of the global market.
- VII. Leadership.
- VIII. Decision making.

More than half of the Company's board members shall consist of persons who are neither a spouse nor a second-degree relative or closer to any director.

Composition of the board of directors shall be determined after taking into consideration the overall performance evaluation.

Article 4

Independent directors are subject to the eligibility criteria specified in Articles 2, 3, and 4 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."

Election of independent directors is subject to comply with Articles 5, 6, 7, 8 and 9 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," and Article 24 of "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."

Article 5

Election of directors shall proceed according to the nomination system mentioned in Article 192-1 of The Company Act.

Once the Company's shares are listed on TWSE or TPEX, all director elections shall proceed using the candidate nomination system.

If the number of independent directors falls short of the requirements stated in Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held in the upcoming shareholder meeting. If all independent directors are dismissed from duty, the Company shall convene an extraordinary shareholder meeting within 60 days from the date of occurrence to elect candidates for the shortfall.

If the number of independent directors falls short of the requirements stated in Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held in the upcoming shareholder meeting. If all independent directors are dismissed from duty, the Company shall convene an extraordinary shareholder meeting within 60 days from the date of occurrence to elect candidates for the shortfall

Article 6

Election of the Company's directors shall proceed using the cumulative voting system. Each share is vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or spread across multiple candidates.

Article 7

The board of directors shall produce ballots in quantities that match the number of directors to be elected, and apply weight before distributing them to shareholder meeting participants. Conference pass serial number can be printed on the ballot for identification purpose instead of voter's name.

Article 8

Votes are distinguished between independent and non-independent directors. Candidates who receive the highest number of votes shall be assigned the role of non-independent director followed by independent director, until the number of non-independent director and independent director seats mentioned in the Articles of Incorporation are fully filled. If two or more candidates receive the same number of votes, they shall draw for the remaining available seats. The chairperson will draw on behalf of those who are absent during the meeting.

Article 9

Before the election begins, the chairperson shall appoint several shareholders to undertake the roles of ballot examiner and ballot counter to perform various duties relating to the election. The ballot box will be made available by the board of directors, and shall be opened for inspection by the ballot examiner prior to voting.

Article 10

Ballots are voided in any of the following circumstances:

- I. Use of ballot that is not prepared by authorized convener.
- II. Casting of blank ballots into the ballot box.
- III. Ballots with illegible writing or are altered.
- IV. The identity of the candidate specified in ballot does not match the candidates list.
- V. Ballots that contain writings other than allocated votes.

Article 11

Ballots are to be counted openly immediately after voting. The chairperson shall announce on-site the outcome of the vote, including the names of elected directors and the number of votes received.

All ballots used in the above election shall be sealed and signed by the ballot examiner, and held in proper custody for at least one year. However, if a shareholder raises a litigious claim against the Company in accordance with Article 189 of The Company Act, the abovementioned documents shall be retained until the end of the litigation.

Article 12

The procedures shall take effect once approved during shareholder meeting; the same applies to all subsequent amendments.

The rules were established on April 30, 2015.

The 1st amendment was made on February 23, 2016.

The 2nd amendment was made on July 2, 2021.

Shareholdings of the Directors of Onyx Healthcare Inc.

1. The Company has paid-up capital of NT\$390,147,450 issued in 39,014,745 shares.
2. According to "Article 26 of Securities and Exchange Act" and "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," directors of the Company are required to maintain an aggregate holding of at least 4,500,000shares. The Company has elected at least two independent directors, therefore required shareholding of non-independent directors is reduced to 80% at least 3,600,000shares
3. All Directors of the Company held a total of 19,011,814 shares as of March 22, 2025, the book closure date of the current annual general meeting. Shareholding of individual directors is shown below:

Title	Name	Date elected	Shareholding while elected		Shareholding position as at the book closure date	
			Number of shares held	Shareholding percentage (Note 1)	Number of shares held	Shareholding percentage
Chairman	Jui Hai Investment Co.,Ltd. Representative: Chuang,Yung-Shun	2022/5/31	219,080	0.66%	251,920	0.65%
Director	Jui Hai Investment Co.,Ltd. Representative: Lai ,Li-Kai	2023/5/26				
Director	AAEON Technology Inc. Representative: Lin,Chien-Hung	2022/5/31	16,257,179	48.88%	18,694,156	47.92%
Director	AAEON Technology Inc. Representative: Hsueh, Shao Chou	2022/5/31				
Independent Director	Lee, Chih-Hao	2022/5/31	0	0	0	0
Independent Director	Tseng, Ho-Chun	2022/5/31	57,169	0.17%	65,738	0.17%
Independent Director	Liao, Hsiu-Mei	2022/5/31	0	0	0	0
Total			16,533,428	49.71%	19,011,814	48.74%

Note 1: Shareholding at time of election was calculated using the number of shares outstanding at the time, or 33,261,300 shares.



Onyx Healthcare Inc.

4F, No 135, Ln 235, Baoqiao Rd.,
Xindian Dist , New Taipei City 231028,
Taiwan (R.O.C)

Tel: 886-2-8919-2188

Fax: 886-2-8919-1699

E-mail: sales@onyx-healthcare.com

www.onyx-healthcare.com

WORLDWIDE OFFICES

America

324 W. Blueridge Ave., Orange, CA 92865

TEL: +1-714-792-0774

USA

FAX: +1-714-792-0481

Onyx Healthcare, USA Inc.

E-mail: Sales@onyx-healthcare.com

Europe

Primulalaan 42, 5582 GL Waalre,
The Netherlands

Netherlands

TEL: +1-714-792-0774

Onyx Healthcare EUROPE B.V.

E-mail: Sales@onyx-healthcare.com

Asia & China

20F, unti D, GEM Building, No. 487 Tianlin
Road, Shanghai, China

China

TEL: 021-64956588-602

Onyx Healthcare (Shanghai) Inc.

E-mail: Sales@onyx-healthcare.com

