Stock Code: 1736

喬山健康科技股份有限公司
Johnson Health Tech. Co., Ltd.

# Handbook for the 2025 General Shareholders' Meeting

**Date & Time:** June 26, 2025 (Thursday) at 09:00 AM
**Location:** No. 999, Sec. 2, Dongda Rd., Daya Dist., Taichung City 428, Taiwan (R.O.C.)
(B1 Audio-Visual Classroom of Johnson Health Tech. Co., Ltd.)

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**Johnson Health Tech. Co., Ltd.**
**2025 General Shareholders' Meeting Agenda**

Date & Time: June 26, 2025 (Thursday) at 09:00 a.m.

Location: No. 999, Sec. 2, Dongda Rd., Daya District, Taichung City, Taiwan (R.O.C.)
(B1 Audio-Visual Classroom of Johnson Health Tech. Co., Ltd.)

Convening Way: Physical Shareholders' Meeting

I. Call Meeting to Order (Report the total share number representing attendance)

II Chair's Statement

III Report Items

(1) 2024 Annual Business Report.

(2) 2024 Audit Committee's Review Report.

(3) Report on the Distribution of Compensation for Employees and Directors in 2024.

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(5) Report on Directors' Remuneration in 2024.

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IV. Ratification Items

(1) Proposal of 2024 Annual Business Report and Financial Statements.

(2) Proposal of 2024 Earnings Distribution.

V. Discussion Items

(1) Proposal to Amend Certain Articles of the Company's "Articles of Incorporation".

(2) Proposal to Amend Certain Articles of the Company's "Procedures for Lending Funds to Others".

(3) Proposal to Amend Certain Articles of the Company's "Procedures for Endorsements & Guarantees".

(4) Proposal to Amend Certain Articles of the Company's "Procedures for Asset Acquisition or Disposal".

VI. Extemporary Motions

VII. Meeting Adjourned

## Report Items

I. 2024 Annual Business Report. Please review.

Explanatory Notes: For 2024 Annual Business Report, please refer to Attachment 1 on Pages 9-12 of this Handbook.

II. 2024 Audit Committee's Review Report. Please review.

Explanatory Notes: For 2024 Audit Committee's Review Report, please refer to Attachment 2 on Page 13 of this Handbook.

III. Report on Distribution of Compensation for Employees and Directors in 2024. Please review.

Explanatory Notes:

(1) In accordance with the Company's Articles of Incorporation, if the Company records a profit for the year, no less than 1% shall be allocated as employee compensation and no more than 5% as directors' compensation. Based on the Company's pre-tax net income, after adding back the estimated employee and directors' compensation, the profit amounts to NT$2,935,355 thousand.

(2) The compensation for this company's employees and directors in 2024, by the resolution of the Board of Directors' meeting on March 13, 2025, will be all distributed in cash and the release date will be handled by the chairman in full authorization by the Board of Directors.

(3) The compensation for this company's employees in 2024 is NT$29,500,000 (1.0%).

(4) The compensation for this company's directors in 2024 is NT$8,600,000 (0.29%).

IV. Report on the Distribution of Cash Dividend from Earnings in 2024. Please review.

Explanatory Notes:

(1) In accordance with Article 30-1 of the Articles of Incorporation, the Board of Directors is authorized to resolve whether whole or part of the bonus for the shareholders shall be distributed in cash and a report thereof shall been submitted during the shareholders' meeting.

(2) The dividend for the shareholders in the amount of NT$1,213,578,468 will be allocated in the form of cash dividend at NT$4.0 distributed per share. The cash dividend shall be distributed in up to NT$1 with below NT$1 rounded up; for the total fractional amount of less than NT$1, the amount below the decimal point shall be adjusted in the sequence of the amount and the shareholders' account number till the total distributed cash dividend amount is matched.

(3) This case has been passed by the Board of Directors, which authorizes the chairman to set up such related matters as the base date of dividend distribution and the date of distribution, etc. If the number of the outstanding ordinary shares of this Company should vary subsequently and hence the rate of dividend distribution changes, the Board of Directors shall fully authorize the chairman to make the adjustment.

V. Report on Directors' Remuneration in 2024. Please review..

Explanatory Notes: (1) The company's policy, system, standards and structure for remuneration to ordinary directors and independent directors, and statement of the correlation with the amount of remuneration paid based on factors such as responsibilities, risks, time invested, etc.:

1. It is also stipulated in the Articles of Incorporation that, if there is profit, no less than 1% of the profit in the year shall be allocated as the employees' remuneration and no more than 5% shall be allocated as the compensation for the directors. The remuneration of directors, regardless of profit or loss, is authorized to be determined by the board of directors in accordance with the normal payment standards of the industry.
2. Only travel allowance and fixed remuneration are paid to the directors of the company, no variable remuneration is paid, and such remuneration has nothing to do with performance. The remuneration paid for serving as directors have been separately disclosed in the annual report. In addition, the remuneration of directors who serve as employees concurrently shall be paid in accordance with the regulations stipulated by the Human Resources Department.

(2) For the remuneration to ordinary directors and independent directors in 2024, please refer to Attachment 3 on Page 14 of this Handbook.

VI. Report on Post-Facto Ratification of Endorsements and Guarantees for Subsidiaries. Please review.

Explanatory Notes: (1)In accordance with Article 7, Paragraph 2, Subparagraph 1 of the Company's "Procedures for Endorsements & Guarantees", any endorsement or guarantee shall be subject to a risk assessment and may only proceed upon approval by a resolution of the Board of Directors. Where necessary, the Board may authorize the Chairman to execute the matter, with subsequent ratification by the Board. The details and related information shall also be reported to the shareholders' meeting for record-keeping.

(2)The Company is providing a guarantee of EUR 5,000,000 to assist its Dutch subsidiary in meeting customer financing lease requirements within the scope of authority delegated to the Chairman by the Board of Directors and were subsequently ratified by the Board on March 13, 2025.

VII. Report on the Issuance of the Company's Secured Straight Corporate Bonds. Please review.

Explanatory Notes:

(1) To repay loans from financial institutions and the principal of the 1st issuance of the 2019 secured straight corporate bonds upon maturity, the Company issued the 1st secured straight corporate bonds of 2024 on August 13, 2024, with a total issuance amount of NT$3 billion. The issuance is divided into two series: Series A, with a term of 3 years and an issuance amount of NT$1 billion; and Series B, with a term of 5 years and an issuance amount of NT$2 billion.

(2) For the Issuance of 2024 First Secured Straight Corporate Bonds, please refer to Attachment 4 on Page 15 of this Handbook.

## Ratification Items

Proposal 1 (Proposed by the Board of Directors)

Proposal: Proposal of the 2024 Annual Business Report and Financial Statements.

Explanatory Notes:

(1) The preparation of this Company's 2024 parent company only financial statements and consolidated financial statements (balance sheet, comprehensive income statement, equity variation list and cash flow chart) have been completed, which had been submitted, along with the business report, with the Audit Committee for review, after audited and certified by CPA Huang, Tzi-Ping and CPA Chen, Ming-Hung of Ernst & Young Global Limited and a written audit report has been prepared and filed.

(2) For the Business Report, CPAs' audit report and 2024 parent company only financial statements and consolidated financial statements, etc., please refer to Attachment 1, Attachment 5 & Attachment 6 on Pages 9-12 & Pages 16-37 of this Handbook.

(3) Please ratify the proposal.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Proposal: Proposal. of 2024 Earnings Distribution.

Explanatory Notes:

(1) For this Company's 2024 earnings distribution statement, please refer to Attachment 7 on Page 38 of this Handbook.

(2) Please ratify the proposal.

Resolution:

## Discussion Items

Proposal 1 (Proposed by the Board of Directors)
Proposal: Proposal to Amend Certain Articles of the Company's “Articles of Incorporation”.
Explanatory Notes:
(1) To comply with regulatory provisions, it is proposed to amend certain articles of the Company's Articles of Incorporation.
(2) Comparison Table of the “Articles of Incorporation” Before and After Amendment, please refer to Attachment 8 on Page 39 of this Handbook.
(3) The proposal is submitted for discussion.

Resolution:

Proposal 2 (Proposed by the Board of Directors)
Proposal: Proposal to Amend Certain Articles of the Company's “Procedures for Lending Funds to Others”.
Explanatory Notes:
(1) To comply with regulatory provisions and operational needs of the Company, it is proposed to amend certain articles of the Company's “Procedures for Lending Funds to Others”.
(2) Comparison Table of the “Procedures for Lending Funds to Others” Before and After Amendment,please refer to Attachment 9 on Page 40 of this Handbook.
(3) The proposal is submitted for discussion.

Resolution:

Proposal 3 (Proposed by the Board of Directors)
Proposal: Proposal to Amend Certain Articles of the Company's “Procedures for Endorsements & Guarantees”.
Explanatory Notes:
(1) To comply with regulatory provisions and operational needs of the Company, it is proposed to amend certain articles of the Company's “Procedures for Endorsements & Guarantees”.
(2) Comparison Table of the “Procedures for Endorsements & Guarantees” Before and After Amendment, please refer to Attachment 10 on Page 43 of this Handbook.
(3) The proposal is submitted for discussion.

Resolution:

Proposal 4 (Proposed by the Board of Directors)
Proposal: Proposal to Amend Certain Articles of the Company's “Procedures for Asset Acquisition or Disposal”.
Explanatory Notes:
(1) To comply with the operational needs of the Company, it is proposed to amend certain articles of the Company's “Procedures for Asset Acquisition or Disposal”.
(2) Comparison Table of the “Procedures for Asset Acquisition or Disposal” Before and After Amendment, please refer to Attachment 11 on Page 46 of this Handbook.
(3) The proposal is submitted for discussion.

Resolution:

## Extemporary Motions

## Meeting Adjourned

# ATTACHMENT

【Attachment 1】

**Johnson Health Tech. Co., Ltd.**

2024 Annual Business Report

I. 2024 Business Results

(1) Operation Profile:

In 2024, Johnson Health Tech. Co., Ltd. achieved consolidated revenue of NTD 47.8 billion, setting a new historical record. This represents an increase of NTD 9.7 billion, or 25.5%, compared to the previous year.

The year 2024 was a year of transformation and growth for Johnson Health Tech. Co., Ltd. We acquired BowFlex, the third-largest home fitness equipment brand globally, and leveraged its large consumer base and brand recognition to strengthen our market position, thereby broadening and solidifying the Company's operational landscape.

In 2024, global large commercial gym clients continued to return, and Johnson Health Tech. Co., Ltd 's performance in the commercial market grew by approximately 20% compared to the previous year. In addition to the continued growth of our existing gym chain clients and an increased share of supply to these clients, significant progress was made in acquiring new customers across various regions worldwide, maintaining our position as the global leader in commercial fitness equipment.

2025 marks the 50th anniversary of Johnson Health Tech. Co., Ltd. Our team continues to work diligently and aims to achieve a 50% market share in global commercial fitness equipment and a 30% market share in the home fitness sector by this milestone. Johnson Health Tech. Co., Ltd will continue to leverage its manufacturing integration and global brand sales network to achieve even greater success.

(2) Financial Performance

In 2024, Johnson Health Tech. Co., Ltd.'s consolidated annual revenue was NTD 47.8 billion, a 25.5% increase compared to NTD 38.1 billion in the previous year. The net profit after tax was NTD 2.43 billion, with earnings per share (EPS) of NTD 8.02.

In 2024, the gross profit margin was 51%, an increase of 3% compared to the previous year. The operating profit margin was 6.7%, up from 3.3% in the prior year. The net profit margin after tax was 5.1%, representing a 3.2% increase from 1.9% in the previous year.

The Consolidated Financial Statements:

(Unit: NTD in thousand)

| ITEM \ YEAR | 2024 | 2023 | Increase (Decrease) Rate |
|---|---|---|---|
| Operating Revenues | 47,785,398 | 38,069,563 | 25.5% |
| Operating costs | 23,507,498 | 19,642,253 | 19.7% |
| Gross Profit | 24,277,900 | 18,427,310 | 31.7% |
| Operating expenses | 21,086,082 | 17,184,995 | 22.7% |
| Operating Income | 3,191,818 | 1,242,315 | 156.9% |
| Non-operating income and expenses | 300,516 | 92,167 | 226.1% |
| Profit before tax | 3,492,334 | 1,334,482 | 161.7% |
| Income tax expense | 1,061,681 | 625,045 | 69.9% |
| Net income | 2,430,653 | 709,437 | 242.6% |
| Net income attributed to the stockholder of the parent | 2,430,180 | 709,828 | 242.4% |

| YEAR / ITEM | 2024 | 2023 | Increase (Decrease) Rate |
|---|---|---|---|
| Net income (net loss) attributed to the non-controlling interests | 473 | (391) | -221.0% |
| Comprehensive income attributable to stockholder of the parent | 2,662,907 | 349,354 | 662.2% |
| Comprehensive income (loss) attributable to non-controlling interests | 335 | (438) | -176.5% |
| Earnings per share-basic (NTD) | 8.02 | 2.34 | 242.7% |

(3) Future Research and Development Strategies:

Main focus for new product research and development:

Commercial products:

(1) Top-class gyms products development and smart commercial weight training development.

(2) Introducing a digital interface to help gyms in expanding more group training courses.

(3) Developing the commercial second brand, Vision, providing the demands in the gyms market in China, and entering the small and medium-sized gym market.

(4) Expanding into the Hospitality and Group Exercise channels.

Household products:

(1) Development of gyms facilities in e-commerce household channels.

(2) Promotion of gyms APP software to link with Horizon household equipment and providing more value-added functions.

(3) Expand the global key account (KA) market share of Bowflex, Horizon, and Schwinn.

(4) Development of smart household gyms facilities, which may provide more diversified digital content.

(5) Development of subscription and use of digital content on different platforms.

II. Overview of 2025 business plan, future development and the impacts of the external competitive environment, regulatory environment, and overall business environment

(1) 2025 Business plan summary

A. Sale Division

1. Commercial Market:

50% of the global commercial market share in 2025.

a. Complete product series

b. Reinforcement of market shares in channels

c. Continuous improvement of core competitiveness

2. Household Market:

30% of the global household market share in 2030.

a. Development of O2O business model.

b. Development of fitness digital content business and establish new business model.

c. Market share of 30% and execute strategic integration.

3. Massage chair market:

a. Expanding Japan’s market and global market share.

b. Development of overseas market.

c. Proposal in gross margin improvement.

d. IPO listing planning.

B. Product development strategy
   1. Establishing external strategic partners
   2. Reinforcing products and the R&D Division

C. Manufacturing
   1. Flexible utilization of the advantages of each manufacturing base to create group manufacturing benefits.
   2. Raising the self-manufacturing ratio
   3. Increasing key component unit development and production

D. Management
   1. Strengthening management team
   2. Cash flow improvement and key financial indicators.
   3. Future enterprise territory construction and resource mobilization.

(2) Impact of the external competitive environment, regulatory environment, and overall business environment

External competitive environment: In the commercial market, Johnson Health Tech. is currently one of the top eight global suppliers to chain gyms. A large portion of revenue growth stems from the expansion and replacement needs driven by increasing gym membership traffic. However, maintaining high growth momentum and preventing competitors from encroaching on Johnson's existing customer base requires greater investment in product development and aftersales satisfaction. In view of this, Johnson initiated a strategy in which commercial products are extended both upward and downward. The new high-end commercial product line, *Matrix-Onyx*, was launched to enter new channels, while the entry-level commercial brand *Vision* has also rolled out a series of products. Traditionally, high-end club-type gyms and affordable small-to-medium regional gyms have not been Johnson's main battlefield, but the launch of these new products is expected to drive full-channel development in the commercial market, increase market share, and block competitor penetration. In the household market, the biggest challenge lies in low entry barriers and intense competition. To stand out among many suppliers, brand strength and consumer recognition are critical. Johnson continues to expand revenue in major retail channels, self-owned retail stores, and e-commerce platforms through its multi-brand strategy, including the well-known BowFlex, Horizon, and Schwinn. Clear short-, medium-, and long-term strategies have been set for these key areas to ensure continued growth in the household market.

Regulatory environment: Johnson consistently complies with the regulatory requirements of each country, including EN 957 of the EU, ASTM F1250 of the US, JIS T1214 of Japan, and AS 4092 of Australia. Among these, the EU's EN 957 is the most stringent, establishing comprehensive applicable standards for various types of fitness equipment. All Johnson products comply with the EN 957 directive to ensure customer safety in use. In terms of sustainable operations, Johnson has planned its 2030 carbon reduction target and 2050 net-zero emissions goal. It is gradually expanding the scope of greenhouse gas inventories within the Group, investing in key technologies and resources for high-emission areas, and implementing energy management, equipment networking, and smart factory services in its plants, offices, and facilities.

Impact of overall business environment: After former U.S. President Trump took office, he promoted an “America First” policy and announced new tariff policies. Many goods and raw materials from China and other countries exported to the U.S. faced significant tariff increases. In response, Johnson adopted a diversified production base strategy and built a flexible supply chain. In 2024, the company had already completed early deployment in Vietnam by acquiring land for a second facility. It is expected that part of this new plant will be completed and operational by the end of 2025. Once completed, the Vietnam facility will serve as the primary production base for household and mid-to-entry-level commercial products exported to the U.S. The capacity of the China factory will be allocated to serve non-U.S. markets. Currently, Johnson is the only global home fitness brand with a production base in Vietnam—while other competitors still rely solely on Chinese production. Should the U.S. impose further tariffs on Chinese imports, Johnson’s competitive advantage will become even more prominent.

In addition, Johnson has conducted human rights due diligence from four dimensions: international standards, global sustainability ratings, domestic trends and context, and industry practices. Human rights risks requiring close monitoring have been identified and incorporated into existing control measures with improvement suggestions to ensure proper oversight. With growing global emphasis on corporate human rights performance, Johnson is well-prepared to meet future challenges and changes.

As Johnson enters its 50th anniversary, we extend our gratitude to all shareholders and partners who have supported us over the past five decades. We look forward to your continued support and guidance in the years ahead. With your trust, Johnson is poised to become an industry leader and set a global benchmark for Taiwan.

Chairman: Peter Lo Manager: Jason Lo Chief Accounting Officer: Jacky Lee

【Attachment 2】

**Johnson Health Tech. Co., Ltd.**

Audit Committee's Review Report

The Board of Directors of this Company has prepared the 2024 Annual Business Report, Financial Statements & Earnings Distribution Statement, etc., among which the Financial Statements have been audited and certified by CPA Tony Huang and CPA Jonathan Chen of Ernst of Young Global Limited and an audit report has been prepared by them in this regard. The aforesaid Business Report, Financial Statements & Earnings Distribution Statement have been audited and determined to be correct and accurate by this Audit Committee. According to Article 14-4, the Securities and Exchange Act & Article 219, this Company Act, we hereby submit this report for your review.

Yours sincerely,

For the 2025 General Shareholders' Meeting of this Company

Johnson Health Tech. Co., Ltd.

Convener of Audit Committee: Hank Lin

Dated this 6th Day of May 2025

**【Attachment 3】**

# Johnson Health Tech. Co., Ltd.
# 2024
# Remuneration to Ordinary Directors and Independent Directors

Unit: NT$ Thousand

| Title | Name | Director Remuneration | | | | | | | | Total sum & Net profit rate after-tax for the total sum of A, B, C, D | | Part-time remuneration | | | | | | | | Total sum & Net profit rate after-tax for the total sum of A, B, C, D, E, F, G | | Remuneration from parent or non-subsidiary transferred investment business |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Remuneration (A) | | Retirement pension (B) | | Directors' remuneration (C) | | Execution expense (D) | | | | Remuneration, bonus, special expense (E) | | Retirement pension (F) | | Employee remuneration (G) | | | | | | |
| | | The Company | Companies in the consolidated financial report | The Company | Companies in the consolidated financial report | The Company | Companies in the consolidated financial report | The Company | Companies in the consolidated financial report | The Company | Companies in the consolidated financial report) | The Company | Companies in the consolidated financial report | The Company | Companies in the consolidated financial report | The Company | | Companies in the consolidated financial report | | The Company | Companies in the consolidated financial report | |
| | | | | | | | | | | | | | | | | Cash Amount | Stock Amount | Cash Amount | Stock Amount | | | |
| Chairman | Peter Lo | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | 3,644 | 3,644 | - | - | - | - | - | - | 4,280<br>0.18% | 4,280<br>0.18% | - |
| Vice Chairman | Cindy Lo | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | 3,644 | 3,644 | - | - | - | - | - | - | 4,280<br>0.18% | 4,280<br>0.18% | - |
| Director | Jason Lo | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | 8,917 | 8,917 | - | - | - | - | - | - | 9,553<br>0.39% | 9,553<br>0.39% | - |
| Director | Crista Lin | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | 3,282 | 3,282 | - | - | - | - | - | - | 3,918<br>0.16% | 3,918<br>0.16% | - |
| Director | Spencer Hsieh | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | - | - | - | - | - | - | - | - | 636<br>0.03% | 636<br>0.03% | - |
| Director | May Lo | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | 3,073 | 3,073 | - | - | - | - | - | - | 3,709<br>0.15% | 3,709<br>0.15% | - |
| Director | Teresa Lo | - | - | - | - | 600 | 600 | 30 | 30 | 630<br>0.03% | 630<br>0.03% | - | - | - | - | - | - | - | - | 630<br>0.03% | 630<br>0.03% | - |
| Director | Yih-Horng, Lin | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | - | - | - | - | - | - | - | - | 636<br>0.03% | 636<br>0.03% | - |
| Director | Vincent Chen | - | - | - | - | 600 | 600 | 36 | 36 | 636<br>0.03% | 636<br>0.03% | - | - | - | - | - | - | - | - | 636<br>0.03% | 636<br>0.03% | - |
| Independent Director | Hank Lin | - | - | - | - | 800 | 800 | 90 | 90 | 890<br>0.04% | 890<br>0.04% | - | - | - | - | - | - | - | - | 890<br>0.04% | 890<br>0.04% | - |
| Independent Director | Chung-Hsian Liu | - | - | - | - | 800 | 800 | 90 | 90 | 890<br>0.04% | 890<br>0.04% | - | - | - | - | - | - | - | - | 890<br>0.04% | 890<br>0.04% | - |
| Independent Director | Alex Liu | - | - | - | - | 800 | 800 | 60 | 60 | 860<br>0.04% | 860<br>0.04% | - | - | - | - | - | - | - | - | 860<br>0.04% | 860<br>0.04% | - |
| Independent Director | Wen-Ren Jong | - | - | - | - | 800 | 800 | 72 | 72 | 872<br>0.04% | 872<br>0.04% | - | - | - | - | - | - | - | - | 872<br>0.04% | 872<br>0.04% | - |

【Attachment 4】

# Johnson Health Tech. Co., Ltd.
# Issuance of 2024 First Secured Straight Corporate Bonds

Report on Domestic Corporate Bond Issuance:

**Explanation:**

To repay loans from financial institutions and the principal of the 2019 First Secured Straight Corporate Bonds upon maturity, the Company has issued the 2024 First Secured Straight Corporate Bonds. The details are as follows:

| Item | 2024 First Secured Straight Corporate Bond (Series A) | 2024 First Secured Straight Corporate Bond (Series B) |
|---|---|---|
| Approval Date | August 6, 2024 | |
| Issuance Date | August 13, 2024 | |
| Total Issuance Amount | NTD 1.0 billion | NTD 2.0 billion |
| Denomination | NTD 1 million | |
| Issuance Price | To be issued at par value | |
| Term | 3 Years | 5 Years |
| Maturity Date | August 13, 2027 | August 13, 2029 |
| Coupon Rate | Fixed annual interest rate of 2.1% | Fixed annual interest rate of 2.2% |
| Interest Payment | Simple interest, paid annually | |
| Principal Payment | Principal repaid in full at maturity | |
| Guarantor Bank | Taiwan Cooperative Bank | |
| Trustee Institution | Taishin International Bank | |
| Principal and Interest Payment Agent | Taiwan Cooperative Bank, Taichung Branch | |
| Use of Funds | Fully executed in Q3 2024 | |

安永聯合會計師事務所

40756台中市市政北七路186號26樓
26F, No. 186, Shizheng N. 7th Rd., Xitun Dist.,
Taichung City, Taiwan, R.O.C.

Tel: 886 4 2259 8999
Fax: 886 4 2259 7999
www.ey.com/tw

## AUDIT REPORT OF INDEPENDENT ACCOUNTANTS

English Translation of a Report Originally Issued in Chinese

To Johnson Health Tech. Co., Ltd.

**Opinion**

We have audited the accompanying consolidated balance sheets of Johnson Health Tech. Co., Ltd. (the "Company") and its subsidiaries as at 31 December 2024 and 2023, the related consolidated statements of comprehensive income, statements of changes in equity and cash flows for the years ended 31 December 2024 and 2023, and notes to the consolidated financial statements, including the summary of material accounting policies (collectively referred to as "the consolidated financial statements").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as at 31 December 2024 and 2023, and their consolidated financial performance and cash flows for the years ended 31 December 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

**Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of the other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of accounts receivable

As at 31 December 2024, gross accounts receivable and allowance for bad debts by the Company and its subsidiaries amounted to NTD13,251,104 thousand and NTD153,061 thousand, respectively. Net accounts receivable represented 30% of total consolidated assets which were material to the Company and its subsidiaries. Since the amount of allowance for receivables is measured by the lifetime expected credit loss, the measurement process includes grouping the receivables and judging the use of the related assumptions in the analysis, including the appropriate accounting aging and the loss rate of each aging interval. As the measurement of expected credit losses involved judgment, analysis and estimation. we, therefore, determined this a key audit matter.

Our audit procedures included, but not limited to: assessing the effectiveness of internal controls around accounts receivable management, including performing simple tests by sampling and understanding management's assessment for expected credit losses of accounts receivable; dividing the expected loss rate of risk group and each group; selecting samples to perform the accounts receivable confirmation, analyzing trends of changes in account receivable of prior and subsequent periods and turnover rates; and reviewing the collection in the subsequent period to assess their recoverability; performing an assessment of the reasonableness of impairment for individual long term accounts receivable.

We also assessed the adequacy of the disclosures related to accounts receivable in Notes 5 and 6.

Inventory valuation

As at 31 December 2024, the net inventories amounted to NTD11,800,428 thousand, accounting for 27% of the total consolidated assets. As products are vulnerable to fluctuating market demands and fast technological changes which may cause obsolete and slow-moving inventory losses, the determination of the provisions for obsolete inventories involved a high level of management judgment. As such, we determined this to be a key audit matter.

Our audit procedures included, but were not limited to: assessing the effectiveness of inventory internal control established by management, including performing simple tests by sampling and understanding management's assessment for inventory valuation; evaluating the adequacy of accounting policy around obsolete and slow-moving inventories; obtaining inventory aging intervals to test whether the aging reports were reasonable; selecting important storage locations to observe inventory counts; in addition, we obtained inventory movement report, sampled related certificates of purchases and sales to verify the unit cost and access the net realizable value of inventories valuation.

We also assessed the adequacy of the disclosures related to inventories in Notes 5 and 6.

Goodwill impairment

As at 31 December 2024, the goodwill was carried at NTD2,304,824 thousand which represented 5% of total consolidated assets. The Company performed impairment testing on the cash-generating units according to the International Financial Reporting Standards. The recoverable amount of the cash-generating units have been determined based on the value in use because their fair value cannot be reliably measured. We determined goodwill assessment to be a key audit matter because the carrying amounts of goodwill were material to the Company and its subsidiaries, the determination of value in use was complex, and a high level of management judgment was involved when making assumptions about cash flow forecasts.

Our audit procedures included, but were not limited to: evaluating the management's assessment of value in use; involving internal expert to assist us in evaluating the reasonableness of key assumptions used by management such as growth rates, discount rates, and gross margin; involving internal expert to assist us in evaluating the reasonableness of key components of discount rates such as cost of capital, company-specific risk premium and market risk premium by comparing them to other companies of similar size with the cash-generating units; interviewing with management and assessing the reasonableness of assumptions used in their models such as gross margin, growth rates, and the expected future market and economic conditions; challenging management's budgeting process by comparing the actual financials to date versus previously forecasted financials and management's forecasting process by comparing the assumptions to the historic performance of the Company.

We also assessed the adequacy of the disclosures related to goodwill assessment in Notes 5 and 6.

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

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

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

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

**Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2024 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Others**

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as at and for the years ended 31 December 2024 and 2023.

Huang, Tzu Ping

Chen, Ming Hung

Ernst & Young, Taiwan

13 March 2025

**Notice to Readers**

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese

JOHNSON HEALTH TECH. CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

31 December 2024 and 31 December 2023

(Expressed in Thousands of New Taiwan Dollars)

| Assets | Notes | 31 December 2024 | 31 December 2023 |
|---|---|---|---|
| | | Amount | Amount |
| **Current Assets** | | | |
| Cash and cash equivalents | 4&6(1) | $2,686,730 | $2,341,417 |
| Financial assets at fair value through profit or loss, current | 4&6(2) | 8,686 | 14,162 |
| Financial assets measured at amortized cost, current | 4&12 | 11,133 | 16,597 |
| Contract asset, current | 4,6(17)&(18) | 34,891 | 27,259 |
| Notes receivable, net | 4&6(18) | 44,152 | 80,421 |
| Trade receivables, net | 4,6(3)&(18) | 13,098,043 | 10,482,219 |
| Other accounts receivable, net | 4&8 | 434,733 | 434,611 |
| Inventories, net | 4&6(4) | 11,800,428 | 9,039,224 |
| Prepayments | 4 | 2,077,241 | 1,066,366 |
| Other current assets | | 111,654 | 107,588 |
| **Total Current Assets** | | 30,307,691 | 23,609,864 |
| **Non-current assets** | | | |
| Investments in equity instruments measured at fair value through other comprehenive income | 4&12 | 7,912 | 8,707 |
| Property, Plant and Equipment | 4,6(5)&8 | 4,661,018 | 4,580,639 |
| Right-of-use assets | 4,6(19)&8 | 3,134,068 | 2,871,402 |
| Investment property | 4 | 33,717 | 35,290 |
| Intangible assets | 4,6(6)&(7) | 2,825,764 | 2,823,009 |
| Deferred tax assets | 4&6(23) | 1,570,740 | 1,656,533 |
| Other non-current assets | | 1,074,508 | 836,396 |
| **Total non-current assets** | | 13,307,727 | 12,811,976 |
| **Total Assets** | | $43,615,418 | $36,421,840 |

(continued)

English Translation of Consolidated Financial Statements Originally Issued in Chinese
JOHNSON HEALTH TECH. CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (Continued)
31 December 2024 and 31 December 2023
(Expressed in Thousands of New Taiwan Dollars)

| Liabilities and Equity | Notes | 31 December 2024 | 31 December 2023 |
|---|---|---|---|
| | | Amount | Amount |
| **Current Liabilities** | | | |
| Short-term borrowings | 4&6(8) | $6,166,733 | $5,029,244 |
| Commercial paper payable | 4&6(10) | 499,572 | 449,633 |
| Financial liabilities at fair value through profit or loss, current | 4&6(11) | - | 19,050 |
| Contract liabilities, current | 4&6(17) | 1,293,573 | 920,701 |
| Notes payable | | 277,775 | 245,234 |
| Accounts payable | | 5,750,443 | 4,088,101 |
| Other payables | 6(12) | 4,706,524 | 3,762,873 |
| Current tax liabilities | 4&6(23) | 751,859 | 628,999 |
| Lease liabilities, current | 4&6(19) | 786,705 | 690,843 |
| Current portion of long-term loans | 4&6(13) | 355,360 | 2,119,974 |
| Other current liabilities | | 200,612 | 169,669 |
| **Total Current Liabilities** | | 20,789,156 | 18,124,321 |
| | | | |
| **Non-current liabilities** | | | |
| Bonds payable | 4&6(9) | 3,000,000 | - |
| Long-term loans | 4&6(13) | 4,359,051 | 5,959,452 |
| Provisions, non-current | 4&6(12) | 551,052 | 311,003 |
| Deferred tax liabilities | 4&6(23) | 143,723 | 147,583 |
| Lease liabilities, non-current | 4&6(19) | 2,148,544 | 1,908,383 |
| Net defined benefit obligation, non-current | 5&6(14) | 58,128 | 74,304 |
| Other non-current liabilities | 4 | 521,214 | 247,351 |
| **Total non-current liabilities** | | 10,781,712 | 8,648,076 |
| **Total Liabilities** | | 31,570,868 | 26,772,397 |
| | | | |
| **Equity** | | | |
| **Capital** | | | |
| Common stock | 4&6(15) | 3,033,946 | 3,036,166 |
| **Additional paid-in capital** | 4&6(15) | 436,067 | 431,446 |
| **Retained earnings** | 4&6(15) | | |
| Legal reserve | | 1,626,536 | 1,555,699 |
| Special reserve | | 1,979,083 | 1,620,071 |
| Unappropriated earnings | | 6,717,817 | 5,031,884 |
| **Subtotal** | | 10,323,436 | 8,207,654 |
| **Other components of equity** | | (1,750,325) | (1,979,082) |
| **Treasury stock** | 4&6(15) | (5,780) | (53,612) |
| Equity attributable to owners of the parent | | 12,037,344 | 9,642,572 |
| **Non-controlling interests** | 6(16) | 7,206 | 6,871 |
| **Total equity** | | 12,044,550 | 9,649,443 |
| | | | |
| **Total liabilities and equity** | | $43,615,418 | $36,421,840 |

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
JOHNSON HEALTH TECH. CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

| | Notes | For the years ended December 31 2024 Amount | 2023 Amount |
|---|---|---|---|
| **Operating revenues** | 4,6(17)&7 | $47,785,398 | $38,069,563 |
| **Operating costs** | 4,6(4)&(20) | (23,507,498) | (19,642,253) |
| **Gross Profit** | | 24,277,900 | 18,427,310 |
| Operating Expenses | | | |
| Selling and distribution | 6(20) | (10,488,402) | (8,355,546) |
| General and administrative | 6(20) | (9,258,076) | (7,630,247) |
| Research and development | 6(20) | (1,146,632) | (1,061,934) |
| Expected credit losses | 5&6(18) | (192,972) | (137,268) |
| Total Operating Expenses | | (21,086,082) | (17,184,995) |
| **Operating Income** | | 3,191,818 | 1,242,315 |
| **Non-operating income and expenses** | | | |
| Interset income | 4&6(21) | 311,517 | 194,186 |
| Other income | 4&6(21) | 42,700 | 75,812 |
| Other gains and losses | 6(21) | 296,101 | 199,639 |
| Finance costs | 6(21) | (349,802) | (377,470) |
| Total non-operating income and expenses | | 300,516 | 92,167 |
| **Income from continuing operations before income tax** | | 3,492,334 | 1,334,482 |
| **Income tax expense** | 4,5&6(23) | (1,061,681) | (625,045) |
| **Net income** | | 2,430,653 | 709,437 |
| | | | |
| **Other comprehensive income** | | | |
| **Items that may not to be reclassified subsequently to profit or loss** | | | |
| Remeasurements of defined benefit plans | 4&6(22) | 4,962 | (1,828) |
| Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income | 4&6(22) | 14,204 | 24 |
| Income tax relating to items that may not be reclassified subsequently | 4&6(22) | (992) | 365 |
| **Items that may be reclassified subsequently to profit or loss** | | | |
| Exchange differences on translation of foreign operations | 4&6(22) | 214,415 | (359,082) |
| Income tax relating to items that may be reclassified subsequently | 4&6(22) | - | - |
| **Total other comprehensive loss , net of tax** | | 232,589 | (360,521) |
| | | | |
| **Total comprehensive income** | | $2,663,242 | $348,916 |
| | | | |
| **Net income attributable to:** | | | |
| Stockholders of the parent | | $2,430,180 | $709,828 |
| Non-controlling interests | | 473 | (391) |
| | | $2,430,653 | $709,437 |
| **Comprehensive income attributable to:** | | | |
| Stockholder of the parent | | $2,662,907 | $349,354 |
| Non-controlling interests | | 335 | (438) |
| | | $2,663,242 | $348,916 |
| **Earnings per share (NTD)** | 4&6(24) | | |
| Earnings per share-basic | | $8.02 | $2.34 |
| Earnings per share-diluted | | $8.01 | $2.34 |

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
JOHNSON HEALTH TECH. CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

| | | | Retained Earnings | | | Other equity interest | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Description | Common Stock | Additional Paid-in Capital | Legal Reserve | Special reserve | Unappropriated Earnings | Exchange Differences on Translation of Foreign Operations | Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income | Treasury stock | Total | Non-Controlling Interests | Total Equity |
| Balance as at 1 January 2023 | $3,036,166 | $431,446 | $1,512,422 | $1,942,009 | $4,226,611 | $(1,620,305) | $234 | $(53,612) | $9,474,971 | $7,309 | $9,482,280 |
| Distribution of 2022 retained earnings | | | | | | | | | | | |
| Legal reserve | | | 43,277 | | (43,277) | | | | - | | - |
| Special reserve | | | | (321,938) | 321,938 | | | | - | | - |
| Cash dividends | | | | | (181,753) | | | | (181,753) | | (181,753) |
| Net income in 2023 | | | | | 709,828 | | | | 709,828 | (391) | 709,437 |
| Other comprehensive loss, net of tax in 2023 | | | | | (1,463) | (359,035) | 24 | | (360,474) | (47) | (360,521) |
| Total comprehensive income | - | - | - | - | 708,365 | (359,035) | 24 | - | 349,354 | (438) | 348,916 |
| Balance as at 31 December 2023 | $3,036,166 | $431,446 | $1,555,699 | $1,620,071 | $5,031,884 | $(1,979,340) | $258 | $(53,612) | $9,642,572 | $6,871 | $9,649,443 |
| Balance as at 1 January 2024 | $3,036,166 | $431,446 | $1,555,699 | $1,620,071 | $5,031,884 | $(1,979,340) | $258 | $(53,612) | $9,642,572 | $6,871 | $9,649,443 |
| Distribution of 2023 retained earnings | | | | | | | | | | | |
| Legal reserve | | | 70,837 | | (70,837) | | | | - | | - |
| Special reserve | | | | 359,012 | (359,012) | | | | - | | - |
| Cash dividends | | | | | (302,922) | | | | (302,922) | | (302,922) |
| Net income in 2024 | | | | | 2,430,180 | | | | 2,430,180 | 473 | 2,430,653 |
| Other comprehensive loss, net of tax in 2024 | | | | | 3,970 | 228,757 | | | 232,727 | (138) | 232,589 |
| Total comprehensive income | - | - | - | - | 2,434,150 | 228,757 | - | - | 2,662,907 | 335 | 2,663,242 |
| Cancellation of treasury stock | (2,220) | (40) | | | (15,446) | | | 17,706 | - | | - |
| Exercise employee stock option to purchase treasury stock | | 4,661 | | | | | | 30,126 | 34,787 | | 34,787 |
| Balance as at 31 December 2024 | $3,033,946 | $436,027 | $1,626,536 | $1,979,083 | $6,717,817 | $(1,750,583) | $258 | $(5,780) | $12,037,344 | $7,206 | $12,044,550 |

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
JOHNSON HEALTH TECH. CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

| | For the years ended December 31 | |
|---|---|---|
| | 2024 | 2023 |
| Cash flows from operating activities: | | |
| Net income before income tax | $3,492,334 | $1,334,482 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 1,418,038 | 1,305,774 |
| Amortisation | 103,551 | 92,225 |
| Expected credit losses | 192,972 | 137,268 |
| Net gain of financial assets/liabilities at fair value through profit or loss | (13,574) | (3,842) |
| Finance costs | 349,802 | 377,470 |
| Interest income | (311,517) | (194,186) |
| Share-based payment awards | 4,661 | - |
| Loss on disposal of property, plant and equipment | 6,322 | 9,046 |
| Changes in operating assets and liabilities: | | |
| (Increase) Decrease in contract asset | (7,632) | 16,066 |
| Decrease in notes receivable | 36,269 | 5,023 |
| Increase in trade receivables | (2,816,181) | (1,892,216) |
| (Increase) Decrease in other receivables | (122) | 733,157 |
| (Increase) Decrease in inventories, net | (2,761,204) | 2,769,189 |
| Increase in prepayments | (1,010,875) | (303,357) |
| (Increase) Decrease in other current assets | (4,066) | 48,350 |
| Increase in other non-current assets | (262,650) | (159,972) |
| Increase in contract liabilities | 372,872 | 89,829 |
| Increase (Decrease) in notes payable | 32,541 | (221,712) |
| Increase (Decrease) in accounts payable | 1,662,342 | (202,494) |
| Increase in other payables | 603,532 | 344,349 |
| Increase in provision | 240,049 | 47,934 |
| Increase in other current liabilities | 30,943 | 9,459 |
| Decrease in accrued pension liabilities | (11,214) | (10,652) |
| Increase (Decrease) in other non-current liabilities | 273,863 | (130,961) |
| Cash generated from operations | 1,621,056 | 4,200,229 |
| Interest received | 311,517 | 194,186 |
| Interest paid | (329,744) | (407,151) |
| Income tax paid | (549,276) | (144,713) |
| Net cash generated from operating activities | 1,053,553 | 3,842,551 |

| | For the years ended December 31 | |
|---|---|---|
| | 2024 | 2023 |
| Cash flows from investing activities: | | |
| Acquisition of subsidiaries (Deduct the cash obtained) | 5,464 | - |
| Disposal of investment property | 270 | 441 |
| Acquisition of property, plant and equipment | (673,776) | (649,992) |
| Disposal of property, plant and equipment | 49,820 | 25,883 |
| Acquisition of intangible assets | (53,000) | (57,149) |
| Disposal of intangible assets | 380 | - |
| Net cash used in investing activities | (670,842) | (680,817) |
| Cash flows from financing activities: | | |
| Increase in short-term loans | 41,070,932 | 40,047,200 |
| Decrease in short-term loans | (39,914,875) | (47,234,038) |
| Increase in commercial paper payable | 4,150,000 | 1,378,271 |
| Decrease in commercial paper payable | (4,100,000) | (1,750,000) |
| Issued corporate bonds | 3,000,000 | - |
| Repayment of corporate bonds | (2,000,000) | - |
| Increase in long-term loans | 14,165,293 | 17,840,929 |
| Decrease in long-term loans | (15,445,671) | (13,202,472) |
| Cash dividends | (302,922) | (181,753) |
| Repayment of lease capital | (766,902) | (769,217) |
| Exercise of employee stock option | 30,126 | - |
| Net cash used in financing activities | (114,019) | (3,871,080) |
| Effect of changes in exchange rate on cash and cash equivalents | 76,621 | (480,791) |
| Net increase (decrease) in cash and cash equivalents | 345,313 | (1,190,137) |
| Cash and cash equivalents at beginning of period | 2,341,417 | 3,531,554 |
| Cash and cash equivalents at end of period | $2,686,730 | $2,341,417 |

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

【Attachment 6】

安永聯合會計師事務所
40756台中市市政北七路186號26樓
26F, No. 186, Shizheng N. 7th Rd., Xitun Dist., Taichung City, Taiwan, R.O.C.
Tel: 886 4 2259 8999
Fax: 886 4 2259 7999
www.ey.com/tw

**AUDIT REPORT OF INDEPENDENT ACCOUNTANTS**

English Translation of a Report Originally Issued in Chinese

To Johnson Health Tech. Co., Ltd.

**Opinion**

We have audited the accompanying parent company only balance sheets of Johnson Health Tech. Co., Ltd. (the "Company") as of 31 December 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2024 and 2023, and notes to the parent company only financial statements, including the summary of significant accounting policies.

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of the Company as of 31 December 2024 and 2023, and their parent company only financial performance and cash flows for the years ended December 31 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

**Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent company only Financial Statements section of our report. We are independent of the Company and in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of the other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2024 the parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of accounts receivable (including subsidiaries' accounts receivable through equity method investment)

Accounts receivables of the Company and its subsidiaries through the equity method are material for the financial statements. Since the allowance for receivables is measured by the lifetime expected credit loss, the measurement process includes grouping the receivables and determining the use of the related assumptions in the analysis, including the appropriate accounting aging interval and the loss rate of each aging interval. As the measurement of expected credit losses involved judgment, analysis and estimation, we therefore considered this a key audit matter.

Our audit procedures included, but not limited to assessing the effectiveness of internal controls around accounts receivable management, including performing simple tests by sampling and understanding management's assessment for expected credit losses of accounts receivable; dividing the expected loss rate of risk group and each group; selecting samples to perform the accounts receivable confirmation, analyzing trends of changes in account receivable of prior and subsequent periods and turnover rates; reviewing the collection in the subsequent period to assess their recoverability; performing an assessment of the reasonableness of impairment for individual long term accounts receivable.

We also assessed the adequacy of disclosures related to accounts receivable in Notes 5 and 6.

Inventory valuation (including investment accounted for using the equity method – the subsidiaries' inventory)

Inventories of the Company are material for financial reports. The determination of the provisions for obsolete inventories involve a high level of management judgment and was subject to uncertainty due to product diversity. As such, we determined this to be a key audit matter.

Our audit procedures included, but were not limited to assessing the effectiveness of inventory internal control established by management, including performing simple tests by sampling and understanding management's assessment for inventory valuation; evaluating the adequacy of accounting policy around obsolete and slow-moving inventories; obtaining inventory aging intervals to test whether the aging reports were reasonable; selecting important storage locations to observe inventory counts; in addition, we obtained inventory movement report, sampled related certificates of purchases and sales to verify the unit cost and access the net realizable value of inventories valuation.

We also assessed the adequacy of the disclosures related to inventory valuation in Notes 5 and 6.

Goodwill impairment

The Company performed impairment testing on the cash-generating units according to the International Financial Reporting Standards. The recoverable amount of the cash-generating units have been determined based on the value in use because their fair value cannot be reliably measured. We determined goodwill assessment to be a key audit matter because the carrying amounts of goodwill were material to the Company and its subsidiaries, the determination of value in use was complex, and a high level of management judgment was involved when making assumptions about cash flow forecasts.

Our audit procedures included, but were not limited to: evaluating the management's assessment of value in use; involving internal expert to assist us in evaluating the reasonableness of key assumptions used by management such as growth rates, discount rates, and gross margin; involving internal expert to assist us in evaluating the reasonableness of key components of discount rates such as cost of capital, company-specific risk premium and market risk premium by comparing them to other companies of similar size with the cash-generating units; interviewing with management and assessing the reasonableness of assumptions used in their models such as gross margin, growth rates, and the expected future market and economic conditions; challenging management's budgeting process by comparing the actual financials to date versus previously forecasted financials and management's forecasting process by comparing the assumptions to the historic performance of the Company.

We also assessed the adequacy of the disclosures related to goodwill assessment in Notes 5 and 6.

**Responsibilities of Management and Those Charged with Governance for the parent company only Financial Statements**

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

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

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

**Auditors' Responsibilities for the Audit of the parent company only Financial Statements**

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but

is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the parent company only financial statements.

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2024 the parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Huang, Tzu Ping

Chen, Ming Hung

Ernst & Young, Taiwan

13 March 2025

**Notice to Readers**

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
JOHNSON HEALTH TECH CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2024 and 31 December 2023
(Expressed in Thousands of New Taiwan Dollars)

| Assets | Notes | As of 31 December 2024 Amount | As of 31 December 2023 Amount |
|---|---|---|---|
| **Current assets** | | | |
| Cash and cash equivalents | 4&6(1) | $258,422 | $311,840 |
| Financial assets at fair value through profit or loss, current | 4,6(2)&12 | 8,686 | 14,162 |
| Contract asset, current | 4&6(16) | 25,947 | 16,179 |
| Notes receivable, net | 4&6(17) | 3,443 | 4,682 |
| Trade receivables, net | 4,6(3)&(17) | 566,539 | 677,840 |
| Trade receivables-related parties, net | 4,6(3),(17)&7 | 9,756,517 | 7,367,940 |
| Other accounts receivable, net | 4&8 | 97,064 | 93,310 |
| Other accounts receivable-related parties, net | 4&7 | 1,411,709 | 1,749,436 |
| Inventories, net | 4&6(4) | 1,556,008 | 1,198,855 |
| Prepayments | 6(5) | 492,010 | 363,527 |
| Other current assets | | 12,667 | 10,625 |
| **Total current assets** | | 14,189,012 | 11,808,396 |
| **Non-current assets** | | | |
| Investments accounted for under the equity method | 4&6(6) | 17,995,807 | 15,158,369 |
| Property, plant and equipment | 4,6(7)&8 | 1,192,418 | 1,171,422 |
| Right-of-use assets | 4&6(18) | 140,953 | 114,010 |
| Intangible assets | 4 | 28,144 | 17,755 |
| Deferred tax assets | 4&6(22) | 29,928 | 36,613 |
| Other non-current assets | | 63,849 | 58,786 |
| **Total non-current assets** | | 19,451,099 | 16,556,955 |
| **Total assets** | | $33,640,111 | $28,365,351 |

(continued)

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

JOHNSON HEALTH TECH CO., LTD.

PARENT COMPANY ONLY BALANCE SHEETS

31 December 2024 and 31 December 2023

(Expressed in Thousands of New Taiwan Dollars)

| Liabilities and Equity | Notes | As of 31 December 2024 Amount | As of 31 December 2023 Amount |
|---|---|---|---|
| **Current liabilities** | | | |
| Short-term borrowings | 6(8) | $5,100,000 | $4,260,000 |
| Commercial paper payable | 6(10) | 499,572 | 449,633 |
| Financial liabilities at fair value through profit or loss, current | 4,6(11)&12 | - | 19,050 |
| Contract liabilities, current | 4&6(16) | 197,578 | 217,926 |
| Notes payable | | 119,217 | 111,220 |
| Accounts payable | | 981,317 | 551,999 |
| Accounts payable-related parties | 7 | 5,105,400 | 3,856,030 |
| Other payables | 6(12) | 604,367 | 511,862 |
| Other payables-related parties | 7 | 310,167 | 251,678 |
| Current tax liabilities | 4&6(22) | 500,626 | 384,925 |
| Lease liabilities, current | 4&6(18) | 90,260 | 38,434 |
| Current portion of long-term loans | 4,6(9)&13 | 242,531 | 2,032,531 |
| Other current liabilities | | 11,025 | 10,219 |
| **Total current liabilities** | | 13,762,060 | 12,695,507 |
| **Non-current liabilities** | | | |
| Bonds payable | 4&6(9) | 3,000,000 | - |
| Long-term loans | 4&6(13) | 4,187,860 | 5,464,857 |
| Provisions, non-current | 4&6(12) | 15,779 | 24,958 |
| Deferred tax liabilities | 4&6(22) | 83,672 | 87,223 |
| Lease liabilities, non-current | 4&6(18) | 53,146 | 77,904 |
| Net defined benefit obligation, non-current | 4&6(14) | 58,128 | 74,304 |
| Credit balance in investment accounted for using equity method | 4&6(6) | 442,122 | 298,017 |
| Other non-current liability | 4 | - | 9 |
| **Total non-current liabilities** | | 7,840,707 | 6,027,272 |
| **Total liabilities** | | 21,602,767 | 18,722,779 |
| **Equity** | 4&6(15) | | |
| **Capital** | | | |
| Common stock | | 3,033,946 | 3,036,166 |
| **Additional paid-in capital** | | 436,067 | 431,446 |
| **Retained earnings** | | | |
| Legal reserve | | 1,626,536 | 1,555,699 |
| Special reserve | | 1,979,083 | 1,620,071 |
| Unappropriated earnings | | 6,717,817 | 5,031,884 |
| **Subtotal** | | 10,323,436 | 8,207,654 |
| **Other components of equity** | | | |
| Exchange differences on translation of foreign operations | | (1,750,325) | (1,979,082) |
| **Treasury stock** | | (5,780) | (53,612) |
| **Total equity** | | 12,037,344 | 9,642,572 |
| **Total liabilities and equity** | | $33,640,111 | $28,365,351 |

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

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

JOHNSON HEALTH TECH CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended 31 December 2024 and 2023

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

| | Notes | For the years ended 31 December 2024 Amount | 2023 Amount |
|---|---|---|---|
| **Operating revenues** | 4,6(16)&7 | $20,498,282 | $13,952,940 |
| **Operating costs** | 6(4)&(19) | (15,280,406) | (10,812,339) |
| **Gross profit** | | 5,217,876 | 3,140,601 |
| Unrealized intercompany profit | | (93,744) | (62,040) |
| **Gross profit-net** | | 5,124,132 | 3,078,561 |
| Operating expenses | | | |
| Selling and distribution | 6(19) | (2,088,251) | (1,856,020) |
| General and administrative | 6(19) | (585,037) | (399,080) |
| Research and development | 6(19) | (768,826) | (711,694) |
| Expected credit losses | 6(17) | (1,024) | (1,219) |
| Total operating expenses | | (3,443,138) | (2,968,013) |
| **Operating income** | | 1,680,994 | 110,548 |
| **Non-operating income and expenses** | | | |
| Interest income | 4&6(20) | 214,952 | 191,068 |
| Other income | 4&6(20) | 61,205 | 61,799 |
| Other gains and losses | 6(20) | 590,919 | 157,419 |
| Finance costs | 6(20) | (293,823) | (249,854) |
| Share of profit or loss of subsidiaries,associates and joint ventures | 4&6(6) | 643,008 | 550,835 |
| Total non-operating income and expenses | | 1,216,261 | 711,267 |
| **Income from continuing operations before income tax** | | 2,897,255 | 821,815 |
| **Income tax expense** | 4&6(22) | (467,075) | (111,987) |
| **Net income** | | 2,430,180 | 709,828 |
| | | | |
| **Other comprehensive (loss)income** | 6(21) | | |
| **Items that may not to be reclassified subsequently to profit or loss** | | | |
| Remeasurements of defined benefit plans | | 4,962 | (1,828) |
| Share of profit or loss of associates & joint ventures accounted for using equity method | 6(6) | 14,204 | 24 |
| Income tax relating to items that may not be reclassified subsequently | | (992) | 365 |
| **Items that may be reclassified subsequently to profit or loss** | | | |
| Exchange differences on translation of foreign operations | 6(6) | 214,553 | (359,035) |
| Income tax relating to items that may be reclassified subsequently | | - | - |
| **Total other comprehensive (loss)income, net of tax** | | 232,727 | (360,474) |
| | | | |
| **Total comprehensive income** | | $2,662,907 | $349,354 |
| | | | |
| **Earnings per share(NTD)** | 6(23) | | |
| Earnings per share-basic | | $8.02 | $2.34 |
| Earnings per share-diluted | | $8.01 | $2.34 |

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

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese
JOHNSON HEALTH TECH CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

| | | | Retained Earnings | | | Other components of equity | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Common stock | Additional paid-in capital | Legal reserve | Special reserve | Unappropriated earnings | Exchange differences on translation of foreign operations | Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income | Treasury stock | Total |
| Balance as of 1 January 2023 | $3,036,166 | $431,446 | $1,512,422 | $1,942,009 | $4,226,611 | $(1,620,305) | $234 | ($53,612) | $9,474,971 |
| Distribution of 2021 retained earnings | | | | | | | | | |
| Legal reserve | | | 43,277 | | (43,277) | | | | - |
| Special reserve | | | | (321,938) | 321,938 | | | | - |
| Cash dividends | | | | | (181,753) | | | | (181,753) |
| Net income in 2023 | | | | | 709,828 | | | | 709,828 |
| Other comprehensive income(loss), net of tax in 2023 | | | | | (1,463) | (359,035) | 24 | | (360,474) |
| Total comprehensive income(loss) | - | - | - | - | 708,365 | (359,035) | 24 | - | 349,354 |
| Capital surplus, difference between consideration and carrying amount of subsidiaries acquired or disposed | | | | | | | | | - |
| Exercise employee stock option to purchase treasury stock | | | | | | | | | - |
| Balance as of 31 December 2023 | $3,036,166 | $431,446 | $1,555,699 | $1,620,071 | $5,031,884 | $(1,979,340) | $258 | ($53,612) | $9,642,572 |
| Balance as of 1 January 2024 | $3,036,166 | $431,446 | $1,555,699 | $1,620,071 | $5,031,884 | $(1,979,340) | $258 | $(53,612) | $9,642,572 |
| Distribution of 2023 retained earnings | | | | | | | | | |
| Legal reserve | | | 70,837 | | (70,837) | | | | - |
| Special reserve | | | | 359,012 | (359,012) | | | | - |
| Cash dividends | | | | | (302,922) | | | | (302,922) |
| Net income in 2024 | | | | | 2,430,180 | | | | 2,430,180 |
| Other comprehensive (loss)income, net of tax in 2024 | | | | | 3,970 | 214,553 | 14,204 | | 232,727 |
| Total comprehensive income(loss) | - | - | - | - | 2,434,150 | 214,553 | 14,204 | - | 2,662,907 |
| Cancellation of treasury stock | (2,220) | (40) | | | (15,446) | | | 17,706 | - |
| Exercise employee stock option to purchase treasury stock | | 4,661 | | | | | | 30,126 | 34,787 |
| Balance as of 31 December 2024 | $3,033,946 | $436,067 | $1,626,536 | $1,979,083 | $6,717,817 | $(1,764,787) | $14,462 | $(5,780) | $12,037,344 |

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

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

JOHNSON HEALTH TECH CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended 31 December 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

| | For the years ended 31 December 2024 | 2023 |
|---|---|---|
| Cash flows from operating activities: | | |
| Net income before tax | $2,897,255 | $821,815 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Income and expense: | | |
| Depreciation | 139,502 | 140,113 |
| Amortisation | 12,828 | 10,291 |
| Expected credit losses | 1,024 | 1,219 |
| Net loss of financial assets/liabilities at fair value through profit or loss | (13,574) | 12,755 |
| Finance costs | 293,823 | 249,854 |
| Interest income | (214,952) | (191,068) |
| Share-based payment awards | 4,661 | - |
| Share of gain of subsidiaries,associates and joint ventures | (643,008) | (550,835) |
| Gain on disposal of property,plant and equipment | (391) | (50) |
| Loss of realized intercompany profit | 93,744 | 62,040 |
| Changes in operating assets and liabilities: | | |
| (Increase) Decrease in contract asset | (9,768) | 10,887 |
| Decrease (Increase) in notes receivable, net | 1,239 | (803) |
| Decrease (Increase) in trade receivables, net | 110,277 | (89,768) |
| (Increase) Decrease in trade receivables- related parties, net | (2,388,577) | 2,383,488 |
| Increase in other receivable, net | (3,754) | (3,504) |
| Decrease (Increase) in other receivable- related parties, net | 337,727 | (328,105) |
| (Increase) Decrease in inventories, net | (357,153) | 405,249 |
| (Increase) Decrease in prepayments | (128,483) | 256,365 |
| (Increase) Decrease in other current assets | (2,042) | 4,848 |
| Increase in other non-current assets | (96,936) | (48,200) |
| (Decrease) Increase in contract liabilities | (20,348) | 28,865 |
| Increase (Decrease) in notes payable | 7,997 | (19,165) |
| Increase (Decrease) in accounts payable | 429,318 | (164,928) |
| Increase in accounts payable-related parties | 1,249,370 | 153,584 |
| Increase (Decrease) in other payables | 72,388 | (13,132) |
| Increase (Decrease) in other payables-related parties | 58,489 | (136,379) |
| Decrease in provisions | (9,179) | (17,907) |
| Increase in other current liabilities | 806 | 1,111 |
| Decrease in accrued pension liabilities | (11,214) | (11,017) |
| Decrease in other non-current liabilities | (9) | - |
| Cash generated from operations | 1,811,060 | 2,967,623 |
| Interest received | 214,952 | 191,068 |
| Interest paid | (273,767) | (175,536) |
| Income tax paid | (349,232) | (143,585) |
| Net cash generated from operating activities | 1,403,013 | 2,839,570 |

| | For the years ended 31 December 2024 | 2023 |
|---|---|---|
| Cash flows from investing activities: | | |
| Acquisition of investments accounted for under the equity method | (1,915,312) | (1,043,798) |
| Acquisition of property, plant and equipment | (24,343) | (24,710) |
| Disposal of property,plant and equipment | 468 | 50 |
| Acquisition of intangible assets | (23,217) | (13,901) |
| Net cash used in investing activities | (1,962,404) | (1,082,359) |
| Cash flows from financing activities: | | |
| Increase in short-term loans | 40,140,000 | 43,473,657 |
| Decrease in short-term loans | (39,300,000) | (49,283,657) |
| Increase in commercial paper payable | 4,150,000 | 1,338,271 |
| Decrease in commercial paper payable | (4,100,000) | (1,750,000) |
| Issued corporate bonds | 3,000,000 | - |
| Repayment of corporate bonds | (2,000,000) | - |
| Increase in long-term loans | 13,976,693 | 17,531,423 |
| Decrease in long-term loans | (15,043,690) | (13,190,755) |
| Cash dividends | (302,922) | (181,753) |
| Repayment of lease capital | (44,234) | (47,716) |
| Exercise of employee stock option | 30,126 | - |
| Net cash used in financing activities | 505,973 | (2,110,530) |
| Net (decrease) increase in cash and cash equivalents | (53,418) | (353,319) |
| Cash and cash equivalents at beginning of period | 311,840 | 665,159 |
| Cash and cash equivalents at end of period | $258,422 | $311,840 |

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

**【Attachment 7】**

**Johnson Health Tech. Co., Ltd.**
Earnings Distribution Statement
2024

(Unit: NT$)

| | ITEM | |
|---|---|---|
| | Unappropriated earnings at the beginning of the period | 4,299,114,381 |
| Plus | Other comprehensive loss, net of tax (Re-measurements of defined benefit plan) | 3,969,562 |
| Less | Other Item-Treasury Stock Retired | (15,446,550) |
| Plus | Net income after tax in 2024 | 2,430,180,185 |
| Less | Appropriation of Legal Reserve | (241,870,320) |
| Plus | Reversal of Special Reserve | 228,757,148 |
| | Distributable earnings for this period | 6,704,704,406 |
| Less | Distribution Items: | |
| | Bonus for shareholders – Cash dividend (NT$4 per share) | (1,213,578,468) |
| | Accumulated unappropriated earnings at the end of the period | 5,491,125,938 |

Chairman: Peter Lo Manager: Jason Lo Chief Accounting Officer: Jacky Lee

Note 1: In addition to the income tax withheld according to the law, the net income this Company gains in the final accounts each year should first make up the losses in the past years; then, 10% of its balance should be withdrawn and deposited as the legal surplus and account or reverse the special surplus reserve pursuant to the law; if the balance is left, the distributable dividend of preferred shares in the said year shall be distributed on a top priority basis; for the balance, altogether with the undistributed earnings at the beginning of the period, the Board of Directors shall prepare the earnings distribution proposal; if the distribution is made by issuing new shares, it shall be submitted to the shareholders' meeting for a resolution.

When the preceding legal surplus reserve has accumulated to reach the paid-in capital of this Company, the legal surplus reserve shall not be accounted.

When whole or partial bonus distributed to shareholders, as specified in the first paragraph, is paid in cash, a resolution shall be passed by the meeting of the Board of Directors under authorization, wherein two-thirds or more of directors attend with the consent of a majority of attending directors, and a report thereof shall be submitted to the shareholders' meeting.

Note 2: Share number for this distribution = 303,394,617 issued shares; if subsequently the rate of dividend distribution for the shareholders should vary due to the transfer of this Company's repurchased shares and treasury shares or other reasons so that it is necessary to make the amendment, we intend to propose the amendment in the shareholders' meeting for the full authorization to the chairman of the Board of Directors to deal with it.

Note 3: The earnings in 2024 shall be distributed on a top priority.

**【Attachment 8】**

**Johnson Health Tech. Co., Ltd.**

Comparison Table of “Articles of Incorporation” Before and After Amendment

| After Amendments | Current Articles | Reason |
|---|---|---|
| **Article 30:**<br>In case that this Company gains profit in the year, no less than 1% of the profit shall be allocated as the compensation for employees and no more than 5% as the compensation for directors. However, if this Company still has the accumulated loss, the profit shall be reserved beforehand to make up with the figures.<br>At least 20% of the employee compensation amount mentioned in the preceding paragraph shall be allocated to grassroots employees.<br><br>Employee compensation may be distributed in the form of shares or cash, and may include employees of domestic or foreign subsidiaries who meet certain criteria. | **Article 30:**<br>In case that this Company gains profit in the year, no less than 1% of the profit shall be allocated as the compensation for employees and no more than 5% as the compensation for directors. However, if this Company still has the accumulated loss, the profit shall be reserved beforehand to make up with the figures.<br>Employee compensation may be distributed in the form of shares or cash, and may include employees of domestic or foreign subsidiaries who meet certain criteria. | To comply with the amendment to Article 14 of the Securities and Exchange Act. |
| **Article 35:**<br>This Articles of Incorporation was established on September 19, 1975.<br>The 1st amendment was made on August 12, 1978.<br>…<br>The 29th amendment was made on June 10, 2020.<br>The 30th amendment was made on June 27, 2022.<br>The 31st amendment was made on June 26, 2025. | **Article 35:**<br>This Articles of Incorporation was established on September 19, 1975.<br>The 1st amendment was made on August 12, 1978.<br>…<br>The 29th amendment was made on June 10, 2020.<br>The 30th amendment was made on June 27, 2022. | To add the date of the latest amendment. |

**【Attachment 9】**

## Johnson Health Tech. Co., Ltd.

Comparison Table of the "Procedures for Lending Funds to Others" Before and After Amendment

| After Amendments | Current Articles | Reason |
|---|---|---|
| **Article 4: The Aggregate Amount of Loans and the Maximum Amount Permitted to a Single Borrower** | **Article 4: The Aggregate Amount of Loans and the Maximum Amount Permitted to a Single Borrower** | Revised Evaluation Criteria for the Maximum Amount Permitted to a Single Counterparty in Business Transactions |
| 1. **The aggregate amount of funds loaned by the Company to others:**<br>**A.** Where an inter-company or inter-firm business transaction exists: | 1. **The aggregate amount of funds loaned by the Company to others:**<br>**A.** Where an inter-company or inter-firm business transaction with the Company: | |
| **a.** For overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares, the aggregate amount loaned may not exceed 100 percent of the Company's net worth. | **a.** Overseas subsidiaries in which the Company holds, directly or indirectly 100% of the voting shares, and the amount may not exceed the net worth of the Company. | |
| **b.** For companies or firms other than those listed above, the aggregate amount loaned may not exceed 40 percent of the Company's net worth. | **b.** For companies or firms other than those listed above, the limit shall not exceed 40 percent of the Company's net worth. | |
| **B**. Where an inter-company or inter-firm short-term financing facility is necessary, the aggregate amount loaned may not exceed 40 percent of the Company's net worth. | **B.** Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the Company's net worth. | |
| **2. Maximum Amount Permitted to a Single Borrower:**<br>**A.** Where an inter-company or inter-firm business transaction exists, the loan amount shall not exceed the higher of the total purchase or sales amount between the two parties within one year. | **2. Maximum Amount Permitted to a Single Borrower:**<br>**A.** Where an inter-company or inter-firm business transaction with the Company:<br><br>**a.** Overseas subsidiaries in which the Company holds, directly or indirectly 100% of the voting shares, and the amount may not exceed 50 percent of the net worth of the Company.<br><br>**b.** For companies or firms other than those listed above, the limit shall not exceed 20 percent of the Company's net worth or the balance of business transactions between the two parties, whichever is lower. The aforementioned business balance refers to the purchase or sales amount between the two parties within one year, whichever is higher. | |
| **B.** Where an inter-company or inter-firm short-term financing facility is necessary, the loan amount shall not exceed 20 percent of the Company's net | **B.** Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 20 percent of the Company's net | |

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| worth.<br><br>**3.** The restriction of not exceeding 40 percent of the lender's net worth shall not apply to intercompany loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, or to loans of funds from any overseas subsidiaries to the Company. However, such subsidiaries shall stipulate limits on the aggregate lending amount and the lending amount permitted to a single borrower in their internal procedures. | worth.<br><br>**3.** The restriction of not exceeding 40 percent of the lender's net worth shall not apply to intercompany loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, nor to loans of fund to the Company by any overseas subsidiaries. However, such subsidiaries shall prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower in their handling procedures. | |
| **Article 5: Duration of loans and calculation of interest**<br><br>**1. Duration:**<br>**A.** Where an inter-company or inter-firm business transaction calls for a loan arrangement:<br>**a.** The term of each loan shall not exceed one year or one business cycle (whichever is longer) from the date of the loan. If necessary, extension procedures may be processed with the approval of the Board of Directors before the loan case expires.<br>**B.** Where an inter-company or inter-firm short-term financing facility is necessary, the term of each loan shall not exceed one year or one operating cycle (whichever is longer) from the date of the loan, and its extension shall not be applicable.<br>**C.** Overseas companies engaging in loans of funds in accordance with the provisions of Article 3, Paragraph 3, are authorized to set their own terms in their respective subsidiary procedures.<br>(Omitted hereafter) | **Article 5: Duration of loans and calculation of interest**<br><br>**1. Duration:**<br>**A.** Where an inter-company or inter-firm business transaction calls for a loan arrangement:<br>**a.** Overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares, the term of each loan shall not exceed one year or one business cycle (whichever is longer) from the date of the loan. If necessary, extension procedures may be processed with the approval of the board of directors before the loan case expires.<br>**b.** For companies or firms other than those listed above, the term of each loan shall not exceed one year or one business cycle (whichever is longer) from the date of the loan and its extension shall not be applicable.<br>**B.** Where an inter-company or inter-firm short-term financing facility is necessary, provided that such term of each loan shall not exceed one year or one operating cycle (whichever is longer) from the date of the loan, and its extension shall not be applicable.<br>**C.** Overseas companies engaging in loans of funds in accordance with the provisions of Article 3, Paragraph 3, are authorized to set their own terms in the subsidiary regulations.<br>(Omitted hereafter) | Revision of the extension procedures for the duration of loans made in the course of business transactions to companies other than overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares. |
| **Article 6: Evaluation Standards and Review Procedures for Loaning of Funds to Others** | **Article 6: Evaluation Standards for Loaning Funds to Others**<br>Where funds are loaned between the | Revision of the Evaluation Standards, Review Procedures, and Required Ledger Entries for |

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| 1. **Evaluation Standards:**<br>A. Business Transactions<br>**a.** Where funds are loaned between the Company and other companies or firms due to business dealings, such loans shall comply with the provisions of Article 4, paragraph 2, subparagraph 1.<br>**b**. The amount of the loan shall be assessed in relation to the scale of the business dealings to determine whether it is proportionate.<br>**B. Short-term Financing**<br>**a.** Where short-term financing is necessary, it shall be limited to the following situations:<br>(1) Subsidiaries in which the Company holds, directly or indirectly, more than 50% of the voting shares and which require short-term financing due to business needs.<br>(2) Other companies or firms requiring short-term financing for the purchase of materials or operational turnover needs.<br>**b.** The reasons and conditions for such short-term financing shall be clearly specified and documented.<br>**2. Review Procedures shall include:**<br>**A.** The necessity and rationality of loaning funds to others.<br>**B.** Credit checks on and risk assessments of the loan recipients.<br>**C.** Evaluation of the impact on the Company's operational risk, financial status, and shareholders' equity.<br>**D.** Whether collateral is required, and the assessed value of such collateral.<br>**3.** When handling the loaning of funds to others, the Company's Finance Department at Headquarters shall establish a reference ledger to record details such as the recipient of the loan, loan amount, date of board approval, date of fund disbursement, and any matters requiring prudent assessment in accordance with applicable regulations. | Company and other companies or firms for reasons of business dealings, evaluation standards shall be compliant with regulations in the provisions of Article 4, paragraph 2 and subparagraph 1; Where short-term financing is needed, it shall be limited to the following circumstances:<br>**1.** Subsidiaries in which this company holds, directly or indirectly, 50% of the voting shares are in need of the short-term financing due to business requirements.<br>**2.** Other companies or firms need the short-term financing for purchasing materials or operating turnover needs. | Business-Related Loans of Funds in Accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies." |

**【Attachment 10】**

**Johnson Health Tech. Co., Ltd.**

Comparison Table of the "Procedures for Endorsements and Guarantees" Before and After Amendment

| After Amendments | Current Articles | Reason |
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| **Article 4: Ceiling on Endorsements/Guarantees**<br><br>**1**.The aggregate amount of endorsements/guarantees provided by the Company and its subsidiaries shall not exceed 250% of the net worth stated in the Company's financial statements; the amount for any single enterprise shall not exceed 100% of the Company's net worth.<br><br><u>**2**.Where endorsements/guarantees are made due to business relationships, in addition to the above limits, the amount of each endorsement/guarantee shall not exceed the business transaction amount between the two parties. The transaction amount refers to:</u><br><u>(1) For parties with a specific contract amount, the contract amount shall be the ceiling;</u><br><u>(2) For parties without a specific contract amount, the higher of the annual purchase or sales amount between both parties shall be used as the ceiling.</u> | **Article 4: Ceiling on Endorsements/Guarantees**<br><br>The aggregate amount of endorsements/guarantees provided by the Company and its subsidiaries shall not exceed 250% of the net worth stated in the financial statements; the amount for any single enterprise shall not exceed 100% of the net worth. | To include evaluation standards for the limit of endorsements/guarantees arising from business transactions in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies." |
| **Article 5: Public Announcement and Reporting Standards**<br><br>In addition to reporting the balance of endorsements/guarantees for the Company and its subsidiaries as of the previous month by the 10th of each month<u>,</u> if the balance reaches any of the following thresholds, the Company shall announce and report within two days from the date of occurrence:<br>1–3 (Omitted)<br><br>**4.** Where the amount of a newly added endorsement/guarantee by the Company or its subsidiaries is NT$30 million or more and accounts for 5% or more of the net worth in the most recent financial statements. | **Article 5: Public Announcement and Reporting Standards**<br><br>In addition to reporting the balance of endorsements/guarantees for the Company and its subsidiaries as of the previous month by the 10th of each month<u>.</u> If the balance reaches any of the following thresholds, the Company shall announce and report within two days from the date of occurrence:<br>1–3 (Omitted)<br><br>**4.** Where the amount of a newly added endorsement/guarantee by the Company or its subsidiaries is NT$30 million or more and accounts for 5% or more of the net worth in the most recent financial statements. | Correction of punctuation and omissions. |
| **Article 6: Matters Requiring Attention for Endorsements/Guarantees:** | **Article 6: Matters Requiring Attention for Endorsements/Guarantees:** | 1. In accordance with the "Regulations Governing Loaning of Funds and Making of |

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| **1.** (Omitted)<br>**2.** (Omitted)<br>**3.** The Finance Department at headquarters shall maintain a registry for endorsements/guarantees. The registry shall record the commitment, name of the guaranteed company, date and amount of the endorsement/guarantee, results of risk assessment, collateral obtained, dates of board resolution or approval by the Chairperson, conditions and dates for release of responsibility, and other matters requiring prudent assessment under applicable regulations.<br>**4.** (Omitted)<br>**5.** (Omitted)<br>**6.** (Omitted)<br>**7.** Managers and responsible personnel shall comply with this procedure. In the event of a major violation, disciplinary action shall be taken according to the Company's personnel policies. | **1.**(Omitted)<br>**2.**(Omitted)<br><br>**3.** The Finance Department at headquarters shall maintain a registry for endorsements/guarantees, detailing the commitment, name of the guaranteed company, amount, results of risk assessment, collateral obtained, and the conditions and dates for the release of responsibility.<br>**4.** (Omitted)<br>**5.** (Omitted)<br>**6**. (Omitted) | Endorsements/Guarantees by Public Companies," the items to be recorded in the registry book have been revised.<br><br>**2.** In accordance with the same Regulations, Paragraph 7 has been newly added to specify penalties for violations of these Procedures. |
| **Article 7: Endorsement/Guarantee Operating Procedures**<br><br>**1.Endorsement/guarantee processing procedures:**<br><br>**(1)** (Omitted)<br>**(2)** The responsible personnel shall conduct a credit investigation and risk assessment of the guaranteed company and carefully evaluate the following matters:<br><br>**a.** The necessity and reasonableness of the endorsement/guarantee.<br>**b.** The credit status and risk assessment of the guaranteed entity.<br>**c.** The impact on the company's operating risks, financial status, and shareholders' equity.<br>**d.** Whether to obtain collateral and the assessed value of such collateral.<br><br>**(3)–(4)** (Omitted)<br>**(5)** Where the Company holds, directly or indirectly, 90% or more of the voting shares of a subsidiary, and that subsidiary intends to provide an endorsement/guarantee in accordance with Article 3, Paragraph 1, Subparagraph 4, it shall be subject to a board resolution of the Company before execution. However, this requirement does not apply to endorsements/ guarantees between companies in which | **Article 7: Endorsement/Guarantee Operating Procedures**<br><br>**1. Endorsement/guarantee processing procedures:**<br><br>(1) Omitted<br>(2)The responsible personnel shall conduct a credit investigation and risk assessment of the guaranteed company, and evaluate the following:<br><br>**a**. Whether the reason for the endorsement is sufficient.<br>**b**. Whether the guaranteed amount is necessary in light of the company's financial condition.<br>**c**. Whether the accumulated amount of endorsements is still within the limit.<br>**d**. Whether there are any other risks that may jeopardize the Company's interests.<br>**e**. Attach the endorsement/guarantee risk assessment record.<br><br>**(3)–(4)** (Omitted)<br>**(5)** Where the Company holds, directly or indirectly, 90% or more of the voting shares of a subsidiary, and that subsidiary intends to provide an endorsement/guarantee under Article 3, Paragraph 2, a board resolution shall be obtained before execution. However, this requirement does not apply to endorsements/guarantees between companies in which the Company holds 100% of voting shares directly or indirectly. | **1.** Terminology revised with reference to the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies."<br>**2.** Added and corrected article/paragraph numbering.<br>**3**. Subparagraph 1 of Paragraph 2, which referred to "reporting to the shareholders' meeting for record," was deleted as it lacks legal basis and is no longer appropriate. Its deletion does not affect the Company's substantive management or control.<br>**4.** Added quotation marks around the name of the Regulations to match citation format. |

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| the Company holds 100% of voting shares directly or indirectly.<br>2. Decision-Making and Authorization Levels<br>(1)Endorsements and guarantees shall only be processed upon risk assessment and Board of Directors' approval. When necessary, the Board may authorize the Chairman to make decisions within the following limits, subject to later Board ratification. The endorsement details shall also be reported to the shareholders' meeting for reference:<br>**a**. The total endorsement amount shall not exceed 80% of the company's net worth as stated in the financial statements.<br>**b**.The endorsement amount for any single enterprise shall not exceed 40% of the company's net worth.<br>(2)If the company is listed (or OTC-listed) and requires an endorsement exceeding the specified limits due to business needs, it must be approved by the Audit Committee and resolved by the Board. More than half of the directors must jointly and severally guarantee any potential losses caused by the excess, and the procedure must be revised and submitted to the shareholders' meeting for ratification. If the shareholders' meeting does not approve, a plan must be devised to eliminate the excess within a specified period.<br>(3) When the company intends to provide an endorsement or guarantee for others, it shall establish procedures in accordance with these Guidelines, obtain Audit Committee approval, and submit the matter to the Board and then the shareholders' meeting for approval. If any director raises an objection with a recorded or written statement, the objection shall be submitted to the Audit Committee and shareholders' meeting for discussion. The same process applies to any amendments.<br><br>(4)When the endorsement and guarantee procedure is submitted to the Board for discussion, the company shall fully consider the opinions of the independent directors. Any objections or reservations from independent directors shall be recorded in the Board meeting minutes.<br><br>(5)If the company does not intend to | 2. Decision-Making and Authorization Levels<br>Endorsements and guarantees shall only be processed upon risk assessment and Board of Directors' approval. When necessary, the Board may authorize the Chairman to make decisions within the following limits, subject to later Board ratification. The endorsement details shall also be reported to the shareholders' meeting for reference:<br>(1) The total endorsement amount shall not exceed 80% of the company's net worth as stated in the financial statements.<br>(2) The endorsement amount for any single enterprise shall not exceed 40% of the company's net worth.<br>If the company is listed (or OTC-listed) and requires an endorsement exceeding the specified limits due to business needs, it must be approved by the Audit Committee and resolved by the Board. More than half of the directors must jointly and severally guarantee any potential losses caused by the excess, and the procedure must be revised and submitted to the shareholders' meeting for ratification. If the shareholders' meeting does not approve, a plan must be devised to eliminate the excess within a specified period.<br>(3) When the company intends to provide an endorsement or guarantee for others, it shall establish procedures in accordance with these Guidelines, obtain Audit Committee approval, and submit the matter to the Board and then the shareholders' meeting for approval. If any director raises an objection with a recorded or written statement, the objection shall be submitted to the Audit Committee and shareholders' meeting for discussion. The same process applies to any amendments.<br><br>When the endorsement and guarantee procedure is submitted to the Board for discussion, the company shall fully consider the opinions of the independent directors. Any objections or reservations from independent directors shall be recorded in the Board meeting minutes.<br><br>If the company does not intend to provide endorsements or guarantees for others, it may be exempt from establishing such procedures upon Board approval. If the company later intends to do so, it shall still follow the preceding two paragraphs. | |

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| provide endorsements or guarantees for others, it may be exempt from establishing such procedures upon Board approval. If the company later intends to do so, it shall still follow the preceding two paragraphs.<br><br>(6)The establishment or amendment of endorsement and guarantee procedures shall be in accordance with Article 8, Paragraphs 4 to 6 of the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies."<br><br>**3. Endorsement/guarantee counterparties:**<br>**(1)** If the counterparty originally qualified under Article 3 but later ceases to meet the criteria, and if the amount of endorsement/guarantee provided exceeds the specified limit due to a change in the basis for calculation, then such amount or the excess portion must be eliminated in full either upon the expiration of the contract or according to a plan within a certain period, and the matter shall be reported to the board of directors.<br>**(2)** (Omitted) | The establishment or amendment of endorsement and guarantee procedures shall be in accordance with Article 8, Paragraphs 4 to 6 of the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies."<br><br>**3. Endorsement/guarantee counterparties:**<br>**(1)** If the counterparty originally qualified under Article 2 but later ceases to meet the criteria, and if the endorsement/guarantee amount exceeds the limit due to changes in the basis for calculation, the amount or excess portion must be eliminated in full either upon contract expiration or according to a specified plan within a certain period, and the matter shall be reported to the board of directors.<br>**(2)** (Omitted) | |

**【Attachment 11】**

**Johnson Health Tech. Co., Ltd.**

Comparison Table of the "Procedures for Asset Acquisition or Disposal"
Before and After Amendment

| After Amendments | Current Articles | Reason |
|---|---|---|
| Article 4:<br>Procedures for Acquiring and Disposing of Real Estate, Equipment, or Rights to Use Assets and Other Significant Assets<br><br>1. Evaluation Procedures<br>(Omitted)<br>2. Operating Procedures<br>(Omitted)<br><br>3.Authorization Levels<br>For transactions involving the acquisition or disposal of real estate, equipment, rights to use assets, or other significant assets, if the transaction amount does not exceed NTD 500 million (inclusive), approval shall be obtained in accordance with the Company's authorization procedures. For transactions exceeding NTD 500 million, approval by the Board of Directors is required. | Article 4:<br>Procedures for Acquiring and Disposing of Real Estate, Equipment, or Rights to Use Assets and Other Significant Assets<br><br>1. Evaluation Procedures<br>(Omitted)<br>2. Operating Procedures<br>(Omitted)<br><br>3.Authorization Levels<br>For transactions involving the acquisition or disposal of real estate, equipment, rights to use assets, or other significant assets, if the transaction amount does not exceed NTD 300 million (inclusive), approval shall be obtained in accordance with the Company's authorization procedures. For transactions exceeding NTD 300 million, approval by the Board of Directors is required. | To enhance management efficiency in response to the Company's growing scale, the authority, authorization levels, and approval limits for the management of real estate, equipment, rights to use assets, and other significant assets have been adjusted. |
| Article 5:<br>Procedures for Acquiring or Disposing of Securities<br>1. Evaluation Procedures<br>(Omitted)<br>2. Operating Procedures<br>(Omitted)<br>3. Authorization Levels<br>For transactions involving stocks, government bonds, corporate bonds, financial bonds, securities of recognition funds, depository receipts, warrants (purchase/sale), beneficial securities, or asset-backed securities:<br>If the transaction amount does not exceed NTD 300 million, shall be handled in accordance with the Company's approval authority procedures.<br>If the transaction amount exceeds NTD 300 million, board approval is required.<br>4. Investment Limits for the Company and Subsidiaries<br>(Omitted) | Article 5:<br>Procedures for Acquiring or Disposing of Securities<br>1. Evaluation Procedures<br>(Omitted)<br>2. Operating Procedures<br>(Omitted)<br>3. Authorization Levels<br>For transactions involving stocks, government bonds, corporate bonds, financial bonds, securities of recognition funds, depository receipts, warrants (purchase/sale), beneficial securities, or asset-backed securities:<br>If the transaction amount does not exceed NTD 300 million, the Chairman is authorized to proceed with the transaction, subject to post-fact approval by the most recent meeting of the Board of Directors.<br>If the transaction amount exceeds NTD 300 million, board approval is required.<br>4. Investment Limits for the Company and Subsidiaries<br>(Omitted) | To enhance management efficiency in response to the Company's growing scale, the authority, responsibilities, and authorization levels for managing securities have been adjusted |
| Article 6: Procedures for Acquiring or Disposing of Intangible Assets<br>1. Evaluation Procedures | Article 6: Procedures for Acquiring or Disposing of Intangible Assets<br>1. Evaluation Procedures | In response to the Company's expanding scale and to enhance management efficiency, the |

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| (Omitted)<br>2.Operating Procedures<br>(Omitted)<br>3. Authorization Levels<br>For transactions involving the acquisition or disposal of intangible assets, rights to use assets, or membership certificates, if the transaction amount does not exceed NTD 500 million (inclusive), the transaction shall be handled in accordance with the Company's approval authority. If the transaction amount exceeds NTD 500 million, board approval is required. | (Omitted)<br>2.Operating Procedures<br>(Omitted)<br>3. Authorization Levels<br>For transactions involving the acquisition or disposal of intangible assets, rights to use assets, or membership certificates, if the transaction amount does not exceed NTD 300 million (inclusive), the transaction shall be handled in accordance with the Company's approval authority. If the transaction amount exceeds NTD 300 million, board approval is required. | authority, responsibilities, authorization levels, and limits for managing intangible assets have been adjusted. |

# APPENDIX

【Appendix 1】

**Articles of Incorporation**
**of**
**Johnson Health Tech. Co., Ltd.**

Chapter I General Provisions

Article 1 : This Company is incorporated, as a company limited by shares, under this Company Law of the Republic of China, and its name is 喬山健康科技股份有限公司 in the Chinese language, and JOHNSON HEALTH TECH. CO., LTD. in the English language.

Article 2 : The scope of business of this Company is as follows:
1. CF01011 Manufacturing of medical facilities.
2. F108031 Wholesale of medical facilities.
3. F208031 Retail of medical facilities.
4. CH01010 Manufacturing of sporting goods.
5. F109070 Wholesale of cultural & educational goods, musical instrument & recreational supplies.
6. F209060 Retail of cultural & educational goods, musical instrument & recreational supplies.
7. CQ01010 Manufacturing of molds.
8. F106030 Wholesale of molds.
9. F206030 Retail of molds.
10. CC01990 Manufacturing of other electrical & electronic machinery & devices.
11. CC01080 Manufacturing of electronic components.
12. F119010 Wholesale of electronic materials.
13. F219010 Retail of electronic materials.
14. J801030 Athletics & creational sports stadium.
15. JE01010 Lease business.
16. CC01101 Manufacturing of controlled telecommunications radio-frequency devices.
17. F401021 Import of controlled telecommunication radio-frequency devices.
18. F113070 Wholesale of telecommunications devices.
19. F213060 Retail of telecommunication devices.
20. C104020 Manufacturing of baked & steamed food.
21. F101130 Wholesale of vegetable & fruit.
22. F102020 Whole of edible fat.
23. F102040 Whole of drink.
24. F102050 Whole of tea.
25. F102170 Whole of groceries.
26. F106020 Whole of daily necessities.
27. F108040 Whole of cosmetic.
28. F201010 Retail of farming products.
29. F203010 Retail of groceries & drink.
30. F206020 Retail of daily necessities.
31. F208040 Retail of cosmetic.
32. F399040 Retail without storefront.
33. F401010 International trade.
34. F501060 Restaurant.
35. F118010 Whole of information software.
36. F218010 Retail of information software.
37. F204110 Retail of fabrics, clothes, shoes, hat, umbrella & clothing accessories.
38. F104110 Whole of fabrics, clothes, shoes, hat, umbrella & clothing accessories.
39. I102010 Investment consultation.
40. I103060 Management consultation.

41. I301010 Information software servicing.
42. I301020 Data processing servicing.
43. I301030 Electronic information provision servicing.
44. I401010 General advertisement servicing.
45. I502010 Costume design.
46. I501010 Product design.
47. J305010 Audio publishing.
48. J602010 Performing art.
49. J701070 Information recreation.
50. J802010 Sports training.
51. ZZ99999 Except for the licensed business, it is permitted to operate the businesses, which are not prohibited or limited by the law.

Article 3 : This Company sets up its head office in Taichung City, Taiwan and if necessary, the domestic and overseas branches shall be established via the resolution of the Board of Directors according to the law.

Article 4 : Public announcement of this Company shall be made in accordance with Article 28 of the Company Act.

## Chapter II Shares

Article 5: The total capital stock of this Company shall be in the amount of 4,500,000,000 New Taiwan Dollars, divided into 450,000,000 shares, at ten New Taiwan Dollars each, and may be issued in installments by authority of the Board of Directors, in which part of preferred shares shall be issued; therein 20,000,000 shares shall be retained for use of stock option exercise of the stock option certificates, including the employee stock option certificate and the corporate bond with warrant.

Article 5-1: The rights and obligations of this Company's preferred shares and other important issuance conditions are as follows:

1. In case that this Company gains earnings in the annual final accounts, in addition to the income tax withheld according to the law, the earnings should first make up the losses in the past years, next account the legal earnings reserve according to the law and finally account or reverse the special surplus reserve pursuant to the articles of incorporation; if the balance is left, the distributable dividend of preferred shared in the said year shall be distributed on a top priority basis.
2. The dividend of the preferred shares is 8% at most per annum, which shall be calculated based on the issue price per share and distributed in cash once a year; after the financial report is accepted, the Board of Directors shall set up the base date to pay the distributable dividend for the previous year. The distribution of dividend for the year of issue and the year of recovery shall be based on the calculation of the actual days accounted for issuance in the said year.
3. The distribution of preferred stock dividend is at this Company's discretion. If there are no earnings or the earnings are not enough for the distribution of the preferred stock dividend, this Company shall resolve that no preferred stock dividend will be distributed in this regard and the preferred stock shareholders shall not make any objection. If the issued preferred shares are of non-cumulative type, the undistributed dividend or deficiently-distributed dividend shall not be accumulated into the year when the earnings are gained for the deferred payment.
4. In addition, the shareholders of preferred shares shall receive the dividend as mentioned in Subparagraph 2 of this Paragraph; in case that the issued preferred shares are of non-participation type, they shall not participate in the distribution of earnings, capital surplus in cash as well as capital appropriation.
5. When this Company issues new shares in cash, the shareholders of preferred shares and ordinary shares have the same priority subscription right.
6. In terms of the priority for the distribution of this Company's residual property, the preferred stock shareholders rank ahead of the ordinary stock shareholders and they enjoy the same compensation order as the shareholders of each special stock, issued by this Company, but they are both second to the general creditors and they can be only

distributed with quota no more than that calculated as per issue price of the issued special shares outstanding at that time.

7. The preferred stock shareholders have no voting and election rights, but they shall be elected as directors, who are endowed with the voting rights at the shareholders' meetings of preferred stock or those shareholders' meetings which involve such matters as the rights and obligations of the special stock shareholders.
8. The preferred shares cannot be converted into the ordinary shares.
9. There is no mature date for the preferred shares, so the shareholders thereof shall not ask this Company to recover the preferred shares they hold. However, this Company shall reclaim, wholly or partially, the preferred shares on the basis of the original issue price at any time effective the date following the expiration of five-year issue. Those preferred shares which are not recovered shall continue to be bound by the rights and obligations of each foregoing issue requirement. In the event that this Company resolves to distribute dividend in the year when the shares are recovered, the distributable dividend as of the date recovered shall be calculated on the basis of the actual days accounted for the issuance in the said year.

The Board of Directors shall be authorized to determine the name, issue date and concrete issue requirements of the preferred shares, depending on the capital market status and the investors' intention in accordance with this Company's Articles of Incorporation and related acts and regulations.

Article 6: This Company's stock shall be signed or sealed by the directors representing this Company, certified by the competent authority or the approved issue registration institution and finally be issued according to the law.

The stock for the shares, issued by this Company, is exempted from being printed, but it should be registered with the Centralized Securities Depository Enterprises Institution.

Article 7: When this Company issues new shares, the stocks shall be printed in combination with the aggregate shares in the said issue or shall be exempted from being printed. The shares issued pursuant to the preceding regulation shall be safeguarded by or registered with the Centralized Securities Depository Enterprises Institution; they can be collectively replaced by the large-denomination securities upon the request of the Centralized Securities Depository Institution.

Article 8: This Company's stock affairs dealing rules shall be subject to the "Regulations Governing the Administration of Shareholders' Service of Public Companied" and the related stipulation, published by the competent authority.

Article 9: Pursuant to Article 56-1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" and Article 10-1 of the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies", this Company shall issue the employee stock option certificate in a price lower than the closing stock price of this Company's ordinary shares on the issue date and transfer it to the employees in a price lower than the average price of actually-repurchased shares, on condition that over half of the attending directors in the meeting wherein over two thirds of directors attend consent.

Article 10: Deleted.

Article 11: Within 60 days before the general shareholders' meeting of each term, 30 days before the extraordinary meeting or 5 days before the base date when this Company decides to distribute dividend & bonus or other benefits, the stock transfer shall be suspended.

## Chapter III Shareholders' Meeting

Article 12: The shareholders' meetings are divided into the general meeting and the extraordinary meeting. The general meeting is convened once a year within 6 months at the close of each fiscal year, while the extraordinary meeting shall be summoned, if necessary, according to the law. The shareholders' meeting of the preferred shares shall be called, when necessary, in accordance with the relevant acts.

The shareholders' meetings, convened by this Company, shall be convened online or by other means announced by the competent authority.

Article 13: When a shareholder is unable to attend the shareholders' meeting for some reason, he/she shall prepare the power of attorney to authorize the proxy to attend the meeting.

Article 14: Unless otherwise provided in this Company Act, the shareholders' meeting shall be convened by the Board of Directors and the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the directors to act as chair on his/her behalf; if the chairman fails to appoint one proxy, one of the directors shall be appointed to act as chair.

If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the chairman in this instance shall be appointed pursuant to Article 182-1 of this Company Act.

Article 15: Except as provided in the acts, this Company's shareholder has one voting right per share.

Article 16: Unless otherwise provided in this Company Act, the resolution of the shareholders' meeting shall be made upon consent by over half of the attending directors in the meeting wherein over two thirds of directors attend.

This Company's shareholders can also exercise their voting rights by electronic means. Those shareholders who electronically exercise their voting rights shall be deemed to attend the shareholders' meeting in person; the related matters shall be all handled in accordance with the acts.

Article 17: The resolution matters in the shareholders' meeting, for which the proceedings shall be made and handled in accordance with Article 183 of this Company Act.

## Chapter IV Directors

Article 18: This Company appoints 7 - 15 directors, whose appointment adopts the candidate's nomination system by selecting from the candidates list in the shareholders' meeting; the directors' term of office is 3 years; they shall be reelected. In the above-mentioned quota of directors, 2~5 independent directors shall be included. The total share number that the entire directors of this Company hold shall not be less than the minimum proportion, as set forth by the competent authority. During the directors' tenure of office, this Company shall effect a liability insurance for them against the liability compensation which is incurred due to their business execution.

This Company establishes the Audit Committee in accordance with Article 14-4, the Securities and Exchange Act. The Audit Committee is composed of the whole independent directors; the exercise of their authority and related matters shall be managed pursuant to the relevant statutory regulations.

Article 18-1: Deleted.

Article 19: When the number of directors falls short by one-third of the total number, this Company shall convene a shareholders' meeting for the by-election within the required period as prescribed in Article 201 of this Company Act and the term of office for the by-elected directors is only to make up the term of the original director.

Article 20: When the term of office for the directors expires and it is too late to proceed with the reelection, extension shall be allowed for them to execute their duties till the reelected directors take their office. However, if the competent authority orders by their authority this Company to carry out reelection in the prescribed period, but this Company fails in reelection when the time is due, the directors shall be definitely dismissed at the expiry date.

Article 21: The directors shall organize the Board of Directors; one chairman shall be elected among the directors with consent by over half of the attending directors in the meeting of the Board of Directors, which two thirds of directors attend, so shall one vice chairman be elected in the same manner; both of them shall perform all affairs of this Company in compliance with the resolutions of the acts, the articles, the shareholders' meetings and the Board of Directors meetings.

Article 21-1: The Board of Directors shall meet quarterly. The reasons for calling the meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called at any time by the means, such as telephone, facsimile, e-mail, etc., instead of the written notice.

Article 22: This Company's operation policy and other important matters shall be resolved by the Board of Directors. Except for the 1st meeting of the Board of Directors of each term, which shall be convened in accordance with Article 203 of the Company Act, and the meetings convened by over half of directors with the chair appointed among themselves in accordance with Article 203-1, other meetings shall be called and chaired by the chairman. When the chairman of the board is unable to exercise the powers, the matters shall be handled in accordance with Article 28 of the Company Act.

Article 23: Except as provided in this Company Act, the meetings of the Board of Directors shall be attended by over half of the directors with consent by over half of the attending directors. When a director is unable to attend the meeting for some reason, he/she shall issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting to authorize other directors to attend the meetings of the Board of Directors on his/her behalf, but the proxy shall be the appointed proxy of only one person.

If the meeting of the Board of Directors is conducted in a form of videoconference, those directors who attend the videoconference by the webcam shall be deemed attendance in person.

Article 24: The minutes shall be taken for the discussions in the meeting of the Board of Directors, which shall bear the signature or seal of the chair, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall specify the date (year/month/day) & venue of the meeting, name of chairman, resolution method, key points and the results of the proceedings; it shall be permanently preserved during the existence of this Company.

Article 25: Regardless of profit or loss, the compensation of this Company's directors shall be determined by the Board of Directors via authorization subject to the general level in the same industry.

## Chapter V Managers and Employees

Article 26: This Company shall appoint one general manager, whose appointment, dismissal and remuneration shall obtain the consent by over half of the attending directors in the meeting of the Board of Directors, which over half of directors attend.

Article 27: This Company shall retain the consultant and important employees via the resolution of the Board of Directors.

Article 28: Deleted.

## Chapter VI Final Accounts

Article 29: At the end of each fiscal year, the Board of Directors of this Company shall prepare the following statements and submit it with the general shareholders' meeting for being accepted:

1. Business Report
2. Financial Statements
3. Earnings Distribution or Loss Compensation Proposals.

Article 30: In case that this Company gains profit in the year, no less than 1% of the profit shall be allocated as the compensation for employees and no more than 5% as the compensation for directors. However, if this Company still has the accumulated loss, the profit shall be reserved beforehand to make up with the figures.

The compensation for employees shall be made in cash and its subjects shall include the employees of the domestic and overseas subordinate companies, who meet certain requirements.

Article 30-1: In addition to the income tax withheld according to the law, the net income this Company gains in the final accounts each year should first make up the losses in the past years; then, 10% of its balance should be withdrawn and deposited as the legal surplus and account or reverse the special surplus reserve pursuant to the law; if the balance is left, the distributable dividend of preferred shares in the said year shall be distributed on a top priority basis; based on the balance along with the undistributed earnings at the beginning of the period, the Board of Directors shall prepare the earnings distribution proposal for the issuance of new shares, and submit it with the shareholders' meeting for a resolution on the distribution.

With respect to the distribution of bonus for the shareholders in the preceding paragraph, if all or part of it is distributed in cash, the Board of Directors shall be authorized to seek a resolution made by over half of the attending directors in the meeting wherein over two thirds of directors attend and a report shall be filed with the shareholders' meeting.

This Company is just situated at the growing stage. Considering the capital expenditure, business expansion need and sound financial planning for the sake of sustainable development, only after the earnings satisfy the cash need of this Company's capital planning shall the remaining earnings be sufficient for the distribution of cash dividend; in this point, the distributed amount of cash dividend shall be more than 10% of total bonus amount for the shareholders and its ratio shall be subject to the stock dividend ratio adjusted by the Board of Directors to 50%~100%, depending on the actual profits and capital status or on the basis of the capital expenditure and the business expansion needs; such an adjustment shall be submitted with the shareholders' meeting for a resolution.

Article 30-2: When this Company has not incurred loss, it shall authorize the Board of Directors to seek a resolution made by over half of the attending directors in the meeting wherein over two thirds of directors attend in order to distribute the legal surplus reserve (part of the said surplus exceeding 25% of the paid-in stock capital) as well as the whole or part of the capital reserve which complies with this Company Act in cash and thereof submit a report with the shareholders' meeting.

Article 30-3: The subjects for the transfer of the shares this Company repurchases shall only include the employees of this Company and its domestic and overseas subordinate companies, who meet certain requirements; their requirements and the transfer method shall be determined by the Board of Directors via authorization.

The subjects for the issuance of new restricted employee shares of this Company shall only include the employees of this Company and its domestic and overseas subordinate companies, who meet certain requirements; their requirements and the distribution method shall be determined by the Board of Directors via authorization.

When this Company issues new shares, those employees who purchase the shares shall only include the employees of this Company and its domestic and overseas subordinate companies, who meet certain requirements; their requirements and the purchase method shall be determined by the Board of Directors via authorization.

## Chapter VII Supplementary Articles

Article 31 :This Company's reinvestment amount shall not exceed 40% of the paid-in stock capital.

Article 32: This Company shall offer guarantee to other companies in the same industry.

Article 33: The organizational regulations and the operational bylaws of this Company shall be separately established by the Board of Directors.

Article 34: Any matters not covered in this Articles of Incorporation shall be handled in accordance with the regulations of this Company Act and other relevant laws and regulations.

Article 35: This Articles of Incorporation was established on September 19, 1975.

The 1st amendment was made on August 12, 1978.
The 2nd amendment was made on July 3, 1979.
The 3rd amendment was made on September 26, 1979.
The 4th amendment was made on February 10, 1981.
The 5th amendment was made on September 18, 1984.
The 6th amendment was made on August 29, 1986.
The 7th amendment was made on October 15, 1986.
The 8th amendment was made on August 29, 1998.
The 9th amendment was made on November 16, 1998.
The 10th amendment was made on November 30, 1998.
The 11th amendment was made on May 20, 2000.
The 12th amendment was made on June 20, 2001. (The 1st time)
The 13th amendment was made on June 20, 2001. (The 2nd time)
The 14th amendment was made on May 11, 2002. (The 1st time)
The 15th amendment was made on May 11, 2002. (The 2nd time)
The 16th amendment was made on June 23, 2003.
The 17th amendment was made on June 24, 2005.
The 18th amendment was made on June 27, 2006.
The 19th amendment was made on June 22, 2007.
The 20th amendment was made on June 25, 2008.
The 21st amendment was made on June 30, 2010.

The 22nd amendment was made on June 28, 2011.
The 23rd amendment was made on June 28, 2012.
The 24th amendment was made on June 24, 2014.
The 25th amendment was made on June 23, 2015.
The 26th amendment was made on June 28, 2016.
The 27th amendment was made on June 22, 2017.
The 28th amendment was made on June 18, 2019.
The 29th amendment was made on June 10, 2020.
The 30th amendment was made on June 27, 2022.

【Appendix 2】

# Johnson Health Tech. Co., Ltd.

## Rules of Procedure for Shareholders' Meetings

Article 1: The shareholders' meetings of this Company, except as otherwise provided by the law and regulation, shall be handled in accordance with this "Rules of Procedure for Shareholders' Meetings".

Article 2: Unless otherwise provided by law or regulation, this Company's shareholders' meetings shall be convened by the Board of Directors.

Changes to how this Company convenes its shareholders' meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.

This Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a general shareholders' meeting or before 15 days before the date of a special shareholders' meeting. This Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the general shareholders' meeting or before 15 days before the date of the special shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, this Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Company and the professional shareholder services agent designated thereby.

This Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For physical shareholders' meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with this Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of this Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the corporation, and such website shall be indicated in the above notice.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to this Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited to one only and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of this Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of this Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a general shareholders' meeting is held, this Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the general shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, this Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 3: For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to this Company before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Attendance and voting at the shareholders' meetings shall be calculated based on numbers of shares.

If, after a proxy form is delivered to this Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to this Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 4: This Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. solicitors soliciting proxy forms shall also bring identification documents for verification.

In the event of a virtual shareholders' meeting, this Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 4-1. To convene a virtual shareholders' meeting, this Company shall include the follow particulars in the shareholders' meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
   (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
   (2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
   (3) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
   (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 5: This Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in, as well as the number of shares registered at the virtual meeting, plus the number of shares whose voting rights are exercised by correspondence or electronically. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or in a virtual way, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Article 6: Attendance and voting at the shareholders' meetings shall be calculated based on numbers of shares.

Article 7: The venue for a shareholders' meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when this Company convenes a virtual-only shareholders' meeting.

Article 8: If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 9: This Company may appoint its attorneys, certified public accountants, or related persons to attend a shareholders' meeting in a non-voting capacity.

Article 10: This Company shall make an audio and video recording of the full meeting and the recorded materials shall be retained for at least one year.

Where a shareholders' meeting is held online, this Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, this Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 11: The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, this Company shall also declare the meeting adjourned at the virtual meeting platform. A tentative resolution may be adopted pursuant to Article 175, paragraph 1 of this Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders, intending to attend the meeting online shall re-register to this Company in accordance with Article 4.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of this Company Act.

Article 12: If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to the shareholders meeting, convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution.

After the meeting adjourns, the shareholders shall not appoint another chair to resume the meeting at the original or another venue.

Article 13: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the contents of the speech do not correspond to the subject given on the speaker's slip, the spoken contents shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

Article 14: Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Article 15: When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 16: After an attending shareholder has spoken, the chair may respond in person or direct one relevant personnel to respond.

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Articles 13 to 15 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 17: In respect of the discussion of proposals, when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, he/she may announce the discussion closed and call for a vote.

Article 18: Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Company.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When this Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 4 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 19: When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the

Meeting will be resumed.

Article 20: Except as otherwise provided in this Company Act and in this Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of voting, if no objection is made against the chair's inquiry, it is deemed approved with the same effect as the voting. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting; the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS on the same day.

Article 21: When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 22: The election of directors or supervisors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by this Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of this Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 23: Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Company.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

The Company shall hold a video conference shareholders' meeting. In addition to complying with the provisions of the preceding paragraph, the Company shall also specify in the minutes of the meeting the alternative measures provided to shareholders who have difficulties participating in the meeting via video conference.

Article 24: On the day of a shareholders' meeting, this Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event of a virtual shareholders' meeting, this Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or TPEx) regulations, this Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 25: The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor."

Article 26: In the event of a virtual shareholders' meeting, this Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 27: When this Company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 28: In the event of a virtual shareholders' meeting, this Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When this Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, this Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the second half of Article 12, and Paragraph 3, Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 29: When convening a virtual-only shareholders' meeting, this Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 30: These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

This amendment was made on June 27, 2022.

【Appendix 3】

**Johnson Health Tech. Co., Ltd.**

Procedures for Lending Funds to Others

Date Amended: June 26, 2024

Article 1. Base of Regulations

These Regulations are promulgated pursuant to Article 36-1 of the Securities and Exchange Act ("the Act") and “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” (“the Regulations”) prescribed by the competent authority.

Article 2. Scope of Procedures

1. This company shall comply with these Regulations when making loans to others; provided, where laws or regulations provide otherwise, such provisions shall govern.
2. Subsidiaries in which this company holds, directly or indirectly, 50% or more of the voting shares, if loans of funds are proposed, shall conduct pursuant to these Regulations and the handling procedures of the Company. However, if there is a conflict between these Regulations or the provisions of these operating procedures and the laws and regulations of the location where the subsidiary is located, the local laws and regulations shall take precedence.

Article 3. Objectives

1. Under Article 15 of the Company Act, the Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:
   A. Where an inter-company or inter-firm business transaction calls for a loan arrangement; or
   B. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the lender's net worth.
2. The borrower can apply for financing only if there is no bad records such as bounced checks and bank rejections in the past two years.
3. The restriction in paragraph 1, subparagraph 2 shall not apply to inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, nor to loans of fund to the Company by any overseas company in which the Company holds, directly or indirectly, 100% of the voting shares. However, the Company shall still prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower, and shall specify limits on the durations of such loans pursuant to regulations in Article 4, paragraph 3 and Article 5.

Article 4. The Aggregate Amount of Loans and the Maximum Amount Permitted to a Single Borrower

1. The aggregate amount of funds loaned by the Company to others:
   A. Where an inter-company or inter-firm business transaction with the Company:
      a. Overseas subsidiaries in which the Company holds, directly or indirectly 100% of the voting shares, and the amount may not exceed the net worth of the Company.
      b. For companies or firms other than those listed above, the limit shall not exceed 40 percent of the Company's net worth.
   B. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the Company’s net worth.
2. Maximum Amount Permitted to a Single Borrower:
   A. Where an inter-company or inter-firm business transaction with the Company:
      a. Overseas subsidiaries in which the Company holds, directly or indirectly 100% of the

voting shares, and the amount may not exceed 50 percent of the net worth of the Company.

b. For companies or firms other than those listed above, the limit shall not exceed 20 percent of the Company's net worth or the balance of business transactions between the two parties, whichever is lower. The aforementioned business balance refers to the purchase or sales amount between the two parties within two year, whichever is higher.

B. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 20 percent of the Company's net worth.

3. The restriction of not exceeding 40 percent of the lender's net worth shall not apply to inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, nor to loans of fund to the Company by any overseas subsidiaries. However, such subsidiaries shall prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower in their handling procedures.

Article 5. Duration of loans and calculation of interest

1. Duration:

A. Where an inter-company or inter-firm business transaction calls for a loan arrangement:

a. Overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares, the term of each loan shall not exceed one year or one business cycle (whichever is longer) from the date of the loan. If necessary, extension procedures may be processed with the approval of the board of directors before the loan case expires.

b. For companies or firms other than those listed above, the term of each loan shall not exceed one year or one business cycle (whichever is longer) from the date of the loan and its extension shall not be applicable.

B. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such term of each loan shall not exceed one year or one operating cycle (whichever is longer) from the date of the loan, and its extension shall not be applicable.

C. Overseas companies engaging in loans of funds in accordance with the provisions of Article 3, Paragraph 3, are authorized to set their own terms in the subsidiary regulations.

2. Interest:

A. Calculation of interest on a daily basis: The sum of the daily loan balances (i.e. the total accumulated amount) is first multiplied by its annual interest rate, and then divided by 365 to obtain the interest amount.

B. Unless otherwise specified, interest on loans will be calculated and charged on a monthly basis, and the borrower will be notified to pay interest within one week from the agreed interest payment date.

C. Loans of funds and interest rates should be determined with reference to the Company's deposit and borrowing interest rates from financial institutions.

D. Overseas companies applicable for the provisions of Article 2 in this handling procedure, the loans of funds and interest calculation methods shall be subject to the provisions of local laws and regulations and not subject to the restrictions of the preceding paragraph.

Article 6. Evaluation Standards for Loaning Funds to Others

Where funds are loaned between the Company and other companies or firms for reasons of business dealings, evaluation standards shall be compliant with regulations in the provisions of Article 4, paragraph 2 and subparagraph 1; Where short-term financing is needed, it shall be limited to the following circumstances:

1. Subsidiaries in which this company holds, directly or indirectly, 50% of the voting shares are in need of the short-term financing due to business requirements.
2. Other companies or firms need the short-term financing for purchasing materials or operating turnover needs.

Article 7. Application

When a borrower applies for a loan from our company, the handling personnel shall make initial contact to understand the use of funds and recent business and financial status. If feasible, a record of the negotiation shall be made.

Article 8. Credit Investigation

For first-time borrowers, the borrower shall provide basic information and financial information for credit investigation. If such borrowing belongs to consecutive borrowers, an annual credit investigation shall be applied in principle. However, if such borrowing belongs to a major case, actual need shall be regarded and a half-year credit investigation shall be applied.

If the borrower's financial status is good and the annual financial statements have been approved by an accountant for financing approval, the investigation report that is more than one year but less than two years may be used, and the loan application shall be signed by referring to the accountant's inspection and approval report.

Article 9. Loan Assessment

After credit investigation and evaluation, if the borrower has a poor credit rating and such loans of funds is not applicable, the handling staff shall inform the borrower of the reasons for rejection as soon as possible after the approval been granted.

For cases where the credit investigation results are good and the loan purpose is legitimate, the handling personnel shall fill in the credit investigation report and opinions, formulate loan conditions, and submit them to the chairman of the board for approval step by step, submit them to the board of directors for approval and others shall not be authorized to make decisions. The opinions of each independent director shall be fully considered and their precise opinions of agreement or objection and the reasons for their objection shall be stated in the board of directors' records.

Loans of funds between our company and its subsidiaries, or between its subsidiaries, besides submitted for a resolution by the board of directors pursuant to the preceding paragraph, the chairperson shall be authorized, for a specific borrowing counterparty, within a certain monetary limit resolved by the board of directors, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down, except when credit limit shall not exceed 10% of the net worth on the most current financial statements of our company.

Article 10. Notification

After the approval of the loans of funds, the handling personnel shall send a letter or telegraph to the borrower with immediate effect, detailing the Company's conditions of lending funds, including the amount, term, interest rate, collateral and guarantor, etc. The borrower is required to sign a contract within the time limit, complete the establishment of the guarantee quality (mortgage) and the guarantor's guarantee procedures, so as to obtain the funds accordingly.

Article 11. Contract Guarantee

For loan cases, the handling personnel shall draw up the terms of the contract, which shall be reviewed by the supervisor and sent to the legal advisor for review before the contract signing procedures are completed. The content of the contract shall be consistent with the approved loan conditions. After the borrower and the joint guarantor sign the contract, the handling personnel shall complete the guarantee procedures.

Article 12. Collateral Rights Setting

If a collateral is required by loan cases, the borrower shall provide the collateral and go through the procedures for establishing a pledge or mortgage right to ensure the Company's creditor's rights.

Article 13. Insurance

In addition to land and securities, all collateral shall be insured against fire, and ships and vehicles shall be insured against all risks. The insurance amount shall not be less than the mortgage value of the collateral. The insurance policy shall be marked with the Company as the beneficiary. The name, quantity, storage location, insurance conditions, and insurance endorsement of the subject matter stated in the policy shall be consistent with the Company's original loan conditions; If the building has not yet been assigned a house number when it is established, its address shall be marked with the location and land number.

The handling personnel shall notify the borrower to continue the insurance purchase before the expiration of the insurance period.

Article 14. Appropriation

Once the loan case is approved, the loan contract is signed and the promissory note is deposited (or repaid in installments), the registration of collateral mortgage (pledge) is completed, and all procedures are verified to be correct, the funds may be allocated.

Article 15. Follow-up Control Measurements for Loans and Funds, and Procedures for Handling Overdue Claims

After the loan is disbursed, attention to the financial, business and credit status of the borrower and the guarantor shall be paid. If a collateral is provided, attention shall be paid to whether there is any change in the value of the collateral. If there are any major changes, the chairman of the board of directors shall be notified immediately and appropriate measures should be taken according to instructions. Two months before the loan is due, the borrower shall be notified to repay the principal and interest when due.

When the borrower performs the loan upon its due date, the interest payable shall be firstly calculated and along with the principles be performed, afterwards the promissory note, IOU and other debt certificates may be canceled and returned to the borrower.

If the borrower applies to cancel the mortgage right, the loan balance shall be checked for verification before the decision whether to agree to cancel the mortgage right.

Article 16. Extension

Before the loan case expires, the borrower shall be notified to perform the loan in accordance with the contract or apply for an extension in accordance with the provisions of Article 5, Paragraph 1, Subparagraph 2. In case of violation, the Company may take disciplinary action and recover compensation from the collateral or guarantor provided by the borrower in accordance with the law.

Article 17. Storage and Organization of Case Files

For the cases they handle, the handling personnels shall sort out the bonds, promissory notes and other debt certificates, as well as collateral certificates, insurance policies, and transaction documents in order after allocating the loan, put them into the safekeeping bag, and after marking the contents of the safe items and the name of the customer on the bag, submit it to the supervisor of the management department for inspection. Once the inspection is correct, it shall be sealed, stamped with the seal of the handling personnel and the head of the management department at the seam, and kept in the custody register after being registered.

Article 18. Information Disclosure

Monthly capital loans shall be announced and reported in accordance with the following four provisions in the regulations of the competent authority. If subsidiaries reinvested by the Company conduct loan funds to others, such subsidiary must submit relevant information to the finance department of Company's headquarter for announcement reporting.

1. The Company shall announce and report the previous month's loan balances of its head office and subsidiaries by the 10th day of each month.
2. The Company whose loans of funds reach one of the following levels shall announce and report such

event within two days commencing immediately from the date of occurrence:

A. The aggregate balance of loans to others by the public company and its subsidiaries reaches 20 percent or more of the public company's net worth as stated in its latest financial statement.
B. The balance of loans by the public company and its subsidiaries to a single enterprise reaches 10 percent or more of the public company's net worth as stated in its latest financial statement.
C. The amount of new loans of funds by the public company or its subsidiaries reaches NT$10 million or more, and reaches 2 percent or more of the public company's net worth as stated in its latest financial statement.

3. The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 3 of the preceding paragraph.
4. The Company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts, and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.

Article 19. The Company’s internal auditors shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the audit committee in writing of any material violation found. If such material violation found, managerial officers and organizers may by punished depends on the degree of violation.

If, as a result of a change in circumstances, an entity for which the loan balance exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to the audit committee, and shall complete the rectification according to the timeframe set out in the plan, in order to reinforce the internal control of the Company.

Article 20. "Subsidiary" or "parent company" as referred to in these handling procedures shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. "Net worth" in these handling procedures means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The aforementioned net worth is based on the data contained in the latest financial statements verified or reviewed by CPAs.

“Date of occurrence” in these handling procedures means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date of transaction that can confirm the counterparty and monetary amount of the loan of funds, whichever date is earlier.

Article 21. This handling procedure after being approved by the audit committee and granted by the resolution of board of directors, shall be submitted to the shareholders' meeting for approval of implementation, and same applied to the revisions.

【Appendix 4】

# Johnson Health Tech. Co., Ltd.

## Procedures for Endorsements & Guarantees

Date Amended: June 27, 2022

Article 1: All matters concerning endorsements and guarantees by the Company shall be handled in accordance with these Regulations.

Article 2: The scope of endorsements and guarantees referred to in these Regulations includes:

1. Financing endorsements and guarantees:
   (1) Endorsements for promissory note discounting for financing.
   (2) Endorsements or guarantees made for another company's financing needs.
   (3) Issuance of promissory notes to non-financial enterprises as collateral for the Company's own financing.
2. Customs endorsements and guarantees: Endorsements or guarantees made for the Company or another company regarding customs matters.
3. Other endorsements and guarantees: Those that do not fall under the two categories above.
4. The Company provides movable or immovable property as collateral by establishing a pledge or mortgage for another company's loan.

Article 3: Parties eligible for endorsements and guarantees:

1. The Company may provide endorsements or guarantees for the following:
   (1) Companies with which it has business dealings.
   (2) Companies in which it directly or indirectly holds more than 50% of the voting shares.
   (3) Companies which directly or indirectly hold more than 50% of the voting shares of the Company.
   (4) Where the Company directly and indirectly holds 90% or more of the voting shares of another company, endorsements and guarantees may be made between them, with the total amount not exceeding 10% of the Company's net worth. This limit does not apply to wholly-owned subsidiaries.
2. Mutual endorsements/guarantees between peers or co-builders required under construction contracts, or guarantees made by all shareholders in proportion to their shareholding in jointly invested companies, or joint guarantees under consumer protection laws for pre-sale housing contracts.
   The term "investment" in the preceding paragraph refers to direct investment by the Company or through a wholly-owned company.

Article 4: Limits for endorsements and guarantees:

The total amount of endorsements and guarantees made by the Company and its subsidiaries shall not exceed 250% of the net worth stated in the financial statements. The amount for a single enterprise shall not exceed 100% of the net worth.

Article 5: Disclosure requirements:

In addition to monthly disclosure by the 10th of each month for the balance of endorsements and guarantees of the previous month, disclosure must be made within two days from the occurrence of any of the following:

1. The balance of endorsements and guarantees by the Company and its subsidiaries exceeds 50% of the Company's net worth.
2. The balance for a single enterprise exceeds 20% of the Company's net worth.
3. The balance for a single enterprise exceeds NT$100 million and the combined total of endorsements/guarantees, investments using the equity method, and loans exceeds 30% of the net worth.
4. The amount of new endorsements or guarantees exceeds NT$30 million and 5% of net worth.

If the subsidiary is not a public company in Taiwan, the Company shall disclose the matter.

Article 6: Precautions for handling endorsements and guarantees:

1. The Company's Finance Department shall conduct due diligence on the entity receiving the endorsement/guarantee, assess risks, and keep evaluation records. Collateral may be requested.
2. A company seal registered with the Ministry of Economic Affairs shall be used exclusively for such documents. Signatures and seals must follow proper procedures. Guarantee letters for foreign companies must be signed by authorized personnel.

3. The Finance Department shall maintain a register detailing each endorsement/guarantee, the amount, risk assessment, collateral obtained, and conditions for release.
4. Adequate disclosure of endorsement/guarantee information shall be included in the financial report and provided to the CPA for audit.
5. If the beneficiary company has a net worth less than half of its paid-in capital, a risk control plan must be submitted and regularly tracked.
6. If the subsidiary has no par value shares or a par value different from NT$10, paid-in capital shall include share capital plus capital surplus from premium.

Article 7: Endorsement and Guarantee Procedures

1. Procedure for Handling Endorsement and Guarantee Requests
(1) When the guaranteed company requests an endorsement, it must submit an official application stating the purpose and the total amount requested, along with a promissory note for review by the responsible personnel of the company.
(2) The responsible personnel shall conduct a credit investigation and risk assessment of the guaranteed company, evaluating the following:
a. Whether the reasons for the endorsement request are justified.
b. Whether the endorsement amount is necessary based on the financial condition of the guaranteed company.
c. Whether the cumulative amount of endorsements remains within the prescribed limit.
d. Whether there is any other potential threat to the company's interests.
e. Attach a risk assessment record for the endorsement and guarantee.
(3) The assessment record shall be submitted to the General Manager and Chairman for approval.
(4) Upon approval by the Board of Directors, the guaranteed company shall be notified to proceed with the necessary endorsement procedures.
(5) If the subsidiary in which the company directly or indirectly holds over 90% of the voting shares requires an endorsement under Article 3, Paragraph 2, the endorsement shall only proceed after Board resolution. However, endorsements among companies where 100% of voting shares are held directly or indirectly are exempt from this requirement.

2. Decision-Making and Authorization Levels

Endorsements and guarantees shall only be processed upon risk assessment and Board of Directors' approval. When necessary, the Board may authorize the Chairman to make decisions within the following limits, subject to later Board ratification. The endorsement details shall also be reported to the shareholders' meeting for reference:
(1) The total endorsement amount shall not exceed 80% of the company's net worth as stated in the financial statements.
(2) The endorsement amount for any single enterprise shall not exceed 40% of the company's net worth.

If the company is listed (or OTC-listed) and requires an endorsement exceeding the specified limits due to business needs, it must be approved by the Audit Committee and resolved by the Board. More than half of the directors must jointly and severally guarantee any potential losses caused by the excess, and the procedure must be revised and submitted to the shareholders' meeting for ratification. If the shareholders' meeting does not approve, a plan must be devised to eliminate the excess within a specified period.

(3) When the company intends to provide an endorsement or guarantee for others, it shall establish procedures in accordance with these Guidelines, obtain Audit Committee approval, and submit the matter to the Board and then the shareholders' meeting for approval. If any director raises an objection with a recorded or written statement, the objection shall be submitted to the Audit Committee and shareholders' meeting for discussion. The same process applies to any amendments.

When the endorsement and guarantee procedure is submitted to the Board for discussion, the company shall fully consider the opinions of the independent directors. Any objections or reservations from independent directors shall be recorded in the Board meeting minutes.

If the company does not intend to provide endorsements or guarantees for others, it may be exempt from establishing such procedures upon Board approval. If the company later intends to do so, it shall still follow the preceding two paragraphs.

The establishment or amendment of endorsement and guarantee procedures shall be in accordance with Article 8, Paragraphs 4 to 6 of the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies."

3. Endorsed Parties
(1) If an endorsed party initially complies with Article 2 but later does not, and a change in the

calculation basis causes the endorsement amount to exceed the limit, the excess amount must be eliminated in full upon contract expiration or within a specified time frame, and reported to the Board of Directors.

(2) If a subsidiary of the company provides endorsements or guarantees for others, it shall establish such procedures in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" and submit relevant information to the company's headquarters finance department, which will handle public announcements, declarations, and forwarding in accordance with Article 5.

Article 8: The company's internal audit personnel shall audit the endorsement and guarantee procedures and their implementation at least quarterly and produce written records. If any major violation is found, it shall be reported in writing to the Audit Committee immediately.

If changes in circumstances result in the endorsement party no longer complying with these Guidelines or the amount exceeding the limit, an improvement plan shall be formulated and submitted to the Audit Committee, and implemented according to the schedule.

Article 9:The terms "subsidiary" or "parent company" as used in these procedures shall be defined in accordance with the regulations for preparing financial reports by securities issuers.

The term "net worth" refers to the equity attributable to owners of the parent in the balance sheet, in accordance with the same regulations.

The term "date of occurrence" refers to the earlier of the contract date, payment date, Board resolution date, or any other date sufficient to determine the endorsement party and amount.

Article 10:These procedures shall take effect upon approval by the Audit Committee and resolution by the Board of Directors, and shall be submitted to the shareholders' meeting for acknowledgment. The same applies to any amendments.

**【Appendix 5】**

**Johnson Health Tech. Co., Ltd.**

Procedures for Asset Acquisition or Disposal

**Revision Date:** June 27, 2022

**Article 1: General Principles**

These procedures are established based on Article 36-1 of the Securities and Exchange Act and the Financial Supervisory Commission (FSC) letter No. 10703410725 dated November 26, 2018, titled "Guidelines for the Acquisition or Disposal of Assets by Publicly Listed Companies." However, if there are other applicable financial regulations, those shall apply.

**Article 2: Purpose**

The purpose of these procedures is to protect investments, ensure information disclosure, and strengthen the management of the company's asset acquisitions and disposals.

**Article 3: Scope and Definitions of Assets**

1. The term "asset" in these procedures refers to:
   (1) Investments such as stocks, bonds, corporate bonds, financial bonds, securities of recognition funds, depository receipts, warrants (purchase/sale), beneficial securities, and asset-backed securities.
   (2) Real estate (including land, buildings, and investment properties) and equipment.
   (3) Membership certificates.
   (4) Intangible assets such as patents, copyrights, trademarks, and licenses.
   (5) Rights to use assets.
   (6) Receivables from financial institutions (including accounts receivable, foreign exchange buy-sell discount, loans, and collection of receivables).
   (7) Derivatives.
   (8) Assets acquired or disposed of through mergers, splits, acquisitions, or share transfers under applicable laws.
   (9) Other significant assets.

2. The terms "related party" and "subsidiary" should be recognized according to the financial reporting standards for securities issuers.
3. The term "professional appraisers" refers to property appraisers or other professionals authorized to engage in real estate or equipment valuation.
4. The "date of occurrence" refers to the date on which the contract is signed, payment is made, the transaction is completed, or the board resolution is passed, whichever comes first. For investments requiring approval from regulatory authorities, the relevant date or the date of receiving such approval shall apply.
5. The term "most recent financial statements" refers to the company's publicly disclosed financial reports, which have been audited or reviewed by accountants prior to acquiring or disposing of the assets.
6. When referring to total assets of 10% in these procedures, the calculation is based on the most recent individual or consolidated financial report as per securities issuers' financial reporting standards.
   Terms not defined in these procedures are based on the "Guidelines for Acquiring or Disposing of Assets by Publicly Listed Companies" established by the competent authorities.

**Article 4**: Procedures for Acquiring and Disposing of Real Estate, Equipment, or Rights to Use Assets and Other Significant Assets

**1. Evaluation Procedures**

The evaluation for acquiring and disposing of real estate, equipment, or other significant assets is conducted by the requesting department, which evaluates feasibility before obtaining approval according to the company's approval authority.

2. **Operating Procedures**
For the acquisition or disposal of real estate, equipment, or rights to use assets, except in transactions with domestic government agencies, self-built projects, land-leasing projects, or the acquisition/disposal of assets used for business purposes, transactions reaching 20% of the company's paid-in capital or NTD 300 million or more must obtain an appraisal report from a professional appraiser before the fact occurs. The following conditions apply:
(1) If the transaction price is set at a fixed price, specific price, or special price due to special circumstances, the transaction must first be approved by the Audit Committee and submitted for board approval, and reported to the next shareholders' meeting. If there are subsequent changes in transaction conditions, the same procedure applies.
(2) For transactions exceeding NTD 1 billion, at least two professional appraisers must be consulted.
(3) If the valuation report provided by professional appraisers shows a difference of 20% or more from the transaction price or if there is a difference of 10% or more between the valuations of two or more professional appraisers, the company must seek the opinion of an accountant regarding the reasons for the discrepancy and the appropriateness of the transaction price.
3. **Authorization Levels**
For transactions involving real estate, equipment, or rights to use assets and other significant assets, if the transaction amount does not exceed NTD 300 million, the approval will follow the company's authorization procedures. If the transaction exceeds NTD 300 million, board approval is required.

**Article 5: Procedures for Acquiring or Disposing of Securities**

1. **Evaluation Procedures**
When acquiring or disposing of securities, the company must obtain the most recent audited or reviewed financial reports of the target company as a reference for evaluating the transaction price before the transaction date. If the transaction amount reaches 20% of the company's paid-in capital or NTD 300 million or more, the company must consult with an accountant to assess the reasonableness of the transaction price. This does not apply to securities with active market prices or when the FSC has set other specific rules.
2. **Operating Procedures**
The Finance and Management Department is responsible for the evaluation and transaction of securities.
3. **Authorization Levels**
For transactions involving stocks, bonds, corporate bonds, financial bonds, securities of recognition funds, depository receipts, warrants (purchase/sale), beneficial securities, or asset-backed securities:
If the transaction amount does not exceed NTD 300 million, the Chairman is authorized to proceed with the transaction, subject to post-fact approval by the board of directors.
If the transaction amount exceeds NTD 300 million, board approval is required.
4. **Investment Limits for the Company and Subsidiaries**
(1) The total amount of securities investments by the company must not exceed 200% of the company's net worth. The same limit applies to each subsidiary.
(2) The amount invested in a single security by the company must not exceed 50% of the company's net worth, and the same limit applies to each subsidiary.

**Article 6: Procedures for Acquiring or Disposing of Intangible Assets**

1. **Evaluation Procedures**
The evaluation of acquiring or disposing of intangible assets or rights to use assets is conducted by the requesting department, which assesses feasibility before obtaining approval according to the company's approval authority.
2. **Operating Procedures**
If the transaction amount reaches 20% of the company's paid-in capital or NTD 300 million

or more, except for transactions with domestic government agencies, the company must consult an accountant to assess the reasonableness of the transaction price before the transaction date.

3. **Authorization Levels**
For transactions involving intangible assets or rights to use assets, or membership certificates, if the transaction amount does not exceed NTD 300 million, the transaction will proceed following the company's approval authority. If the transaction amount exceeds NTD 300 million, board approval is required.

**Article 7: Calculation of Transaction Amounts**

The transaction amounts referred to in Articles 4, 5, and 6 should be calculated based on the provisions of Article 11, Paragraph 2. If an appraisal report or accountant's opinion has been obtained according to this guideline, it need not be recalculated within the year.

**Article 8: Procedures for Transactions with Related Parties**

1. **Evaluation Procedures**
The evaluation procedures for the Company's acquisition or disposal of assets with related parties shall be conducted in accordance with Articles 4, 5, and 6, depending on the nature of the asset.

2. **Operating Procedures**
When the Company acquires or disposes of real estate or right-of-use assets thereof from/to a related party, or acquires or disposes of other assets from/to a related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the total assets, or NT$300 million or more—excluding the purchase/sale of domestic government bonds, repo/reverse repo transactions, or the subscription/redemption of money market funds issued by domestic securities investment trust enterprises—the following information must be submitted to the Audit Committee and approved by the Board of Directors before the transaction contract can be signed or payment made:
    1. The purpose, necessity, and expected benefit of the acquisition or disposal.
    2. The reason for selecting the related party as the counterparty.
    3. Information evaluating the reasonableness of the proposed transaction terms for acquiring real estate or right-of-use assets from a related party.
    4. The date and price at which the related party originally acquired the asset, the original transaction counterparty, and their relationship with the Company and the related party.
    5. A forecast of monthly cash inflows and outflows for the year starting from the expected month of contract execution, along with an evaluation of the necessity of the transaction and the reasonableness of fund utilization.
    6. An appraisal report issued by a professional appraiser or an opinion provided by a CPA as per the previous article.
    7. Any restrictive covenants or other key terms related to the transaction.

If the Company or a non-domestically listed subsidiary engages in the above transaction and the transaction amount reaches 10% or more of the Company's total assets, the transaction must also be approved by the shareholders' meeting before a contract can be executed or payment made. This requirement does not apply to transactions between the Company and its subsidiaries or among subsidiaries themselves.

The calculation of transaction amount for the above cases shall follow the provisions in Paragraphs 2 and 3 of Article 11. The term "within one year" is calculated retrospectively from the actual date of the current transaction. Items already approved by the shareholders' meeting, Audit Committee, or Board of Directors under these procedures are excluded from the calculation.

3. **Evaluation of Transaction Cost Reasonableness**

1. When the Company acquires real estate or right-of-use assets thereof from a related party under any of the following circumstances, the transaction cost must be evaluated for reasonableness in accordance with applicable regulations. Except in the following situations,

a CPA must be engaged to review and provide a specific opinion:

a. The related party acquired the asset through inheritance or gift.
b. The related party's acquisition date of the asset was more than five years prior to the current transaction.
c. The asset is acquired through a joint construction agreement with the related party, or through contracting the related party to develop property on the Company's own or leased land.
d. The transaction is between the Company and a subsidiary, or between subsidiaries wholly (100%) owned directly or indirectly by the Company, and the asset is for business use.

2. If the evaluation results indicate that the acquisition cost is lower than the transaction price, the Company shall handle the following:
   a. The price difference must be set aside as a special reserve in accordance with regulations and shall not be distributed or used for capital increase. Investors using the equity method and classified as public companies must also set aside a special reserve proportionally.
   b. Independent directors of the Audit Committee shall handle the matter in accordance with Article 218 of the Company Act.
   c. The handling of the above two items must be reported to the shareholders' meeting and disclosed in the annual report and public prospectus.

The special reserve may only be used once the high-priced asset has incurred impairment, been disposed of, the lease has been terminated, appropriate compensation has been made, or there is other conclusive evidence confirming the transaction was not unreasonable, and with the approval of the Financial Supervisory Commission (FSC).

If there is other evidence suggesting that the transaction for acquiring real estate or right-of-use assets from a related party is not in line with normal business practices, the above two provisions shall also apply.

**4. Authorization Levels**

When the Company acquires or disposes of real estate or right-of-use assets thereof from/to a related party, or other assets aside from such real estate, and the transaction amount reaches 20% of the paid-in capital, 10% of total assets, or NT$300 million or more (excluding transactions involving domestic government bonds, repo/reverse repo bonds, or money market funds), the transaction must be approved by the Board of Directors.

For transactions between the Company, its subsidiaries, or subsidiaries that are 100% directly or indirectly owned, if the transaction amount is NT$300 million or less, the Chairman may be authorized to approve the transaction, with subsequent reporting to the next Board of Directors meeting for ratification. These transactions are:

1. Acquisition or disposal of equipment or right-of-use assets for operational use.
2. Acquisition or disposal of right-of-use assets of real estate for operational use.

**Article 9**

When the Company engages in derivative financial instruments, it shall comply with the Company's "Procedures for the Handling of Derivative Transactions", and shall pay due attention to risk management and internal audit matters to ensure the effective implementation of the internal control system.

**Article 10**

When the Company conducts transactions involving mergers, demergers, acquisitions, or share transfers, such transactions shall not only comply with the provisions of these procedures but also be handled in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" as stipulated by the competent authority.

**Article 11: Standards for Mandatory Public Disclosure and Reporting**

In the event that the Company or any of its subsidiaries not classified as domestic public companies acquires or disposes of assets under any of the following circumstances, the Company shall, in accordance with the nature of the transaction and the prescribed format, make a public disclosure and file a report on the website designated by the Financial Supervisory Commission (FSC) within two days from the date of occurrence of the event:

1. Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of other assets (excluding real estate or its right-of-use assets) from or to a related party where the transaction amount meets or exceeds 20% of the Company's paid-in capital, 10% of total assets, or NT$300 million. However, the following transactions are exempt:
   a. Trading of domestic government bonds,
   b. Bonds with repurchase or resale conditions,
   c. Subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Conducting mergers, demergers, acquisitions, or transfer of shares.
3. Engaging in derivative transactions where the loss reaches the upper limit amount per contract or in aggregate, as prescribed in the Company's internal handling procedures.
4. Acquiring or disposing of assets used for business operations or their right-of-use assets, where the counterparty is not a related party and the transaction amount meets either of the following thresholds:
   a. For public companies with paid-in capital less than NT$10 billion: NT$500 million or more.
   b. For public companies with paid-in capital of NT$10 billion or more: NT$1 billion or more.
5. Acquisition of real estate by way of self-development, lease-based development, joint construction with property sharing, joint construction with revenue sharing, or joint construction with unit sales, where the counterparty is not a related party and the planned investment amount by the Company reaches NT$500 million or more.
6. Asset transactions not covered by the preceding five items, disposal of claims by financial institutions, or investments in Mainland China, where the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more. However, the following are exempt:
   a. Trading of domestic government bonds or foreign government bonds with a credit rating not lower than Taiwan's sovereign rating.
   b. For professional investors, trading of marketable securities on domestic or foreign stock exchanges or through securities firms, subscription of foreign government bonds or corporate bonds not involving equity in the primary market in Taiwan, general financial bonds not involving equity (excluding subordinated bonds), subscription or redemption of securities investment trust funds or futures trust funds, index-tracking securities, or securities underwritten or recommended by securities firms for emerging stock companies under the rules of the Taipei Exchange.
   c. Trading of bonds with repurchase or resale conditions, and subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

**Calculation of Transaction Amounts:**

The transaction amount in the preceding paragraphs shall be calculated using the following methods:

1. The individual transaction amount.
2. The cumulative transaction amount within one year with the same counterparty involving assets of the same nature.
3. The cumulative amount within one year for acquisition or disposal (calculated separately) of real estate or its right-of-use assets under the same development project.
4. The cumulative amount within one year for acquisition or disposal (calculated separately) of the same marketable securities.

The term "within one year" refers to the one-year period preceding the date of occurrence of the current transaction. Transactions already disclosed in accordance with these procedures are excluded from cumulative calculations.

The Company shall, by the 10th of each month, disclose and report, in the prescribed format, the status of derivative transactions conducted by the Company and its non-publicly listed domestic subsidiaries up to the end of the previous month on the FSC-designated information reporting website. In the event that any publicly disclosed item requires correction due to errors or omissions, the Company shall correct and re-disclose all items within two days from the date it becomes aware of such error or omission.

The Company shall retain relevant documents, including contracts, meeting minutes, approval records, valuation reports, and opinions issued by CPAs, attorneys, or securities underwriters, at the Company for a minimum of five years, unless otherwise provided by law.

**Deadline for Mandatory Disclosure and Reporting:**

If any of the following situations occur after a transaction has been disclosed and reported pursuant to the preceding article, the Company shall update the information on the designated website within two days from the date of occurrence:

1. Any changes, terminations, or rescissions to the originally executed contract.
2. Failure to complete the merger, demerger, acquisition, or share transfer according to the scheduled timeline in the contract.
3. Any change to the content of the originally disclosed and reported information.

If any publicly disclosed item is found to be incomplete or incorrect at the time of disclosure and requires correction, the Company shall correct and re-disclose all items within two days from the date of awareness.

**Article 12: Matters to Be Handled by the Company's Subsidiaries**

1. Subsidiaries shall also establish their own "Procedures for the Acquisition or Disposal of Assets" in accordance with the aforementioned provisions. These procedures must be approved by their board of directors and submitted to both parties' shareholders' meetings for approval; the same applies to any amendments. If a subsidiary does not establish its own procedures, it shall follow the Company's procedures.
2. For subsidiaries that are not publicly listed, if the acquisition or disposal of assets meets the disclosure and reporting thresholds set forth in Article 11 of these Procedures, the Company shall handle the relevant public disclosure and reporting on behalf of the subsidiary.
3. In applying the thresholds related to 20% of paid-in capital or 10% of total assets as stipulated in the disclosure and reporting standards, the paid-in capital or total assets of the Company shall be used as the basis for calculation.

**Article 13: Valuation Reports or Opinion Letters**

1. If any opinion issued by professional appraisers or certified public accountants (CPAs) engaged by the Company contains any false or concealed information, the Company, the professional appraiser, and the CPA, all of whom bear disclosure responsibilities under applicable regulations, shall be held legally liable in accordance with the law.
2. If assets are acquired or disposed of through a court auction process, the valuation report or CPA's opinion may be substituted with a certificate issued by the court.
3. The valuation reports or opinion letters obtained by the Company from appraisers, CPAs, attorneys, or securities underwriters shall be provided by professionals who meet the following criteria:
   (1) They have not been convicted of violations of the Securities and Exchange Act, Company Act, Banking Act, Insurance Act, Financial Holding Company Act, Business Accounting Act, or of fraud, breach of trust, embezzlement, forgery of documents, or any criminal conduct related to their professional duties, resulting in a final and binding sentence of imprisonment of one year or more. However, this restriction does not apply if the sentence has been fully served, probation has ended, or they have been pardoned for at least three years.
   (2) They must not be related parties or have any substantive relationship with the parties involved in the transaction.
   (3) Where valuation reports are required from two or more professional appraisers, neither the

appraisers nor their personnel may be related parties or have any substantive relationships with each other.

Professionals issuing valuation reports or opinion letters shall comply with the self-regulatory guidelines of their respective professional associations, and the following requirements:

(1) Before accepting an engagement, they shall prudently assess their professional competence, practical experience, and independence.
(2) While carrying out the engagement, they shall properly design and execute appropriate procedures to reach conclusions and issue reports or opinion letters. The procedures performed, data collected, and conclusions reached shall be fully documented in the working papers.
(3) The sources, parameters, and information used shall be individually assessed for appropriateness and reasonableness as the basis for the valuation report or opinion letter.
(4) Declarations shall include affirmations of the professionals' expertise and independence, confirmation that the information used has been properly evaluated for appropriateness and reasonableness, and confirmation that all applicable laws and regulations have been followed.

**Article 14: Implementation and Approval of These Procedures**
These Procedures shall be implemented upon the consent of the Audit Committee and the resolution of the Board of Directors, followed by acknowledgment at the shareholders' meeting. The same process shall apply to any amendments.
If any director expresses an objection, and such objection is recorded or issued in writing, the Company shall submit the dissenting opinion to the Audit Committee for review.
When submitting a proposal for the acquisition or disposal of assets to the Board of Directors for discussion, full consideration shall be given to the opinions of each independent director. If any independent director expresses dissent or a qualified opinion, such opinions shall be recorded in the minutes of the board meeting.
Any material asset or derivative transaction undertaken by the Company must be approved by a majority (more than one-half) of all Audit Committee members and resolved by the Board of Directors. If approval by a majority of the Audit Committee members is not obtained, the transaction may still proceed with the consent of at least two-thirds of all directors, and the resolution of the Audit Committee must be recorded in the board meeting minutes.
For the purposes of the preceding paragraphs, the terms "all members of the Audit Committee" and "all directors" refer to those currently in office.

【Appendix 6】

**Johnson Health Tech. Co., Ltd.**

Shareholding of Directors

Date of Transfer Suspended: April 28, 2025

| Title | Name | Date Elected (Employed) | Shareholding No. When Elected | | Shareholding No. specified in the shareholder register on the date of transfer suspended | |
|---|---|---|---|---|---|---|
| | | | Share No. | Shareholding % (Note 1) | Share No. | Shareholding % (Note 2) |
| Chairman | Peter Lo | June 28, 2023 | 61,229,933 | 20.17% | 61,229,933 | 20.18% |
| Director | Cindy Lo | June 28, 2023 | 12,776,199 | 4.21% | 12,776,199 | 4.21% |
| Director | Jason Lo | June 28, 2023 | 84,704,121 | 27.90% | 86,087,121 | 28.37% |
| Director | Spencer Hsieh | June 28, 2023 | 39,428 | 0.01% | 39,428 | 0.01% |
| Director | May Lo | June 28, 2023 | 17,195,413 | 5.66% | 17,242,445 | 5.68% |
| Director | Teresa Lo | June 28, 2023 | 14,936,094 | 4.92% | 14,936,094 | 4.92% |
| Director | Crista Lin | June 28, 2023 | 13,453,859 | 4.43% | 13,463,803 | 4.44% |
| Director | Vincent Chen | June 28, 2023 | 0 | 0.00% | 0 | 0.00% |
| Director | Yih-Horng, Lin | June 28, 2023 | 174,000 | 0.06% | 174,000 | 0.06% |
| Independent Director | Hank Lin | June 28, 2023 | 0 | 0.00% | 0 | 0.00% |
| Independent Director | Chung-Hsian Liu | June 28, 2023 | 0 | 0.00% | 0 | 0.00% |
| Independent Director | Alex Liu | June 28, 2023 | 0 | 0.00% | 0 | 0.00% |
| Independent Director | Wen-Ren Jong | June 28, 2023 | 0 | 0.00% | 0 | 0.00% |
| Total for Directors | | | 204,509,047 | 67.36% | 205,949,023 | 67.87% |

Note 1: Total issued shares at the time of election: 303,616,617 ordinary shares.

Note 2: Total issued shares on April 28, 2025: 303,394,617 ordinary shares.

Remarks: 1. The shares to be legally held by the entire directors of this company are 12,144,664; as of April 28, 2025, the entire directors hold 205,949,023 shares, which have met the statutory requirements.

2. Pursuant to Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, if the elected independent directors exceed two persons, the shareholding ratio calculated in proportion of the entire directors other than the independent directors shall be reduced to 80%.