



2023 Shareholders Meeting Handbook

TSE 1707

Published on May 31, 2023

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I. Meeting Agenda

Grape King Bio Ltd.

Agenda for the 2023 Annual General Meeting of Shareholders

Time: 9:00 a.m. May 31, 2023

Place: No.402, Sec. 2, Jinling Rd., Pingzhen Dist., Taoyuan City, Taiwan (R.O.C.),
(Pingzhen Headquarters)

Method of Convening the Meeting: Physical shareholders meeting

1. Commencement of Meeting
2. Chairman's Statement
3. Report Items
 - (1) 2022 Business Report
 - (2) Audit committee's Review Report on the 2022 Financial Statements
 - (3) Report on Remuneration Distribution for Employees and Directors for the Year 2022
4. Matters for Ratification
 - (1) Adoption of the 2022 Business Report and Financial Statements
 - (2) Adoption of the Proposal for Distribution of 2022 Profits
5. Matters for Discussion
 - (1) To amend the Company's Rules of Procedure for Shareholders' Meetings
6. Extempore motion
7. Adjournment

II. Report Items

1. 2022 Business Report

As we entering the post epidemic era in 2022, the global economy is unfavorable due to factors such as mutant virus, Russia-Ukraine war, high inflation, and climate change. Grape King Bio executed new product releases, cross-industry alliances, and overseas expansion to reach the 2022 revenue of NT\$10.39 billion, a new record high for our company. In response to shareholders' long-term support, Grape King Bio generated an earning of NT\$9.84 per share in 2022, which was a double-digit growth of 11.7%.

2023 will be a year of challenges and opportunities for Grape King Bio which we are well prepared for. Despite the high risk of the declining global economy and steep inflation, consumers continue to elevate their health supplements' needs in the post epidemic era. Furthermore, the Chinese market is gradually reopening hence demand for ODM products are recovering and more diverse. Grape King Bio will continue to innovate, research, and develop new products and raw materials to meet these diverse demands, as well as increasing revenue to new highs. With the joint efforts from the operation team and all employees, our SAP system has been launched as part of Grape King Bio's comprehensive digital transformation. Meanwhile, the construction of Phase 1 of Grape King Bio Park in Pingzhen Industrial Park will be completed in 2023, which will increase production capacity and gain operating momentum.

2022 was another great year for Grape King Bio as we received many awards and international recognition for innovation in business, products, and raw materials. We were awarded the "Excellence in Corporate Social Responsibility - Rising Star in Medium-size Corporate", "Taiwan BIO Awards - Industrial Innovation Award", and "Top 5% in Corporate Governance Evaluation" for second consecutive year. In the field of Technology Research and Development alone, we received 29 Gold, 2 Silver, 2 Copper and 9 Special awards for our patented technologies in 14 countries, such as Probiotics, Cicada, Antrodia, Phellinus linteus, Morchella esculenta and Lignosus

Rhinocerus Mycelia. Furthermore, our efforts in promoting ESG and a healthy workplace we were rewarded with a gold award from pandemic prevention envoy from Taiwan Immunization Vision and Strategy for the second consecutive year, as well as the “Happiest Employees Gold Award” from 1111 Job Bank for the 3rd time. The Company’s outstanding performance has been recognized by general public, and well respected for our efforts.

Our subsidiary Pro-Partner Ltd., under the leadership of Chairwoman Chang-Yeh Tseng, General Manager Mei-Ching Tseng and six Consultants, has been growing at a steady pace over the years and ranks 3rd on the Taiwan Multilevel Marketing listings based on revenue. In the 2022 DSN Global 100 list, the Subsidiary ranked 37st among global direct selling companies, which is considered a great achievement in Taiwan.

In addition to meeting the expectations and requirements of shareholders and customers, Grape King Bio also prioritizes social welfare by emphasizing and fulfilling its role in society as a whole. We believe that through continuous learning and improvement, we will be able to achieve our ESG goals for the best interest of the Company, employees and society, while contributing to future sustainable development.

Lastly, we would like to wish you all good health and prosperity for 2023.

Chairman: **Shenglin Andrew Tseng** CEO: **Shenglin Andrew Tseng** Chief Accountant: **Nick Hung**

2. Audit Committee’s Review Report on the 2022 Financial Statements

Description: The Audit Committee’s Review Report is attached as Appendix 1. (page 21).

3. Report on Remuneration Distribution for Employees and Directors

for the Year 2022

Description:

- (1) The profit of the Company is NT\$1,701,617,358 (i.e., pre-tax profit before deducting the remuneration of employees and directors). In accordance with Article 29 of the Articles of Incorporation, it has been proposed that the Company disburses 8% in cash, amounting to NT\$136,129,388, to employees and 2%, amounting to NT\$34,032,347, to directors.
- (2) There is no difference between the amount of distribution and the amount of recognized expenses in 2022.

III. Matters for Ratification

Item 1 Proposed by the Board of Directors

Item: Adoption of the 2022 Business Report and Financial Statements.

Description:

- (1) The Company's 2022 Financial Statements have been audited by Yu Feng Huang and Ming Yuan Chung, Certified Public Accountants of Deloitte & Touche, and an audit report has been issued.
- (2) The Business Report and Financial Statements have been examined by the Audit committees'.

Business Report (Please refer to page 3 to 4)

Financial Statements (Please refer to page 22 to 41)

Resolution:

Item 2 Proposed by the Board of Directors

Item: Adoption of the Proposal for Distribution of 2022 Profits.

Description:

- (1) The Company's 2022 Profit Distribution Table was approved by the 10th meeting of the 20th Board of Directors on February 22, 2023. It was proposed that the Company disburses cash dividend amounting to NT\$1,022,147,874 which is obtained from retained earnings, valued at NT\$6.9 per share, and estimated by rounding down to the dollar unit. The fractional amount will be included in the Company's other income. Upon approval during the Annual Meeting of Shareholders, it is proposed that the Chairman be authorized to resolve the ex-dividend date, ex-rights date, and other relevant issues.
- (2) In the event that the subsequent changes in capital affect the number of outstanding shares and cause changes in the dividend payout ratio, it is proposed that the Chairman be authorized to adjust the payout ratio.
- (3) Profit Distribution Table for 2022 please refer to Page 42.

Resolution:

IV. Matters for Discussion

Item 1

Proposed by the Board of Directors

Item: To amend the Company's Rules of Procedure for Shareholders' Meetings.

Description:

- (1) The amendments of the Company's Rules of Procedure for Shareholders' Meetings were proposed in accordance with Rule No. Taiwan-Stock-Governance-1110004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022.
- (2) Comparison Table on the Amendments to Rules of Procedure for Shareholders' Meetings :

Clause	After Amendment	Before Amendment	Explanation
Article 2	<p>This Corporation 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.</p> <p>The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>This Corporation 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.</p> <p>The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022.</p>
Article 4	<p>The venue for a shareholders meeting shall be the premises of this Corporation, 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</p>	<p>The venue for a shareholders meeting shall be the premises of this Corporation, 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</p>	<p>For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110004250 issued by the Taiwan Stock Exchange</p>

	<p>be given to the opinions of the independent directors with respect to the place and time of the meeting.</p> <p><u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</u></p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation 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.</u></p> <p><u>To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>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</u></p>	<p>be given to the opinions of the independent directors with respect to the place and time of the meeting.</p>	<p>Corporation on March 8, 2022.</p>
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	<p><u>least covering the following particulars:</u></p> <p><u>A. 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.</u></p> <p><u>B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p><u>C. 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 shareholder 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</u></p>		
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	<p><u>shareholders meeting.</u></p> <p><u>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p><u>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.</u></p>		
Article 7	<p>This Corporation shall make an audio and video recording of the shareholders meeting, and the preceding paragraph shall be retained for at least one year.</p> <p><u>Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation 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</u></p>	<p>This Corporation shall make an audio and video recording of the shareholders meeting, and the preceding paragraph shall be retained for at least one year.</p>	<p>For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022.</p>

	<p><u>meeting.</u> <u>In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>		
Article 8	<p>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. <u>In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; <u>all shareholders shall be notified</u></p>	<p>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.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.</p>	<p>For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022.</p>

	<p><u>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 Corporation in accordance with Article 4.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	<p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	
Article 10	<p>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 content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the</p>	<p>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 content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the</p>	<p>For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022.</p>

	<p>consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p><u>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 paragraphs 1 to 3, Article 11 and Article 12, paragraph 2 do not apply.</u></p> <p><u>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.</u></p>	<p>consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p>	
<p>Article 17</p>	<p>Except as otherwise provided in the Company Act and in this Corporation'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 a vote, for each proposal, the chair or a person designated by the chair shall first announce</p>	<p>Except as otherwise provided in the Company Act and in this Corporation'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 a vote, for each proposal, the chair or a person designated by the chair shall first announce</p>	<p>For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022.</p>

	<p>the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.</p> <p><u>When this Corporation 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.</u></p> <p><u>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.</u></p> <p><u>When this Corporation 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.</u></p> <p><u>When shareholders exercise</u></p>	<p>the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.</p>	
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	<p><u>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.</u></p>		
<p>Article 20</p>	<p><u>On the day of a shareholders meeting, this Corporation 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 a virtual shareholders meeting, this Corporation 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.</u></p> <p><u>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the</u></p>	<p>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.</p>	<p>For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110-004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022, adjust the original article to 25 articles.</p>

	<u>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.</u>		
Article 21	<u>In the event of a virtual shareholders meeting, this Corporation 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.</u>	Add	For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022, add this article.
Article 22	<u>When this Corporation 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.</u>	Add	For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022, add this article.
Article 23	<u>In the event of a virtual shareholders meeting, this Corporation 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</u>	Add	For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan

	<p><u>resolve communication technical issues.</u></p> <p><u>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 Article 44-20, paragraph 4 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.</u></p> <p><u>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.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights</u></p>		<p>Stock Exchange Corporation on March 8, 2022, add this article.</p>
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	<p><u>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.</u></p> <p><u>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.</u></p> <p><u>When this Corporation 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 shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the</u></p>		
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	<p><u>second paragraph is required.</u></p> <p><u>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.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder</u></p>		
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	<u>Services of Public Companies, this Corporations shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u>		
Article 24	<u>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u>	Add	For amendment in compliance with Rule No. Taiwan-Stock-Governance-1110 004250 issued by the Taiwan Stock Exchange Corporation on March 8, 2022, add this article.
Article 25	<u>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.</u>	Add	Adjust the original article 20 to this article.

Resolution:

V. Extempore motion

VI. Adjournment

Appendix 1**Grape King Bio Ltd**

Audit Committee's Review Report

The Company's 2022 Business Report, Parent Company Only and Consolidated Financial Statements and Profit Distribution Table, the CPA Yu Feng Huang and Ming Yuan Chung of Deloitte & Touche were retained to audit Grape King Bio Ltd's Financial Statements and have issued an audit report relating to the Financial Statements.

All the reports have been reviewed and determined to be correct and accurate by the Audit Committee members of Grape King Bio Ltd. According to relevant requirements of the Securities and Exchange Act 14-4 and the Company Law 219, we hereby submit this report.

For review

Sincerely,

Grape King Bio Ltd

2023 Annual Shareholders' Meetings

Chairman of the Audit Committee: Feng-I Lin

February 22, 2023

Appendix 2

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Grape King Bio Ltd.

Opinion

We have audited the accompanying parent company only financial statements of Grape King Bio Ltd. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years ended then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies (collectively referred to as the "parent company only financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by 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 Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2022. 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.

The key audit matter of the Company's parent company only financial statements for the year ended December 31, 2022 is described as follows:

Valuation of Inventory

The products of the Company mainly include health foods and beverages. Such products have shelf-lives and are sold in a highly competitive consumer market, resulting in greater exposure to risk of loss on inventory due to damage or expiration. The estimation for loss on inventory is based on market conditions, historical sales experience of similar products, and the net realizable value of

inventory. Refer to Notes 4, 5, and 11 to the parent company only financial statements for the details on the valuation of inventory. The net carrying amount of inventory as of December 31, 2022 for the Company amounted to NT\$529,877 thousand, which was significant to the parent company only financial statements, and the criteria to determine loss on inventory vary according to different categories of inventories which require critical accounting estimates. Consequently, the valuation of inventory was identified as a key audit matter.

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

1. We understood the design and tested the operating effectiveness of the key controls over the valuation of inventory;
2. We understood and assessed the reasonableness of inventory valuation policy and estimates used by the management;
3. We performed an observation on the Company's annual physical count of inventory to assess for any indications of damaged or expired inventories not listed in the allowance for inventory loss;
4. We sampled and recalculated the accuracy of net realizable value of inventory as well as performed calculations of the validity period from the year-end subsidiary ledgers and aging report of inventories, to verify that the allowance for inventory loss was appropriately recognized based on the about policy.

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committees, are responsible for overseeing the Company's financial reporting process.

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 the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yu Feng Huang and Ming Yuan Chung.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 22, 2023

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance 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 financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

GRAPE KING BIO LTD.

BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

	2022		2021	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 900,612	8	\$ 531,713	5
Financial assets at fair value through profit or loss (Note 7)	-	-	200,379	2
Financial assets at amortized cost (Note 9)	15,973	-	13,940	-
Notes and accounts receivable, net (Notes 10 and 22)	64,123	1	53,822	1
Accounts receivable from related parties (Notes 22 and 30)	380,036	4	303,853	3
Other receivables	2,364	-	1,315	-
Other receivables from related parties (Note 30)	81,586	1	74,151	1
Inventories (Note 11)	529,877	5	568,177	6
Other current assets (Note 17)	17,576	-	35,564	-
Total current assets	1,992,147	19	1,782,914	18
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Note 8)	14,344	-	11,390	-
Financial assets at amortized cost (Notes 9 and 31)	20,800	-	9,600	-
Investments accounted for using the equity method (Note 12)	3,531,227	33	3,302,366	33
Property, plant and equipment (Notes 13, 31, and 32)	4,659,885	44	4,461,666	45
Right-of-use assets (Note 14)	63,800	1	63,452	1
Investment properties (Note 15)	233,902	2	234,169	2
Intangible assets (Note 16)	31,701	-	17,627	-
Deferred tax assets (Note 24)	3,466	-	405	-
Other non-current assets (Notes 17 and 20)	125,408	1	84,278	-
Total non-current assets	8,684,533	81	8,184,953	82
TOTAL	<u>\$ 10,676,680</u>	<u>100</u>	<u>\$ 9,967,867</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities (Note 22)	\$ 24,470	-	\$ 18,284	-
Notes and accounts payable	238,291	2	192,060	2
Other payables (Note 19)	521,953	5	402,321	4
Other payables to related parties (Note 30)	939	-	1,102	-
Current tax liabilities (Note 24)	176,400	2	129,135	2
Lease liabilities (Notes 14 and 30)	10,959	-	14,078	-
Other current liabilities (Note 19)	6,909	-	2,856	-
Current portion of long-term borrowings (Notes 18 and 31)	-	-	6,990	-
Total current liabilities	979,921	9	766,826	8
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 18 and 31)	-	-	87,375	1
Deferred tax liabilities (Note 24)	69,378	1	69,001	1
Lease liabilities (Notes 14 and 30)	54,055	-	50,883	-
Other non-current liabilities (Notes 19 and 30)	3,554	-	5,488	-
Total non-current liabilities	126,987	1	212,747	2
Total liabilities	1,106,908	10	979,573	10
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 21)				
Share capital	1,481,374	14	1,481,374	15
Capital surplus	2,874,232	27	2,869,691	29
Retained earnings	1,328,240	13	1,198,125	12
Legal reserve	92,705	1	86,465	1
Special reserve	3,864,589	36	3,444,844	34
Unappropriated earnings	5,284,924	50	4,739,434	47
Total retained earnings	7,082,838	(1)	92,205	(1)
Other equity	-	-	-	-
Total equity	9,569,772	90	8,988,294	90
TOTAL	<u>\$ 10,676,680</u>	<u>100</u>	<u>\$ 9,967,867</u>	<u>100</u>

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

GRAPE KING BIO LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
NET REVENUE (Notes 22 and 30)	\$ 2,807,503	100	\$ 2,451,872	100
COST OF GOODS SOLD (Notes 11 and 23)	<u>(1,477,591)</u>	<u>(53)</u>	<u>(1,290,204)</u>	<u>(52)</u>
GROSS PROFIT	1,329,912	47	1,161,668	48
REALIZED (UNREALIZED) GAIN ON TRANSACTIONS WITH SUBSIDIARIES AND ASSOCIATES	<u>(14,429)</u>	<u>-</u>	<u>6,575</u>	<u>-</u>
ADJUSTED GROSS PROFIT	<u>1,315,483</u>	<u>47</u>	<u>1,168,243</u>	<u>48</u>
OPERATING EXPENSES (Notes 20, 23 and 30)				
Selling and marketing	(406,236)	(14)	(433,269)	(18)
General and administrative	(350,972)	(13)	(318,850)	(13)
Research and development	<u>(251,269)</u>	<u>(9)</u>	<u>(245,045)</u>	<u>(10)</u>
Total operating expenses	<u>(1,008,477)</u>	<u>(36)</u>	<u>(997,164)</u>	<u>(41)</u>
INCOME FROM OPERATIONS	<u>307,006</u>	<u>11</u>	<u>171,079</u>	<u>7</u>
NON-OPERATING INCOME AND EXPENSES (Notes 12, 23 and 30)				
Interest income	1,591	-	272	-
Other income	99,028	4	90,730	4
Other gains and losses	432	-	1,675	-
Finance costs	(747)	-	(1,328)	-
Share of profit of subsidiaries and associates	<u>1,124,146</u>	<u>40</u>	<u>1,079,659</u>	<u>44</u>
Total non-operating income	<u>1,224,450</u>	<u>44</u>	<u>1,171,008</u>	<u>48</u>
PROFIT BEFORE INCOME TAX	1,531,456	55	1,342,087	55
INCOME TAX EXPENSE (Note 24)	<u>(74,344)</u>	<u>(3)</u>	<u>(41,664)</u>	<u>(2)</u>
NET PROFIT FOR THE YEAR	<u>1,457,112</u>	<u>52</u>	<u>1,300,423</u>	<u>53</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 21)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	1,883	-	983	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	2,954	-	2,052	-
Remeasurement of defined benefit plans for subsidiaries recognized using the equity method	725	-	(67)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	(522)	-	(184)	-

(Continued)

GRAPE KING BIO LTD.**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2022		2021	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	\$ 17,352	1	\$ (7,325)	-
Exchange differences on translating the financial statements of foreign operations of associate	<u>1,071</u>	<u>-</u>	<u>(467)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>23,463</u>	<u>1</u>	<u>(5,008)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u><u>\$ 1,480,575</u></u>	<u><u>53</u></u>	<u><u>\$ 1,295,415</u></u>	<u><u>53</u></u>
EARNINGS PER SHARE (Note 25)				
Basic earnings per share	<u><u>\$ 9.84</u></u>		<u><u>\$ 8.81</u></u>	
Diluted earnings per share	<u><u>\$ 9.78</u></u>		<u><u>\$ 8.76</u></u>	

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

(Concluded)

GRAPE KING BIO LTD.

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Share Capital - Ordinary Shares		Retained Earnings				Unappropriated Earnings		Others			Total Equity
	Number of Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income				
BALANCE AT JANUARY 1, 2021	136,286	\$ 1,362,864	\$ 971,717	\$ 1,070,880	\$ 100,752	\$ 3,204,726	\$ (67,775)	\$ (18,690)	\$	\$ 6,624,474		
Appropriation of 2020 earnings	-	-	-	127,245	-	(127,245)	-	-	-	-		
Legal reserve	-	-	-	-	-	14,287	-	-	-	-		
Special reserve	-	-	-	-	(14,287)	(948,079)	-	-	-	(948,079)		
Cash dividends	-	-	-	-	-	-	-	-	-	-		
Change in other capital surplus	-	-	1,814	-	-	-	-	-	-	1,814		
Net profit for the year ended December 31, 2021	-	-	-	-	-	1,300,423	-	-	-	1,300,423		
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	-	732	(7,792)	2,052	-	(5,008)		
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	1,301,155	(7,792)	2,052	-	1,295,415		
Issuance of ordinary shares for cash	11,851	118,510	1,896,160	-	-	-	-	-	-	2,014,670		
BALANCE AT DECEMBER 31, 2021	148,137	1,481,374	2,869,691	1,198,125	86,465	3,444,844	(75,567)	(16,638)	-	8,988,294		
Appropriation of 2021 earnings	-	-	-	130,115	-	(130,115)	-	-	-	-		
Legal reserve	-	-	-	-	-	(5,740)	-	-	-	-		
Special reserve	-	-	-	-	5,740	(903,638)	-	-	-	(903,638)		
Cash dividends	-	-	-	-	-	-	-	-	-	-		
Change from investment in associates accounted for using the equity method	-	-	2,809	-	-	-	-	-	-	2,809		
Change in other capital surplus	-	-	1,732	-	-	-	-	-	-	1,732		
Net profit for the year ended December 31, 2022	-	-	-	-	-	1,457,112	-	-	-	1,457,112		
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	-	2,086	17,644	2,954	-	22,684		
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	1,459,198	17,644	2,954	-	1,479,796		
Disposal of subsidiary	-	-	-	-	-	-	779	-	-	779		
BALANCE AT DECEMBER 31, 2022	148,137	\$ 1,481,374	\$ 2,874,232	\$ 1,328,240	\$ 92,205	\$ 3,864,549	\$ (57,144)	\$ (13,684)	\$	\$ 9,569,772		

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

GRAPE KING BIO LTD.**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,531,456	\$ 1,342,087
Adjustments for:		
Depreciation expenses	292,159	271,311
Amortization expenses	8,490	5,367
Net gain on financial assets at fair value through profit or loss	(631)	(799)
Finance costs	747	1,328
Interest income	(1,591)	(272)
Dividend income	-	(2)
Share of profit of subsidiaries and associates	(1,124,146)	(1,079,659)
Gain on disposal of property, plant and equipment, net	(15)	-
Gain on disposal of investment properties	-	(1,261)
Loss on disposal of subsidiary	779	-
Write downs of inventories	21,273	-
Impairment loss on investments accounted for using the equity method	2,538	-
Unrealized (realized) gain on transactions with subsidiaries and associates	14,429	(6,575)
Changes in operating assets and liabilities		
Notes and accounts receivable, net	(10,301)	(7,006)
Accounts receivable from related parties	(76,183)	(64,231)
Other receivables	(603)	(242)
Other receivables from related parties	(7,435)	(1,966)
Inventories	17,027	(22,876)
Other current assets	17,988	14,891
Contract liabilities	6,186	18,284
Notes and accounts payable	46,231	16,111
Other payables	41,000	2,959
Other payables to related parties	(163)	(220)
Other current liabilities	4,053	(13,895)
Net defined benefit liabilities	(2,386)	(2,488)
Cash generated from operations	780,902	470,846
Interest received	1,591	272
Interest paid	(141)	(1,204)
Income tax paid	(30,140)	(22,546)
Net cash generated from operating activities	<u>752,212</u>	<u>447,368</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(27,173)	(5,000)
Proceeds from sale of financial assets at amortized cost	8,940	-
Proceeds from redemption of financial assets at amortized cost	5,000	-
Acquisition of financial assets at fair value through profit or loss	(800,000)	(1,200,000)
Proceeds from sale of financial assets at fair value through profit or loss	1,001,010	1,000,420

(Continued)

GRAPE KING BIO LTD.**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	2022	2021
Acquisition of investments accounted for using the equity method	\$ (8,089)	\$ -
Net cash inflow on disposal of subsidiary	27,586	-
Acquisition of property, plant and equipment	(442,272)	(241,412)
Proceeds from disposal of property, plant and equipment	15	-
Increase in refundable deposits	(1,886)	(1,514)
Decrease in refundable deposits	4,536	3,122
Acquisition of intangible assets	(13,698)	(1,106)
Proceeds from disposal of investment properties	-	1,382
Increase in other non-current assets	-	(151)
Dividends received	<u>879,408</u>	<u>845,496</u>
Net cash generated from investing activities	<u>633,377</u>	<u>401,237</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of short-term borrowings	-	(500,000)
Proceeds from long-term borrowings	100	-
Repayments of long-term borrowings	(94,465)	(1,207,868)
Proceeds from guarantee deposits received	1,554	794
Refund of guarantee deposits received	(3,488)	(4,523)
Repayment of the principal portion of lease liabilities	(18,485)	(15,106)
Dividends paid to owners of the Company	(903,638)	(948,079)
Proceeds from issuance of ordinary shares	-	2,014,670
Other financing activities	<u>1,732</u>	<u>1,814</u>
Net cash used in financing activities	<u>(1,016,690)</u>	<u>(658,298)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	368,899	190,307
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>531,713</u>	<u>341,406</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 900,612</u>	<u>\$ 531,713</u>

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

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Grape King Bio Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Grape King Bio Ltd. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by 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 Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter of the Group's consolidated financial statements for the year ended December 31, 2022 is stated as follows:

Valuation of Inventory

The products of the Group mainly include health foods and beverages. Such products have shelf-lives and are sold in a highly competitive consumer market, resulting in greater exposure to risk of loss on inventory due to damage or expiration. The estimation for loss on inventory is based on market conditions, historical sales experience of similar products, and the net realizable value of inventory. Refer to Notes 4, 5, and 11 to the

consolidated financial statements for the details on the valuation of inventory. The net carrying amount of inventory as of December 31, 2022 for the Group amounted to NT\$688,391 thousand, which was significant to the consolidated financial statements, and the criteria to determine loss on inventory vary according to different categories of inventories which require critical accounting estimates. Consequently, the valuation of inventory was identified as a key audit matter.

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

1. We understood and tested the design and tested the operating effectiveness of the key controls over the valuation of inventory;
2. We understood and assessed the reasonableness of inventory valuation policy and estimates used by the management;
3. We performed an observation on the Group's annual physical count of inventory to assess for any indications of damaged or expired inventories not listed in the allowance for inventory loss;
4. We sampled and recalculated the accuracy of net realizable value of inventory as well as performed calculations of the validity period from the year-end subsidiary ledgers and aging report of inventories, to verify that the allowance for inventory loss was appropriately recognized based on the policy.

Other Matter

We have also audited the parent company only financial statements of Grape King Bio Ltd. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committees, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yu Feng Huang and Ming Yuan Chung.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 22, 2023

Notice to Readers

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GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021		2022		2021	
	Amount	%	Amount	%	Amount	%	Amount	%
CURRENT ASSETS								
Cash and cash equivalents (Note 6)	\$ 4,672,852	31	\$ 3,635,197	26	\$ 173,389	1	\$ 129,174	1
Financial assets at fair value through profit or loss (Note 7)	-	-	200,379	1	293,843	2	268,964	2
Financial assets at amortized cost (Note 9)	117,049	1	61,838	1	2,051,370	14	1,817,560	13
Notes and accounts receivable, net (Notes 10 and 24)	196,680	1	232,957	2	92,071	1	66,810	1
Accounts receivable from related parties (Notes 24 and 32)	72,967	1	67,739	1	1,026,091	7	925,723	7
Other receivables	14,359	-	13,125	-	46,943	-	48,311	-
Other receivables from related parties (Note 32)	-	-	-	-	28,704	-	30,766	-
Inventories (Note 11)	688,391	5	719,257	5	-	-	-	-
Other current assets (Note 18)	38,964	-	54,785	-	-	-	6,990	-
Total current assets	5,801,262	39	4,985,297	35	3,712,411	25	3,294,298	24
NON-CURRENT ASSETS								
Financial assets at fair value through other comprehensive income (Note 8)	14,344	-	11,390	-	-	-	87,375	1
Financial assets at amortized cost (Notes 9 and 33)	24,520	-	13,320	-	9,652	-	7,362	-
Investments accounted for using the equity method (Note 13)	44,651	-	25,353	-	69,702	-	69,001	-
Property, plant and equipment (Notes 14, 33 and 34)	7,360,682	49	7,207,653	51	110,809	1	129,082	1
Right-of-use assets (Note 15)	186,268	1	209,768	2	9,391	-	44,346	-
Investment properties (Note 16)	1,416,269	10	1,459,577	11	199,554	-	337,166	-
Intangible assets (Note 17)	43,757	-	33,340	-	-	-	-	-
Deferred tax assets (Note 26)	14,662	-	8,705	-	3,911,965	26	3,631,464	26
Other non-current assets (Notes 18, 22 and 32)	147,223	1	106,474	1	-	-	-	-
Total non-current assets	9,251,776	61	9,075,582	65	1,481,374	10	1,481,374	11
					2,874,232	19	2,869,691	20
LIABILITIES AND EQUITY								
CURRENT LIABILITIES								
Contract liabilities (Note 24)	-	-	-	-	-	-	-	-
Notes and accounts payable	-	-	-	-	-	-	-	-
Other payables (Note 20)	-	-	-	-	-	-	-	-
Other payables to related parties (Note 32)	-	-	-	-	-	-	-	-
Current tax liabilities (Note 26)	-	-	-	-	-	-	-	-
Lease liabilities (Notes 15 and 32)	-	-	-	-	-	-	-	-
Other current liabilities (Notes 20 and 32)	-	-	-	-	-	-	-	-
Current portion of long-term borrowings (Notes 19 and 33)	-	-	-	-	-	-	-	-
Total current liabilities	-	-	-	-	-	-	-	-
NON-CURRENT LIABILITIES								
Long-term borrowings (Notes 19 and 33)	-	-	-	-	-	-	-	-
Provisions (Note 21)	-	-	-	-	9,652	-	7,362	-
Deferred tax liabilities (Note 26)	-	-	-	-	69,702	-	69,001	-
Lease liabilities (Notes 15 and 32)	-	-	-	-	110,809	1	129,082	1
Other non-current liabilities (Notes 20 and 32)	-	-	-	-	9,391	-	44,346	-
Total non-current liabilities	-	-	-	-	199,554	-	337,166	-
Total liabilities	-	-	-	-	3,911,965	26	3,631,464	26
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 23)								
Share capital	-	-	-	-	-	-	-	-
Ordinary shares	-	-	-	-	1,481,374	10	1,481,374	11
Capital surplus	-	-	-	-	2,874,232	19	2,869,691	20
Retained earnings	-	-	-	-	1,328,240	9	1,198,125	9
Legal reserve	-	-	-	-	92,205	-	86,465	-
Special reserve	-	-	-	-	3,864,549	26	3,444,844	24
Unappropriated earnings	-	-	-	-	5,284,994	35	4,729,434	34
Total retained earnings	-	-	-	-	(70,828)	-	(92,205)	(1)
Other equity	-	-	-	-	-	-	-	-
Total equity attributable to owners of the Company	-	-	-	-	9,569,772	64	8,988,294	64
NON-CONTROLLING INTERESTS (Notes 12 and 23)								
Total equity	-	-	-	-	1,571,301	10	1,441,121	10
TOTAL	\$ 15,053,038	100	\$ 14,060,879	100	\$ 15,053,038	100	\$ 14,060,879	100

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

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
NET REVENUE (Notes 24 and 32)	\$ 10,391,231	100	\$ 9,798,246	100
COST OF GOODS SOLD (Notes 11 and 25)	<u>(1,909,186)</u>	<u>(18)</u>	<u>(1,942,319)</u>	<u>(20)</u>
GROSS PROFIT	8,482,045	82	7,855,927	80
UNREALIZED GAIN ON TRANSACTIONS WITH ASSOCIATE	<u>(1,096)</u>	<u>-</u>	<u>(570)</u>	<u>-</u>
ADJUSTED GROSS PROFIT	<u>8,480,949</u>	<u>82</u>	<u>7,855,357</u>	<u>80</u>
OPERATING EXPENSES (Notes 22, 25 and 32)				
Selling and marketing	(4,999,836)	(48)	(4,650,569)	(47)
General and administrative	(639,492)	(6)	(600,976)	(6)
Research and development	<u>(289,884)</u>	<u>(3)</u>	<u>(292,228)</u>	<u>(3)</u>
Total operating expenses	<u>(5,929,212)</u>	<u>(57)</u>	<u>(5,543,773)</u>	<u>(56)</u>
INCOME FROM OPERATIONS	<u>2,551,737</u>	<u>25</u>	<u>2,311,584</u>	<u>24</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13, 25 and 32)				
Interest income	19,923	-	6,287	-
Other income	95,863	1	99,847	1
Other gains and losses	11,900	-	(1,031)	-
Finance costs	(2,367)	-	(4,011)	-
Share of profit of associate	<u>10,822</u>	<u>-</u>	<u>2,230</u>	<u>-</u>
Total non-operating income	<u>136,141</u>	<u>1</u>	<u>103,322</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	2,687,878	26	2,414,906	25
INCOME TAX EXPENSE (Note 26)	<u>(518,191)</u>	<u>(5)</u>	<u>(466,917)</u>	<u>(5)</u>
NET PROFIT FOR THE YEAR	<u>2,169,687</u>	<u>21</u>	<u>1,947,989</u>	<u>20</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 22 and 23)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	3,092	-	870	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	2,954	-	2,052	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	(619)	-	(174)	-

(Continued)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	\$ 17,347	-	\$ (7,325)	-
Exchange differences on translating the financial statements of foreign operations of associate	<u>1,071</u>	<u>-</u>	<u>(467)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>23,845</u>	<u>-</u>	<u>(5,044)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 2,193,532</u>	<u>21</u>	<u>\$ 1,942,945</u>	<u>20</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,457,112	14	\$ 1,300,423	13
Non-controlling interests	<u>712,575</u>	<u>7</u>	<u>647,566</u>	<u>7</u>
	<u>\$ 2,169,687</u>	<u>21</u>	<u>\$ 1,947,989</u>	<u>20</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,480,575	14	\$ 1,295,415	13
Non-controlling interests	<u>712,957</u>	<u>7</u>	<u>647,530</u>	<u>7</u>
	<u>\$ 2,193,532</u>	<u>21</u>	<u>\$ 1,942,945</u>	<u>20</u>
EARNINGS PER SHARE (Note 27)				
Basic earnings per share	<u>\$ 9.84</u>		<u>\$ 8.81</u>	
Diluted earnings per share	<u>\$ 9.78</u>		<u>\$ 8.76</u>	

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

(Concluded)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company										
	Share Capital - Ordinary Shares				Retained Earnings			Others			Total Equity
	Number of Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Statements of Total	Non-controlling Interests	
BALANCE AT JANUARY 1, 2021	136,286	\$ 1,362,864	\$ 971,717	\$ 1,070,880	\$ 100,752	\$ 3,204,726	\$ (67,775)	\$ (18,690)	\$ 6,624,474	\$ 1,353,980	\$ 7,978,454
Appropriation of 2020 earnings	-	-	-	127,245	-	(127,245)	-	-	-	-	-
Legal reserve	-	-	-	-	-	14,287	-	-	-	-	-
Special reserve	-	-	-	-	(14,287)	-	-	-	(948,079)	-	(948,079)
Cash dividends	-	-	-	-	-	(948,079)	-	-	-	-	(948,079)
Cash dividends distributed by subsidiary	-	-	-	-	-	-	-	-	-	(560,389)	(560,389)
Change in other capital surplus	-	-	1,814	-	-	-	-	-	1,814	-	1,814
Change in other capital surplus	-	-	-	-	-	1,300,423	-	-	1,300,423	647,566	1,947,989
Net profit for the year ended December 31, 2021	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	-	732	(7,792)	2,052	(5,008)	(36)	(5,044)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	1,301,155	(7,792)	2,052	1,295,415	647,530	1,942,945
Issuance of ordinary shares for cash	11,851	118,510	1,896,160	-	-	-	-	-	2,014,670	-	2,014,670
BALANCE AT DECEMBER 31, 2021	148,137	1,481,374	2,869,691	1,198,125	86,465	3,444,844	(75,567)	(16,638)	8,988,294	1,441,121	10,429,415
Appropriation of 2021 earnings	-	-	-	130,115	-	(130,115)	-	-	-	-	-
Legal reserve	-	-	-	-	5,740	(5,740)	-	-	-	-	-
Special reserve	-	-	-	-	-	(903,638)	-	-	(903,638)	-	(903,638)
Cash dividends	-	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed by subsidiary	-	-	-	-	-	-	-	-	-	(582,777)	(582,777)
Change from investments in associates accounted for using the equity method	-	-	2,809	-	-	-	-	-	2,809	-	2,809
Change in other capital surplus	-	-	1,732	-	-	-	-	-	1,732	-	1,732
Change in other capital surplus	-	-	-	-	-	1,457,112	-	-	1,457,112	712,575	2,169,687
Net profit for the year ended December 31, 2022	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	-	2,086	17,644	2,954	22,684	382	23,066
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	1,459,198	17,644	2,954	1,479,796	712,957	2,192,753
Disposal of subsidiary	-	-	-	-	-	-	779	-	779	-	779
BALANCE AT DECEMBER 31, 2022	148,137	1,481,374	2,874,232	1,328,240	92,205	3,864,549	(57,144)	(13,684)	9,569,772	1,571,301	11,141,073

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

GRAPE KING BIO LTD. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,687,878	\$ 2,414,906
Adjustments for:		
Depreciation expenses	435,359	416,401
Amortization expenses	14,279	11,052
Expected credit loss	-	373
Net gain on financial assets at fair value through profit or loss	(631)	(799)
Finance costs	2,367	4,011
Interest income	(19,923)	(6,287)
Dividend income	-	(2)
Share of profit of associates	(10,822)	(2,230)
Loss on disposal of property, plant and equipment, net	408	437
Gain on disposal of investment properties	(4,943)	(1,261)
Loss on disposal of subsidiary	779	-
Write downs of inventories	21,273	-
Impairment loss on investments accounted for using equity method	2,538	-
Unrealized gain on transactions with associate	1,096	570
Gain on modification of lease agreements	(106)	-
Changes in operating assets and liabilities		
Notes and accounts receivable, net	36,277	(33,882)
Accounts receivable from related parties	(5,228)	(65,491)
Other receivables	2,294	(9,537)
Other receivables from related parties	-	12
Inventories	9,452	(29,793)
Other current assets	15,821	17,243
Contract liabilities	44,215	32,934
Notes and accounts payable	24,879	13,646
Other payables	150,477	30,127
Other payables to related parties	25,261	29,169
Provisions	(779)	(40)
Other current liabilities	(31,806)	(18,093)
Net defined benefit liabilities	(2,718)	(2,565)
Cash generated from operations	3,397,697	2,800,901
Interest received	16,395	6,232
Interest paid	(199)	(2,641)
Income tax paid	(423,456)	(262,288)
Net cash generated from operating activities	<u>2,990,437</u>	<u>2,542,204</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(77,173)	(5,000)
Proceeds from sale of financial assets at amortized cost	8,940	19,926
Proceeds from redemption of financial assets at amortized cost	5,000	-
Acquisition of financial assets at fair value through profit or loss	(800,000)	(1,200,000)

(Continued)

GRAPE KING BIO LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
Proceeds from sale of financial assets at fair value through profit or loss	\$ 1,001,010	\$ 1,000,420
Acquisition of investments accounted for using the equity method	(8,089)	(9,722)
Acquisition of property, plant and equipment	(486,685)	(275,198)
Proceeds from disposal of property, plant and equipment	21	10
Increase in refundable deposits	(6,475)	(4,822)
Decrease in refundable deposits	6,948	11,011
Acquisition of intangible assets	(15,784)	(3,203)
Acquisition of investment properties	-	(724)
Proceeds from disposal of investment properties	40,181	1,382
Decrease in other non-current assets	1,797	3,574
Dividends received	<u>-</u>	<u>2</u>
Net cash used in investing activities	<u>(330,309)</u>	<u>(462,344)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	205,000	-
Repayments of short-term borrowings	(205,000)	(500,000)
Proceeds from long-term borrowings	100	-
Repayments of long-term borrowings	(94,465)	(1,326,896)
Proceeds from guarantee deposits received	8,122	2,369
Refund of guarantee deposits received	(12,028)	(8,384)
Repayment of the principal portion of lease liabilities	(45,597)	(44,118)
Dividends paid to owners of the Company	(903,638)	(948,079)
Proceeds from issuance of ordinary shares	-	2,014,670
Dividends paid to non-controlling interests	(582,777)	(560,389)
Other financing activities	<u>1,732</u>	<u>1,814</u>
Net cash used in financing activities	<u>(1,628,551)</u>	<u>(1,369,013)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	<u>6,078</u>	<u>(2,679)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,037,655	708,168
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>3,635,197</u>	<u>2,927,029</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 4,672,852</u>	<u>\$ 3,635,197</u>

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

(Concluded)

Appendix 3

Grape King Bio Ltd

Profit Distribution Table

Year 2022

(Unit: NTD \$)

Items	Amount	Note
Beginning retained earnings	2,405,350,154	
Add (Minus):		
Other Comprehensive Income (Re-measurements of defined benefit plans,2022)	1,506,420	
Other Comprehensive Income (Investment adjustments for Using Equity Method)	580,328	
2022 Net Profit after Tax	1,457,111,885	
Subtotal	3,864,548,787	
Add (Minus):		
10% Legal Reserve appropriation	(145,919,863)	
Reversal of Special Reserve	21,376,591	
Distributable net profit	3,740,005,515	
Distributable items:		
Cash dividend to shareholders-NT\$6.9 per share	(1,022,147,874)	
Unappropriated retained earnings	2,717,857,641	

Note: 1. Profit distribution was first allocated in the 2022 unallocated earnings.

2. The above dividend is based on the number of common shares issued by the Company as of February 14, 2023; 148,137,373 shares were the bases for the calculation.

Chairman: **Shenglin Andrew Tseng** General Manager: **Shenglin Andrew Tseng** Chief Accountant: **Nick Hung**

Appendix 4

Grape King Bio Ltd. Articles of Incorporation

Chapter 1 General Principles

Article 1: The Company is named by GRAPE KING BIO LTD, which is organized in accordance with the regulation of company limited by share in the Company Act.

Article 2: Business items of the Company are shown as follows:

1. C103050 Canned, Frozen, Dehydrated Food Manufacturing
2. C106010 Flour Milling
3. F203010 Retail sale of Food and Grocery
4. F102170 Wholesale of Food and Grocery
5. C201010 Prepared Animal Feeds Manufacturing
6. F202010 Retail sale of Animal Feeds
7. F102040 Wholesale of Nonalcoholic Beverages
8. C114010 Food Additives Manufacturing
9. F121010 Wholesale of food additives
10. F221010 Retail of food additives
11. C109010 Seasoning Manufacturing
12. F501030 Coffee/Tea Shops and Bars
13. C802041 Drugs and Medicines Manufacturing
14. F108021 Wholesale of Drugs and Medicines
15. F208021 Retail Sale of Drugs and Medicines
16. F208050 Retail Sale of the Second Type Patent Medicine
17. F108031 Wholesale of Drugs, Medical Goods
18. F208031 Retail sale of Medical Equipment's
19. C802100 Cosmetics Manufacturing
20. F108040 Wholesale of Cosmetics
21. F208040 Retail Sale of Cosmetics
22. C802090 Cleaning Products Manufacturing
23. F207030 Retail Sale of Cleaning Preparations
24. F107030 Wholesale of Cleaning Preparation
25. C105010 Edible Oil Manufacturing
26. C102010 Dairy Products Manufacturing
27. F206020 Retail Sale of Articles for Daily Use

28. F106020 Wholesale of Articles for Daily Use
29. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
30. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
31. F401010 International Trade
32. H201010 Investment
33. H701010 Residence and Buildings Lease Construction and Development
34. C110010 Beverage Manufacturing
35. C199990 Other Food Manufacturing Not Elsewhere Classified
36. F102030 Wholesale of Tobacco Products and Alcoholic Beverages
37. F203020 Retail Sale of Tobacco and Alcoholic Beverages
38. I401010 General Advertising Services
39. JE01010 Rental and Leasing Business
40. IZ12010 Manpower Services
41. A101040 Edible Fungus and Algae
42. A101030 Special Crops
43. A101050 Flower Gardening
44. IG01010 Biotechnology Services
45. F401171 Alcohol Drink Import
46. F107080 Wholesale of Environment Medicines
47. F207080 Retail Sale of Environment Medicine
48. C802080 Pesticides Manufacturing
49. H703100 Real Estate Rental and Leasing
50. F601010 Intellectual Property
51. I101090 Food Consultancy
52. C201020 Pet food processing
53. F106060 Wholesale of pet food and appliances
54. F206050 Retail of pet food and appliances
55. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Company is situated in Taoyuan City and may set up a subsidiary company at home and abroad through the resolution of Board of Directors and depends on the demand of business.

Article 3-1

In the case of investment abroad for the Company, the total investment amount may be over 40% of paid-in capital, and it shall authorize Board of Directors to handle with investment related affairs.

Article 3-2

The Company shall make endorsement and guarantee externally and the procedure shall be handled according to the regulation of endorsement and guarantee for the Company.

Article 4: Deleted

Chapter 2 Shares

Article 5

The total capital of the Company is 1.8 billion NTD, divided into 180 million shares with per vale of 10 NTD. It authorizes Board of Directors to issue the share separately if necessary.

Article 5-1

When the Company issues new shares, there shall be reserved for employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The treasury shares bought back by the Company under the laws, there shall be transferred to employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The Company issues a share subscription warrant to employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The Company issues restricted stock for employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements. The above specific requirements shall authorize the Board of Directors to establish.

Article 6

The Company adopts registered stock system and issue shares without printing out of share but it shall contact and register at the Institute of Chartered Secretaries & Administrators.

Article 7: Deleted

Article 8

The Shareholder shall take his/her seal to make registration to the Company. The Shareholders exercises every right depends on the seal kept in the Company.

Article 9

Unless otherwise specified in ordinance or regulation of securities, for the Shareholder of the Company handles Shareholder affairs such as stock transfer, setting the pledge, inheritance, favor, report the loss of seal, change of seal or change of address, it shall be handled according to “The Company Act” and “Criteria Governing Handling of Stock Affairs by Public Stock Companies”.

Article 10

In the event of missing or destroying shares, the Company will handle according to “The Company Act” and “Criteria Governing Handling of Stock Affairs by Public Stock Companies” issued by the competent authority.

Article 11: Deleted

Article 12

In the case of performing negotiable endorsement of shares, shareholder cannot go against the change of the shareholders’ list unless recording the name or tile of transferee on the share, recording the name or tile and address of transferee on the shareholders’ list 60 days prior to shareholder’s regular meeting/ 30 days prior to provisional shareholder’ meeting or 5 days prior to base date of determining distribution of stock dividend or other interests.

Article 13: Deleted

Chapter 3 Shareholders’ Meetings

Article 14

Shareholders’ meetings consist of two types, one is regular shareholders’ meetings, the other is provisional shareholders’ meetings. The regular shareholders’ meetings will be conducted by the Chairman of the board and may be held within six months after the end of fiscal year every year. The provisional shareholders’ meetings may be held if necessary.

Article 15

The convening of regular shareholders’ meetings shall be conducted according to the regulations of the Company Act.

When the Corporation holds a shareholder meeting, it may convene a virtual shareholders meeting or other methods as announced by the Ministry of Economic Affairs.

Article 16

Unless other regulations in law, the shareholder of the Company has the voting right, and one stock for one voting right.

Article 17

On the occasion of being unable to attend shareholders' meetings, a shareholder can issue a power of attorney listing range of authorization with his/her signature or seal to delegate a deputy for attendance. Authority for the regulations of delegating attendance of a shareholder, in addition to conducting according to the regulations of Article 177, the Company Act, it shall handle according to "Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" proclaimed by competent authority.

Article 18

There solutions during the shareholders' meetings except those stipulated in the Company Act, shall be decided by the majority of shareholders who represent the total number of issued shares, and whose voting rights shall prevail. Attendance is less than the previous one and the number of shareholders representing more than one third of the total number of issued shares is present in accordance with the provisions of the Company Act. 175. Shareholders of the Company are also allowed to exercise their voting rights electronically. Shareholders who exercise their voting rights electronically shall be deemed physically present. All relevant matters are governed by existing laws and regulations.

Article 19

The resolution events of shareholders' meetings shall be made as meeting minutes, and then signed or sealed by the chairperson and dispatched the meeting minutes to each shareholder within 20 days after the meeting. The dispatch of the previous meeting minutes shall be performed through announcement to those whom signed the sign-in book for attending shareholders' meetings. The power of attorney acting on behalf of other Director's attendance shall be kept in the Company according to Article 183, the Company Act.

Chapter 4 Director and Audit Committee

Article 20

The Company shall have between nine (9) to thirteen (13) directors. The number of directors is authorized by the Board of Directors. The term of office shall be three (3) years. Directors shall be elected from a list of candidates and appointed by the shareholders during the shareholders' meetings. Directors may also be re-elected for succeeding terms. The number of independent

directors shall not be less than three, and shall not be less than one fifth of the directors' seats. The election of directors and supervisors entails a nomination system. The nomination, notice and other matters relating to the candidates for directors and supervisors shall be in accordance with the Company Act, securities trading law, related laws and regulations. Independent directors and non-independent directors should be elected together to determine their designation. The total shares of nominal stocks held by either directors or supervisors shall not be less than the specified percentage regulated by the relevant competent authority.

Article 20-1: Deleted

Article 20-2

The Board of Directors of the Company may set up functional committees, the qualifications, exercise of their power, and related matters for the committee members shall be handled in accordance with the relevant laws and regulations and set out by the Board of Directors.

Pursuant to Article 14-4 of the Securities and Exchange Act, the Company establishes Audit Committee. The Audit Committee powers conferred by the Securities and Exchange Act, the Company Act, any other law, and the procedure of corporation.

The Audit Committee shall be composed of the entire number of independent directors, one of whom shall be committee convener, and at least one of whom shall have accounting or financial expertise.

Article 21

Upon Directors organize Board of Directors it shall elect one of them within Board of Directors as the Chairman of the board. The Chairman of the Board holds shareholders' meetings internally and acts on behalf of the Company externally. In the event of absence, the Chairman of the board shall designate a Director to be deputed. Directors may elect one of them in case of no designation hereof.

Article 22

The Directors may issue a power of attorney when unable attend the Directors' meeting to delegate other Director for acting on behalf of the Director to attend the meeting. However, the deputy is subjected to be delegated by one person. When holding video conference, the Director may be regarded as attending in person for the case that Director attending the video conference.

Article 22-1

Directors' meeting shall be convened once a quarter with the written purpose to inform every Director and supervisor seven days prior to the meeting date. In the event of emergency, Directors may convene at any time. The convening of the previous paragraph may be made at any time by written mail, facsimile, and E-mail etc.

Article 23

Unless other regulations in the Company Act or Article of Association, it shall be made a resolution by Directors' meeting for all its business policies and important events, on occasion of resolution, it shall be made by over a half of the Directors' attendances and over a half of the agreement of attending Directors.

Article 24

The proceedings of Directors' meeting shall be made as meeting minutes and then issued to every Director within 20 days after the meeting.

Article 25: Deleted**Article 25-1**

Board of Directors is authorized to determine the transportation allowance and remuneration based on reference of the industrial compensation level but not over the standard of highest level salary according to Guideline for Remuneration Criteria.

Article 25-2: Deleted**Article 25-3**

The Company shall purchase liability insurance for Directors to guarantee Directors to take potential legal responsibility occurring from the implementation of duties thereof.

Chapter 5 Manager

Article 26

The Company shall set up managers, and the appointment, discharge and remuneration shall be handled in accordance with the regulations of Article 29, the Company Act.

Chapter 6 Accounting

Article 27

The fiscal year of the Company begins on January 1 and ends on December 31 every year.

Article 28

Board of Directors shall prepare the following financial reports according to the regulations of the Company Act at the end of fiscal year of the Company and propose in shareholders' meetings for admission.

1. Annual Business Report
2. Financial Report
3. Proposal for Appointment of Profit or Loss

Article 29

The Company shall make appropriate provisions for Employee bonus and remuneration to Director according to the proportion as below on the occasion of a profit making year.

However, it shall preserve amount to cover the deficit and then make appropriate provisions to employee bonuses and remunerations to Directors by following proportion in case that there is accumulated deficits in the Company.

(1) Employee Bonus:

The Company shall make appropriate provisions based on Income Before Tax (Employee Bonus and Remuneration to Director excluded) for 6-8% as employee bonus and distribute and issue stock or cash depends on the resolution of Board of Directors. The distributed targets include the employees of parents or subsidiary of the Company meeting certain specific requirements and specific requirements shall authorize the Board of Directors to establish.

(2) Remuneration to Director:

The Company shall make appropriate provisions but not more than 2% based on Income before Tax (Employee Bonus and Remuneration to Director excluded) for Remuneration to Director).

The distribution proposal of employee bonus and remuneration to Director shall be proposed in Directors' meeting.

Article 30

The Company shall pay taxes and cover accumulated deficits and then make appropriate provisions of about 10% for legal reserve. In the case of making profit earnings at the close of business year after settlement, while the legal reserve reaches the paid-in capital of the Company, it may not make an provision anymore. The Company may make appropriate provision or reverse to special reserve for the surplus. In the event of an undistributed earnings of current year, it shall combine with accumulated undistributed earnings to apply for formulating earning distribution proposal to Board of Directors and propose it in the shareholders' meetings for distribution of dividends to shareholders. The dividend policy of the Company shall conform to the current and future development plans and consider the investment environment. Capital demand and domestic and international competitive conditions in addition to taking into account of shareholder's interest. It shall make an appropriate provision but not lower than 60% of the undistributed earnings of current year for distributing

dividends to shareholders. The Company may not distribute when the accumulated undistributed earnings is lower than paid-in capital. It may adopt cash or stock for distribution of dividends to shareholders. The cash dividend is subjected to not lower than 10% of stock dividends.

Chapter 7 Supplementary Articles

Article 31

For the events not stipulated in the Article, it comply with the regulations of the Company Act.

Article 32

The Article is established on March 6, 1971. The 1st amendment was on July 31, 1973. The 2nd amendment was on January 20, 1974. The 3rd amendment was on April 11, 1977. The 4th amendment was on February 5, 1979. The 5th amendment was on May 6, 1979. The 6th amendment was on March 29, 1980. The 7th amendment was on March 29, 1981. The 8th amendment was on February 21, 1982. The 9th amendment was on May 3, 1985. The 10th amendment was on June 17, 1986. The 11th amendment was on November 20, 1986. The twelve amendment was on May 23, 1987. The 13th amendment was May 25, 1988. The 14th amendment was on May 24, 1989. The 15th amendment was on November 3, 1989. The 16th amendment was on April 19, 1990. The 17th amendment was on September 9, 1991. The 18th amendment was on May 25, 1992. The 19th amendment was on April 23, 1993. The 20th amendment was on May 30, 1994. The 21st amendment was on May 31, 1995. The 22nd amendment was on May 29, 1996. The 23rd amendment was on June 16, 1997. The 24th amendment was on June 26, 1998. The 25th amendment was on June 26, 1998. The 26th amendment was on June 25, 1999. The 27th amendment was on June 12, 2000. The 28th amendment was on June 14, 2001. The 29th amendment was on June 12, 2002. The 30th amendment was on June 18, 2003. The 31st amendment was on June 21, 2004. The 32nd amendment was on June 17, 2005. The 33rd amendment was on June 14, 2006. The 34th amendment was on June 18, 2008. The 35th amendment was on June 19, 2009. The 36th amendment was June 13, 2012. The 37th amendment was on June 23 2014. The 38th amendment was on June 26, 2015. The 39th amendment was on June 16, 2016. The 40th amendment was on June 13, 2017. The 41th revision was made on May 29, 2019. The 42th revision was made on May 28, 2020. The 43th revision was made on July 15, 2021. The 44th revision was made on May 27, 2022.

Appendix 5

Grape King Bio Ltd. Rules of Procedure for Shareholders' Meetings

Approved by the Shareholders' Meeting held on May 28, 2020

Article 1

The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, shall be as provided in these Rules.

Article 2

The 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 plus the number of shares whose voting rights are exercised by electronically.

Article 3

A shareholder except as otherwise provided by law, shall be entitled to one vote for each share held.

Article 4

The venue for shareholders' meetings shall be the premises of the Company, or a place easily accessible to shareholders and suitable for shareholders' meetings. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. The place and time of the meeting shall be in full consideration of the opinions of the independent directors.

Article 5

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

If shareholders' meetings are convened by a party with power to convene but other than the Board of Directors the convening party shall Chair the meeting.

Article 6

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend shareholders' meetings in a non-voting capacity.

Staff handling administrative affairs of shareholders' meetings shall wear identification cards or arm bands.

Article 7

The Company shall make an audio or video recording of the shareholders' meetings and retained for at least 1 year.

Article 8

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 1 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. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders still represent less than one third of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.

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

Article 9

If shareholders' meetings are convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors, and related proposal (including extempore motions and revised proposal) shall be followed by a poll for each proposal. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meetings.

The provisions of the preceding paragraph apply mutatis mutandis to shareholders' meetings 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 extempore motions), except by a resolution of the shareholders' meetings.

If the Chair declares the meeting adjourned in violation of the rules of procedure, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After the meeting is adjourned, shareholders may not separately elect a Chair and resume the meeting at the original or another venue.

Article 10

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 content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

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

Article 11

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 12

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

Article 13

After an attending shareholder has spoken, the Chair may respond in person or direct relevant personnel to respond.

Article 14

When the Chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chair may announce the discussion closed and call for a vote and properly arrange the vote time.

Article 15

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 the Company. Vote counting for proposals or elections shall be conducted in public at the place of the shareholders' meetings.

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.

Article 16

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

Article 17

Except as otherwise provided in the Company Act and in this Corporation'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 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.

Article 18

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 19

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 identification card or armband bearing the word "Proctor."

Article 20

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

Appendix 6

Shareholdings of All Directors

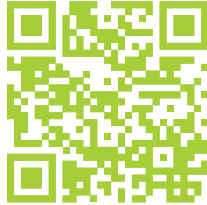
1. Minimum shares held by the Directors and recorded shares held

Title	Minimum legally-held shares	Recorded shares held
Directors	8,888,242 shares	27,364,300 shares

2. Directors Shareholding Structure in detail

Title	Name	Recorded shares held
Chairman	Shenglin Andrew Tseng	6,511,244
Director	Mei-Ching Tseng	2,954,117
Director	UNI-PRESIDENT ENTERPRISES CORP. Representative: Kao Shiow Ling	11,851,000
Director	Yen-Shiang Huang	203,000
Director	Jue-Jia Chang	1,538,386
Director	Chih-Sheng Chang	2,093,957
Director	Hsing-Chun Chen	1,559,596
Director	Chih-Wei Lai	653,000
Independent Director	Feng-I Lin	0
Independent Director	Ching-Pu Chen	0
Independent Director	I-Fan Miao	0
Independent Director	Chen Jing Ning	0

Note: as of April 2, 2023



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