

Grape King Bio Ltd.

Anti-Bribery and Anti-Corruption Policy

Passed by the Board of Directors on August 9, 2023

When engaging in business with others, our company adheres to the highest ethical standards, adopts a zero-tolerance attitude towards bribery and corruption, and establishes this policy on the premise of implementing basic principle of ethical corporate management, clearly and comprehensively establish specific guideline for preventing bribery and corruption, and providing the guidance to relevant stakeholders to assist them in preventing the acts of bribery and corruption and ensure the implementation of our ethical corporate management policy.

1. Purpose

The objectives of this policy are as follows:

- Explain the matters that our company prohibits from engaging in when collaborating with all business partners or conducting various business operations, in order to prevent corruption and bribery.
- Prevent the occurrence of any form of bribery and corruption to comply with the international convention against corruption and relevant regulatory requirements in Taiwan.
- Practice and ensure the implementation of our company's ethical corporate management culture through this policy.

2. Scope

This policy applies to our company, the company's directors, managers, employees, mandataries, or substantial controllers, as well as its subsidiaries' directors, supervisors, managers, employees, mandataries, and other legal entities with substantial control capabilities.

3. Commitment

Our company should disclose ethical corporate management, anti-bribery, and anti-corruption policies in the internal policies and procedures, external documents, and company website. Furthermore, governance and management units should actively commit to implementing the ethical corporate management, anti-bribery, and anti-corruption policies.

Our company requires directors and all employees to provide the statements of compliance with ethical corporate management, anti-bribery, and anti-corruption, and requires all employees to comply with the relevant policies in the terms of employment.

4. Anti-Bribery and Anti-Corruption Governance Structure and Responsibilities

To foster the sound development of management of ethical corporate management, anti-bribery and anti-corruption, our company has established an anti-bribery and anti-corruption promotion organization, including the “Board of Directors”, “Anti-Bribery Task Force Team”, and “Anti-Bribery Audit Team”, responsible for planning, implementation, audit, review, and improvement of our company's anti-bribery and anti-corruption risk management system, and allocate sufficient resources and competent personnel.



4.1 Board of Directors:

- 4.1.1 The composition of the board of directors and related terms of office shall be governed in accordance with the company's Articles of Incorporation.
- 4.1.2 The board of directors shall convene at least once every quarter and may convene meetings at any time as necessary.
- 4.1.3 The tasks of the board of directors in this management system are as follows:
- Approve the organization’s anti-bribery and anti-corruption policy;
 - Ensure that the organization’s operational strategies are consistent with the anti-bribery and anti-corruption policy;
 - Accept and review the content and operational data provides by the management system during the planning phase;
 - Adequately allocate and assign appropriate resources to the management system for its effective operation;
 - Exercise appropriate oversight over the organization’s management system and its effectiveness operated by the top management.

4.2 The Top Management

4.2.1 The top management of this management system is held by the General Manager, who should demonstrate his/her leadership and commitment to this management system in the following ways:

- Approve the operational procedures and specifications related to this management system;
- Ensure that anti-bribery and anti-corruption policies and objectives are established, implemented, maintained, reviewed, and adequately managed to address the bribery and corruption risks face by the organization;
- Ensure the requirements of anti-bribery and anti-corruption management system are integrated into organizational processes;
- Allocate sufficient and appropriate resources to the anti-bribery management system to make it operate effectively;
- Engage in fully open and effective communication both internally and externally for matters related to anti-bribery and anti-corruption policies;
- Fully communicate internally the importance of effective anti-bribery and anti-corruption management, and confirm the requirements of the anti-bribery and anti-corruption management system;
- Ensure the anti-bribery and anti-corruption management system is properly planned to achieve its objectives;
- Guide and support personnel to enhance the effectiveness of the anti-bribery and anti-corruption management system;
- Promote an appropriate anti-bribery and anti-corruption culture within the organization;
- Implement continuous improvement practices;
- When the business of preventing and detecting corruption and bribery is applicable to the responsibilities of other relevant management personnel, support must be provided to them to demonstrate their leadership;
- Encourage to follow the reporting procedures to inform against suspicious or real acts of bribery and corruption;
- Ensure that no one will be retaliated, discriminated against, or punished for reporting activities that violate or are suspected to violate the organization's anti-bribery and anti-corruption policies, or for refusing to engage in or accept bribery or corrupt activities, or even cause the organization to lose business due to his/her good faith or reasonable trust in the organization's anti-corruption and anti-bribery policies;
- Report to the board of directors on the content and operation of the anti-

bribery and anti-corruption management system, as well as the allegations and investigation results of related serious incidents.

4.3 Anti-bribery Task Force Team:

- 4.3.1 The team appoints one convener, who is concurrently served by the General Manager. Additionally, one executive secretary is appointed from the Legal Department to handle relevant administrative affairs in accordance with the instructions of the convener.
- 4.3.2 The members of the Anti-bribery Task Force Team are composed of the supervisors of each unit under this management system, as well as colleagues are designated by the supervisors of each unit to assist.
- 4.3.3 The team shall hold 2 meetings each year to evaluate the risk of corruption and bribery for the upcoming year at the beginning of each year and to review the implementation progress throughout the year at the end of each year. Ad-hoc meetings may be held when necessary.
- 4.3.4 The tasks of the Task Force Team are as follows:
 - Responsible for conducting compliance audits, regularly reviewing the compliance status of the management system, and submitting the reports to the top management and board of directors;
 - Responsible for regularly promoting and coordinating various risk assessment tasks, reviewing the results of the risk assessments, and submitting them to the top management for review;
 - Regularly evaluate the achievement of the objectives of anti-bribery and anti-corruption, report the evaluation results to the top management, and report them in the board of directors and relevant management review meetings;
 - Plan the matters that need to be communicated, communication opportunities and targets, the person who assist in the communication and communicate methods, so as to ensure that communication methods with stakeholders are planned before execution of relevant activities of the management system.
 - In case of any changes in the relevant implementation plan or process, report the change to the appropriate management for review and take relevant measures to reduce the adverse impact when necessary.
 - Regularly evaluate and track the performance and effectiveness of the anti-bribery and anti-corruption management system, and submit it to the top

management for review.

4.4 The Supervisors of Units Under the Management System:

4.4.1 Manage the risks of bribery and corruption in daily operations, and supervise the implementation of relevant control mechanisms to ensure that all operations achieve the objectives of the management system.

5. Anti-Corruption Commitment Statement

5.1 Our company does not engage in or accept any activities that do not comply with this policy or any other relevant anti-corruption laws or regulations.

5.2 Our company, directors, managers, employees, mandataries, and substantial controllers, shall not directly or indirectly offer, promise to offer, request, or accept any form of improper benefits to or from clients, dealers, agents, contractors, suppliers, business partners, public officials, or other stakeholders.

5.3 Our company, directors, managers, employees, mandataries, and substantial controllers shall comply with the Political Donations Act and our own relevant internal operational procedures when directly or indirectly offering donations to political parties or organizations or individuals participating in political activities, and shall not make such donations in exchange commercial gains or business advantages.

5.4 Our company, directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations, articles of incorporations, and internal operating procedures when making or offering donations and sponsorship, and shall not surreptitiously engage in bribery.

5.5 Our company, directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable gifts, hospitality, or other improper benefits to establish business relationships or influence commercial transactions.

6. Laws and Regulations

Our company is committed to complying with the Company Act, Government Procurement Law, Act on Recusal of Public Servants Due to Conflicts of Interest, Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies, Act to Implement United Nations Convention against Corruption, Anti-Corruption Act, Securities and Exchange Act, Criminal Laws, Political Donations Act, and other relevant laws and regulations related to business conduct.

7. Definition

7.1 Improper Benefits

It refers to any improper payment behaviors in a commercial situation for the following purposes, such as while conducting business, directly or indirectly providing or paying government officials, individuals, or entities anything of value (including but not limited to any form or name of money, gifts, commissions, positions, services, preferential treatment, kickbacks, facilitation payments, hospitality, entertainment, reciprocal relationships, employment, internships or educational opportunities, advantages, and other valuable things) :

- Influence or obstruct public authorities or any other acts, such as signing contracts, imposing taxes or fines, or canceling existing contracts or contractual obligations;
- Obtain authorizations, permits or other authorizations from government entities or government officials that were not originally obtained by the units under this management system;
- Obtain confidential information about business opportunities, bids, or competitors' activities;
- Affect the acquisition or termination of contractual relationships;
- Promise to provide any other improper benefits.

7.2 Facilitation payments

It refers to the act of providing payments (typically small amounts of cash or gifts) to public officials, government officials, or their agents in violation of laws and regulations, in order to accelerate or ensure the execution of routine government actions, while the public officials, government officials, or their agents do not have the discretion to refuse such actions (such as processing visas, work permits, or granting access to electricity or water resources).

8. Periodical Risk Assessment and Notification Mechanism

8.1 Our company has established the “Employee Bribery and Corruption Risk Assessment and Control Procedure”, “Business Partner Bribery and Corruption Risk Assessment and Control Procedure”, “Operational Process Bribery and Corruption Risk Assessment Procedure” to standardize the relevant bribery and corruption risk assessment mechanism for various operational processes, business partners, and employees’ job duties, and performed regular review for the appropriateness of relevant control measures based on the assessment results. When reasonably necessary, our company will amend existing policies or study the introduction of additional policies.

8.2 The above measures taken by the Company must be in a reasonable and proportionate manner in accordance with the nature of the above identified risks.

8.3 All updates to this policy will be announced internally and can also be viewed on the company's website for the stakeholders' awareness.

9. Records

All financial activities of the Company, including the reimbursements, accounting posting, and journal entries related to gifts and entertainment expenses, should be expressed in a sufficiently detailed, credible manner, properly recorded in the Company's books for inspection, and it's not allowed to mislead the facts, omit information or tamper with the records in any way. Payments to any third parties shall be made in relation to the goods or services provided by the third party and supported by documentary evidence of their commercial reasons.

10. Training and Assessment

In order to reinforce the importance of compliance with this policy, our company has established the "Employee Bribery and Corruption Risk Assessment and Control Procedure" and will regularly conduct educational trainings and disseminate the principles and standards to comply with the anti-bribery and anti-corruption laws and regulations to employees, enhance their concept of integrity and self-discipline, and announce our anti-bribery and anti-corruption policies through the official website, so as to make the relevant stakeholders fully aware of the company's commitment to the ethical corporate management, anti-bribery and anti-corruption policies, and the consequences and risks that may arise from violating this policy.

11. Audit and Supervision

11.1 The establishment of the company's annual audit plan should be based on the risk assessment and the audit plan should be planned according to the results of bribery and corruption risk assessment, including audit objects, scope, items, frequency, etc. as a basis to conduct internal and external audits. The compliance of relevant management system and procedures should be checked. Continuously monitor whether the records of all business transaction records are complete and accurate through the books and records, verify whether the initial accounting documents for the inspection fees are appropriate, and confirm that the requirements of applicable laws and regulations and the company's internal regulations, including the principles and requirements established in this policy, are met to improve overall awareness and detect potential misconduct.

11.2 If necessary, the audit may be carried out by external accountants or professional consulting firms with the consent of board of directors.

11.3 The audit results of the operation of this management system in the preceding paragraph shall be made into an audit report and submitted to the top management and the board of

directors.

12. Reporting and Treatment of Violations

12.1 Our company has established a “Whistleblowing and Compliant Management Procedure”, when internal or external personnel perceive any actual or potential behavior or activity that may violate this policy or relevant laws and regulations, they can report through the whistleblowing mailbox or hotlines set up on our company’s website.

12.2 Any individual may report or complain through the reporting channels, but sufficient information shall be provided for appropriate handling and follow-up actions.

12.3 The company is committed to ensuring that anyone who informs our company or stakeholders in good faith of any breach of this policy or relevant laws and regulations will not be subjected to any form of retaliation or threats, and the relevant contents of the report will be kept strictly confidential.

12.4 Violations of this policy will be subject to severe penalties, including appropriate disciplinary actions, and the most serious one may include termination of employment contracts. In addition to the aforementioned penalties, violations of the anti-corruption laws and regulations involved in this policy may result in serious civil liability for damages, administrative penalties, or criminal prosecution for those responsible. If a business partner violates this policy, our company has the right to immediately cease commercial transactions with it and list it as the object of refusal party in order to implement our company’s ethical corporate management, anti-bribery, and anti-corruption policies.

13. Approval

13.1 This policy shall be implemented after the board of directors grants the approval. The same procedure shall be followed when the policy has been amended.