

Great Tree Pharmacy Co., Ltd.

Meeting Agenda to the Annual Shareholders' Meeting 2024

(Summary Translation)

Time: 10 a.m., Friday, May 31, 2024

Venue: 17F, No. 186, Fuxing Rd., Taoyuan Dist., Taoyuan City

Method of convention: Physical shareholders' meeting

- I. Calling the Meeting to order (Announcing the total number of shares represented at the Meeting)
- II. The Chair's Remarks
- III. Report Items
 - (I) 2023 Business Report.
 - (II) 2023 Audit Committee's Audit Report.
 - (III) 2023 Distribution of Employees' and Directors' Remuneration.
 - (IV) 2023 Appropriation of Net Income in Cash Dividends.
 - (V) The Company's execution of the first private placement of domestic unsecured convertible corporate bonds.
 - (VI) The Company's execution of the second domestic unsecured conversion of corporate bonds.
- IV. Proposals
 - (I) 2023 Business Report and Financial Statements.
 - (II) 2023 Appropriation of Net Income.
- V. Discussions
 - (I) Proposal to issue new shares through capitalization of earnings.
 - (II) Proposal to amend certain articles of the Company's "Articles of Incorporation".
 - (III) Proposal to amend certain articles of the Company's "Procedures for Lending Funds to Other Parties".
 - (IV) Proposal to amend certain articles of the Company's "Regulations Governing the Acquisition and Disposal of Assets".
 - (V) Proposal to amend certain articles of the Company's "Procedures for Providing Endorsements/Guarantees".
 - (VI) Proposal on private placement of common shares and/or domestic convertible corporate bonds, to be handled.
- VI. Extraordinary Motions
- VII. Adjournment

Report Items

- I. Please examine the Company's 2023 Business Report.

Description: Please refer to the meeting handbook for the Company's 2023 Business Report.

- II. Please examine the Company's 2023 Audit Committee's Audit Report.

Description: Please refer to the meeting handbook for the 2023 Audit Committee's Audit Report.

- III. Please examine the Company's 2023 Distribution of Employees' and Directors' Remuneration.

Description: In 2023, the profit of the Company was NT\$859,361,875, the Directors' remuneration distributed under the Articles of Incorporation was 0.60% of the total amount of NT\$5,156,171, and the employees' remuneration was 3% of the total amount of NT\$25,780,857, which was paid in cash.

- IV. Please examine the Company's 2023 Appropriation of Net Income in Cash Dividends.

Description:

1. Pursuant to Article 23 of the Company's Articles of Incorporation, the Board of Directors is authorized to distribute all or part of the dividends and bonuses in cash and report to the Shareholders' Meeting.
2. The Board of Directors meeting held on February 27, 2024 resolves to distribute cash dividends of NT\$405,514,325 for ordinary shares (cash dividends of NT\$3.60 per share), and they are to be distributed in cash.
3. Subsequently, if changes occur to the Company's share capital, affecting the number of shares outstanding, leading to adjustments to the rate of shareholders' dividend distribution, the Company proposes to delegate the Chairman with all competent authority to handle related matters. In addition, the Company also proposes to delegate the Chairman to establish related matters, including setting an ex-dividend date.
4. For the current cash dividend distribution, the dividend will be calculated to the amount of one whole NTD, and any decimal point below one NTD will be rounded down. Shares below one NTD will be adjusted from the largest decimal place, until the total amount of cash dividend has been distributed.

- V. Please examine the Company's execution of the first private placement of domestic unsecured convertible corporate bonds .

Description:

The Company resolved to conduct a private placement of unsecured convertible corporate bonds at the board meeting on April 6, 2022, and at the shareholders' meeting on May 31, 2022. Please refer to the meeting handbook for details are given.

VI. Please examine the Company's execution of the second domestic unsecured conversion of corporate bonds.

Description:

1. On July 7, 2022, the Board of Directors passed a resolution to raise NT\$1 billion through the second issuance of unsecured convertible corporate bonds for the repayment of bank borrowings and to increase the working capital.
2. For the Company's second issuance and fundraising of domestic unsecured convertible corporate bonds (Code: 64692), please refer to the meeting handbook.

Proposals

Proposal 1. (proposed by the Board of Directors)

Proposal: Please approve of the Company's 2023 Business Report and Financial Statements.

Description:

1. The Company's 2023 Financial Statements have been audited by Certified Public Accountants (CPA) Lo Hsiao Chin and Chang Chih Ming from EY Taiwan and reviewed by the Audit Committee along with the Business Report, and written Audit Report has been issued accordingly.
2. Please refer to the meeting handbook for the 2023 Business Report, CPA Audit Report and the Financial Statements (including Consolidated Financial Statements).

Resolution:

Proposal 2. (proposed by the Board of Directors)

Proposal: Please approve of the Company's 2023 Appropriation of Net Income.

Description:

1. The Company's net income after tax in 2023 was NT\$666,049,169. The Company made a legal provision for legal capital reserve and special reserve. After adding the undistributed surplus and other comprehensive incomes at the beginning of the year (the re-evaluation of the defined benefit plan in 2023), the Company's available distribution surplus was NT\$599,368,902, the cash dividend of common shares was NT\$405,514,325 (cash dividend of NT\$3.60 per share), and common stock dividends amount to NT\$191,492,870 (with 170 shares distributed per thousand shares, without compensation).
2. Please refer to the meeting handbook for the Company's 2023 Appropriation of Net Income table.

Discussions

Proposal 1. (proposed by the Board of Directors)

Proposal: Please discuss the proposal to issue new shares through capitalization of earnings.

Description:

1. To meet the operating needs and increase the Company's working capital, the Company intends to transfer NT\$191,492,870 to issue 19,149,287 new shares, with a par value of NT\$10 per share, all of which are common shares, from the profit available for distribution in 2023.
2. Shareholders' stock dividends are allocated approximately 170 shares per thousand shares according to the proportion of shares held by the shareholders listed in the shareholders' register on the base date of capital increase and allotment. For odd lots of less than one share resulting from this profit increase and capitalization distribution, shareholders may, within five days from the record date for suspension of transfers, piece together to form whole shares through the Company's share transfer agent. Any remaining odd lots after piecing together may be rounded to the nearest dollar (NT\$) and paid in cash (to offset fees of book entry of securities on centralized trades and other dematerialized registration fees), with amounts below NT\$1 disregarded. The shares shall be authorized for purchase at par value by the Chair from specific individuals.
3. Subsequently, if changes occur to the Company's share capital, affecting the number of shares outstanding, leading to adjustments to the rate of shareholders' dividend distribution, the Company proposes to delegate the Chairman with all competent authority to handle related matters.
4. New shares to be issued in the current capital increase have the same rights and obligations as the common shares already issued.
5. Upon approval from the Shareholders' Meeting and applying to the competent authority for approval pursuant to legal regulations, the Board of Directors will be authorized to establish the ex-rights date and related matters. In case changes are needed based on competent authority's request for amendment or based on actual needs, the Company proposes to ask the Shareholders' Meeting to delegate the Chairman with all rights to handle related matters.

Resolution:

Proposal 2. (proposed by the Board of Directors)

Proposal: Please discuss the proposal to amend the Company's "Articles of Incorporation".

Description:

In response to the operational development needs, the Company has revised the provisions of the "Articles of Incorporation", as well as the comparison table of the provisions before and after. Please refer to the meeting handbook.

Resolution:

Proposal 3. (proposed by the Board of Directors)

Proposal: Please discuss the proposal to amend the Company's "Procedures for Lending Funds to Other Parties".

Description:

To accommodate the actual needs of the company, the Company has revised the provisions of the "Procedures for Lending Funds to Other Parties", as well as the comparison table of the provisions before and after. Please refer to the meeting handbook .

Resolution:

Proposal 4. (proposed by the Board of Directors)

Proposal: Please discuss the proposal to amend the Company's "Regulations Governing the Acquisition and Disposal of Assets".

Description:

To accommodate the actual needs of the company, the Company has revised the provisions of the "Regulations Governing the Acquisition and Disposal of Assets", as well as the comparison table of the provisions before and after. Please refer to the meeting handbook .

Resolution:

Proposal 5. (proposed by the Board of Directors)

Proposal: Please discuss the proposal to amend the Company's "Procedures for Providing Endorsements/Guarantees".

Description:

To accommodate the actual needs of the company, the Company has revised the provisions of the "Procedures for Providing Endorsements/Guarantees", as well as the comparison table of the provisions before and after. Please refer to the meeting handbook .

Resolution:

Proposal 6. (proposed by the Board of Directors)

Proposal: Please discuss the proposal on private placement of common shares and/or domestic convertible corporate bonds.

Description:

In order to enrich the working capital to achieve the benefits of expanding the channel, increasing the market share and strengthening the financial structure, the Company intends to propose to the Board of Shareholders to authorize the Board, within the limit of not more than 13 million shares of common shares, depending on the market environment and the Company's needs, to select one or match the following financing

methods at an appropriate time in accordance with the relevant laws, the Articles of Incorporation of the Company and other competent authorities. If the domestic unsecured convertible corporate bonds are issued through private placement, the number of common shares that can be converted into convertible bonds shall be calculated at the conversion price on the date of private placement within 13 million shares.

As for the proposal to offer common shares and/or domestic unsecured convertible corporate bonds in a private placement form, the Board decides to implement the offering by the following method, after being approved by the Shareholders' Meeting:

(I) Matters which shall be explained when offering private placement as set out in Articles 43-6 of the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities:

1. The basis and reasonableness of the private placement pricing:

①. The basis for setting the offering price of these privately placed common shares is not lower than 80 percent of the reference price. The reference price of private placement of common shares shall be the higher of the following two calculations:

A. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

B. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

②. The offering price of the Company's privately placed domestic unsecured convertible corporate bonds is determined to be at no less than 80 percent of the theoretical price of such corporate bonds. The conversion price of private placement of common shares shall be the higher of the following two calculations, and is determined to be at no less than 80 percent of the reference price:

A. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

- B. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
- ③. The fixed price per share for privately placing common shares and the conversion price for privately placed domestic unsecured convertible corporate bonds comply with the laws and regulations concerning the current situation and prospects of the Company, and considering the three-year transfer restriction on privately placed securities under the Securities and Exchange Act and the basis for the price of the Company's privately placed securities are set under the "Directions for Public Companies Conducting Private Placements of Securities." It may be reasonable that the regulations on items needing attention in the private placement of securities shall not cause significant damage to shareholders' equity.
 - ④. The actual pricing date, and the actual private placement price, of the Company's securities above, are proposed to be submitted to the 2024 annual shareholders meeting to authorize the Board to set the price by law and within the range of not less than the number and basis of the resolution of the 2024 annual shareholders meeting, subject to future contact with specific persons and the market conditions at that time.
 - ⑤. In the future, due to the impact of any change in the securities market, if the actual price per share issued or the conversion price per share set is lower than the par value of the stock, such price setting is deemed to be necessary and reasonable, given that the price is set based on the provisions of laws and regulations, that it is a reflection of the market price, and that the purpose of the private placement is to successfully raise funds for the Company's long-term and stable growth. If the price per share and the conversion price are lower than the par value, resulting in an increase in accumulated losses and an impact on shareholders' equity, shareholders shall evaluate the annual operational results at the future Annual shareholders' meetings, and discuss whether to reduce capital or make up for the losses through other statutory methods.
2. The method for selecting the specific persons:

- ① The places for the private placement of this resolution are limited to specific persons who meet the requirements of Article 43-6 of the Securities and Exchange Act and relevant official letters and orders issued by the competent authority. At present, the candidates to be negotiated are mostly strategic investors. The 2024 Annual General Shareholders' Meeting proposes to empower the Board to handle the relevant matters with full authority.
- ② Fundraisers are strategic investors
 - A. Method and purpose of selection of candidates: Candidates shall meet the above regulations and qualifications, and can provide the Company's profits, through their own experience, technology, knowledge, brand or channel, through industry vertical integration, horizontal integration or joint development of goods or markets, etc., can help the Company reduce costs, improve efficiency and expand the market and other benefits of the legal person.
 - B. Necessity: In order to improve the operating performance and strengthen the financial structure for the Company's long-term operation planning, the introduction of strategic investor funds in this private placement shall help the Company's operation and business development, and can improve the overall operation of the Company and strengthen the centripetal force on the Company. Therefore, it is necessary to introduce strategic investors in this private placement.
 - C. Estimated Benefits: Through strategic investor capital injection, the pressure on working capital costs can be reduced and the Company's financial structure and competitiveness can be strengthened, which promotes the stable growth of the Company's operations and is beneficial to shareholders' equity. The participation of places helps to improve the Company's competitiveness, expand channels directly or indirectly, and provide diversified products.
3. The reasons for the necessity of offering private placement:
 - ① The reasons for not using a public offering:

Considering the conditions of the capital market, the timeliness and feasibility of raising capital, the cost of issuance and the actual needs of introducing strategic investors, the private placement of securities is subject to the three-year non-free transfer requirement, which can ensure

that the Company and the strategic investors have a long-term cooperative relationship. Therefore, instead of public offering, the Company plan to issue securities by private placement.

② Estimated number of times:

The Company shall handle them once or in stages, no more than three stages, during a given calendar year since the resolution of the 2024 Annual General Shareholders' Meeting, depending on the market and the situation of contacting specific persons.

③ The use of the funds raised by the private placement and the anticipated benefits:

A. The purpose of private placements is to increase the working capital.

B. Expected benefits: Expand channels, increase market shares and reinforce the Company's financial structure.

(II) The rights and obligations of the common shares in this private placement and the common shares in the domestic unsecured convertible corporate bonds of the private placement are the same as those of the common shares issued by the Company, except that according to the provisions of the Securities Exchange Law, the securities in this private placement shall not be sold to other objects within three years from the date of delivery, except for the objects of transfer prescribed in Article 43-8 of the Securities Exchange Law. The 2024 Annual General Shareholders' Meeting is proposed to authorize the Board to declare the Supplementary Public Offering Procedure after the expiration of three years from the date of delivery of the common shares of the Private Placement and after the expiry of three years from the date of delivery of the domestic unsecured convertible corporate bonds of the Private Placement and their conversion into common shares, according to the relevant provisions at that time, after applying to the Over-the-Counter Trading Center for a letter of consent, and applying for over-the-counter trading.

(III) For the Regulations Governing the Issuance and Conversion of Private Placement of Unsecured Convertible Corporate Bonds (Tentative), please refer to the meeting handbook.

(IV) In addition to the actual offering price and the actual conversion price per share, the number of shares issued, the number of shares issued, the actual issuance conditions and conversion methods, the amount of private placement, the capital increase base date, the planned project, the expected progress, the progress of the

use of funds, estimated benefits and other outstanding matters, in the future, if amended by the instructions of the competent authority or due to any change in objective environment and market conditions, it is proposed to request the shareholders' ordinary meeting to authorize the Board to dispose of it at its sole discretion.

- (V) For cooperation in handling the Private Securities, it's planned to hold the 2024 annual shareholders meeting to pass the private placement and to authorize the Chair of the Board or his designated person to negotiate, sign and deliver all contracts or documents related to the issuance of the Private Placement Securities on behalf of the Company and handle all matters necessary for the Company to issue the Private Placement Securities. For all matters not covered above, the Chair of the Board is authorized to handle them by law.

Resolution:

Extraordinary Motions

Adjournment