

Great Tree Pharmacy Co., Ltd.

Meeting Agenda to the Annual Shareholders' Meeting 2025

(Summary Translation)

Time: 10 a.m., Thursday, May 29, 2025

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) 2024 Business Report
 - (II) 2024 Audit Committee's Audit Report.
 - (III) 2024 Distribution of Employees' and Directors' Remuneration.
 - (IV) 2024 Appropriation of Net Income in Cash Dividends.
 - (V) Report on the Handling of Private Placement of Securities by Our Company.
 - (VI) Report on the Execution of the Company's Convertible Bond Conversion.
- IV. Proposals
 - (I) 2024 Business Report and Financial Statements.
 - (II) 2024 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 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 2024 Business Report.

Description: Please refer to the meeting handbook for the Company's 2024 Business Report.

- II. Please examine the Company's 2024 Audit Committee's Audit Report.

Description: Please refer to the meeting handbook for the 2024 Audit Committee's Audit Report.

- III. Please examine the Company's 2024 Distribution of Employees' and Directors' Remuneration.

Description: In 2024, the profit of the Company was NT\$861,997,003, the Directors' remuneration distributed under the Articles of Incorporation was 0.49% of the total amount of NT\$4,216,243, and the employees' remuneration was 3% of the total amount of NT\$25,859,911, which was paid in cash.

- IV. Please examine the Company's 2024 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, 2025 resolves to distribute cash dividends of NT\$436,717,919 for ordinary shares (cash dividends of NT\$3.30 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. Report on the Handling of Private Placement of Securities by the Company.

Description:

1. 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.

2. At the Annual Shareholders' Meeting on May 31, 2024, the Company approved a resolution authorizing the Board of Directors to conduct a private placement of common shares and/or domestic unsecured convertible corporate bonds within a limit not exceeding 13 million common shares. According to Article 43-6 of the Securities and Exchange Act, such private placement must be conducted either at once or in installments within one year from the date of the shareholders' resolution. As the May 28, 2025 deadline approaches, due to our inability to secure subscribers, we have been unable to complete the implementation. Therefore, this matter will not be pursued further during the remaining period.

VI. Report on the Execution of the Company's Convertible Bond Conversion.

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.
For the Company's second issuance and fundraising of domestic unsecured convertible corporate bonds (Code: 64692), please refer to the meeting handbook.
2. On February 27, 2025, the Board of Directors of this company approved the issuance of the third domestic unsecured convertible bonds amounting to NT\$1 billion. The purpose of raising these funds is to repay the principal of the second domestic unsecured convertible bonds maturing in 2022, repay the principal of the first privately placed unsecured convertible bonds at maturity, and to supplement working capital. As of March 31, 2025, the third domestic unsecured convertible corporate bonds of the Company has not been issued. Relevant procedures will be handled in accordance with applicable laws and regulations, and will be separately announced after obtaining approval from the relevant competent authorities.

Proposals

Proposal 1. (proposed by the Board of Directors)

Proposal: Please approve of the Company's 2024 Business Report and Financial Statements.

Description:

1. The Company's 2024 Financial Statements have been audited by Certified Public Accountants (CPA) Cheng Ching-Piao 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 2024 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 2024 Appropriation of Net Income.

Description:

1. The Company's net income after tax in 2024 was NT\$680,767,088. 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 2024), the Company's available distribution surplus was NT\$618,543,857, the cash dividend of common shares was NT\$436,717,919 (cash dividend of NT\$3.30 per share), and common stock dividends amount to NT\$172,040,390 (with 130 shares distributed per thousand shares, without compensation).
2. Please refer to the meeting handbook for the Company's 2024 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\$172,040,390 to issue 17,204,039 new shares, with a par value of NT\$10 per share, all of which are common shares, from the profit available for distribution in 2024.
2. Shareholders' stock dividends are allocated approximately 130 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 amendment to Article 14, Section 6 of the Securities Exchange Act, the Company has revised certain provisions of its Articles of Incorporation. For a comparison of the provisions before and after the amendment, please refer to the meeting handbook.

Resolution:

Proposal 3. (proposed by the Board of Directors)

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

Description:

1. 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 2,500 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 2,500 million shares. The Company shall handle them once or in stages, no more than three stages, during a given calendar year since the resolution of the Annual General Shareholders' Meeting, depending on the market and the situation of contacting specific persons. For the basis and rationale for the determination of the private placement price, the method of selecting specific candidates (the applicants have not yet been confirmed), and the necessary reasons for conducting the private placement, please refer to the meeting handbook .
2. For the Regulations Governing the Issuance and Conversion of Private Placement of Unsecured Convertible Corporate Bonds (Tentative), please refer to the meeting handbook.
3. 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.
4. For cooperation in handling the Private Securities, it's planned to hold the 2025 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.

<Supplement>According to the Securities Investors and Futures Traders Protection Center of Foundation Juridical Person Securities Investors and Futures Traders Protection Center March 17, 114 Security Guarantee Act Letter No.1140000794, please refer to the meeting handbook

Resolution:

Extraordinary Motions

Adjournment