

An exempted company incorporated in the Cayman Islands

114年股東常會議事錄

Meeting Minutes for the Annual General Meeting of Shareholders in 2025

開會時間: 民國 114 年 6 月 6 日 (星期五) 上午十時 (台灣時間) Meeting Time: Friday, June 6, 2025 at 10:00 AM (Taiwan Time)

開會地點: 莉蓮會館里仁廳

Location: LI-JEN Hall of LILY Conference

地址:台北市內湖區堤頂大道一段 327 號 2 樓

Address: 2F., No. 327, Sec. 1, Tiding Blvd., Neihu Dist., Taipei City

出席 Present:

出席及代理出席股東代表股份總數共計 64,193,345 股(函電子方式行使表決權為 6,141,025 股),佔本公司已發行普通股股份總數 102,787,561 股之 62.45%。

本次股東會分別有董事長 李家榮(委託董事何重人出席),董事 何重人,獨立董事 劉承愚等 3 席董事出席。

The total number of voting rights owned by shareholders present or by proxy at the meeting is 64,193,345 shares (including 6,141,025 shares through electronic voting). The percentage of the total outstanding shares of stocks that is exercised by shareholders present or by proxy is 62.45%.

The list of Directors present at the meeting as follows:

George Lee (The Chairman; proxy to Winston Z. Ho), Winston Z. Ho, Ben Liu (Independent Director). The total number of Directors present is Three.

列席 Attendance:

資誠聯合會計師事務所梁嬋女會計師 (Wendy Liang; The Certified Public Accountant of PricewasterhouseCoopers, Taiwan), 本公司財務長黃亮凱, (Jaca Huang; CFO of Applied BioCode Corporation)

主席 Chairman:

何重人 (Winston Z. Ho)/

Meeting Secretary

記錄: 呂家馨 (Demi Lu)

一. 親自及委託出席股東代表股數已達本公司章程所規定之出席規定,主席宣布開會。

The aggregate voting shares present in person or by proxy satisfied the quorum requirements of the Articles of Association of the Company. The Chairman hereby declared the 2025 Annual General Meeting of Shareholders to order.

二. 主席致詞:略。

Chairman Remarks: Omitted.

三. 報告事項 Report Items:

第一案 Item 1

案由:2024年度營運報告,報請公鑒。

To report 2024 Business Report

說明 Explanatory Notes:

一、本公司 2024 年度營業報告書,請參閱附件(一)。

For the Company's 2024 Business Report, please refer to Exhibit I.

第二案 Item 2

案由:審計委員會審查2024年度決算表冊報告,報請 公鑒。

2024 Financial Statements Reviewed by the Audit Committee

說明 Explanatory Notes:

一、本公司 2024 年度財務報表業經資誠聯合會計師事務所梁嬋女會計師及簡汎亞會計師查核完 竣,併同營業報告書及虧損撥補表經本公司審計委員會查核完竣。

The Company's 2024 Financial Statements have been audited by CPAs Wendy Liang and Alan Chien of Pricewaterhouse Coopers Taiwan. The Business Report and Schedule of covering of losses have been reviewed by the Company's Audit Committee.

二、審計委員會審查報告書,請詳附件(二)。

For the Audit Committees Review Report, please refer to Exhibit II.

第三案 Item3

案由:2024年健全營運計畫執行情形,報請 公鑒。

The Status of Implementing the Company's Sound Business Plan for 2024.

說明: Explanatory Notes:

一、依金融監督管理委員會113年4月30日金管證發字第1130338828號函之要求,本公司應將健全 營運計畫之執行情形按季提報董事會控管,並提報股東會報告。

In accordance with the requirements of the letter (Jin-Guan-Zheng-FA-Zi No. 1130338828) from the Financial Supervisory Commission dated April 30, 2024, the implementation status of sound business plan shall be reported to the board of directors on a quarterly basis and reported at the shareholders meeting.

二、2024年健全營運計畫執行情形,請詳附件(三)。

Please refer to Exhibit (III) of this Handbook for the Implementation Status of Sound Business Plan for 2024.

四. 承認事項 Acknowledged items:

第一案 (董事會 提)

Item 1 (Proposed by the Board of Directors)

案由:造具2024年度營業報告書及2024年度合併財務報表案,提請 承認。

2024 Business Report and 2024 Consolidated Financial Statements have been prepared. Propose to acknowledgement.

說明 Explanatory Notes:

一、2024年度合併財務報表業經資誠聯合會計師事務所梁嬋女會計師及簡汎亞會計師查核完竣,並出具無保留意見之查核報告書。

The 2024 Consolidated Financial Statements have been audited by CPAs Wendy Liang and Alan Chien of Pricewaterhouse Coopers Taiwan with an unqualified audit opinion.

二、2024年度營業報告書、會計師查核報告書及2024年度合併財務報表,請參閱附件(一)、 (四)。

For the 2024 Business Report, the independent auditors' report and the 2024 Consolidated Financial Statements, please refer to Exhibit I and IV.

三、本案經本公司董事會通過,並經審計委員會審查完竣,請參閱附件(二)。

This proposal has been approved by the Board of Directors and reviewed by the Audit Committee. Please refer to Exhibit II.

四、謹提請 承認。

Propose to acknowledgement.

決議:本案經投票表決,贊成權數超過法定數額,本案照案通過。

RESOULTION: The total number of voting rights exercised by shareholder present for approval has met the regulatory requirement. The above proposal be and hereby was approved as proposed.

本案投票表決結果如下:

The voting results are as follows:

表決時出席股東表決權數 64,193,345 權

The total number of voting rights upon voting is 64,193,345.

表決結果	權數	占出席股東表決權數%
Voting Result	Voting Right	% of total number of voting
		rights
贊成權數	63,572,787	99.03%
Approval	(含電子方式行使表決權 electronic voting	
	6,051,472)	
反對權數	6,148	0.00%
Disapproval	(含電子方式行使表決權 electronic voting	
**	6,148)	
無效權數	0	0.00%
Invalid votes	(含電子方式行使表決權 electronic voting 0)	
棄權及未投票權數	614,410	0.95%
Abstention/no votes	(含電子方式行使表決權 electronic voting	
	83,405)	

第二案 (董事會 提)

Item 2 (Proposed by the Board of Directors)

案由: 2024 年度虧損撥補案,提請 承認。

The proposal for the 2024 Deficit Compensation Statement has been prepared. Propose to acknowledgement.

說明 Explanatory Notes:

一、截至 2023 年 12 月 31 日止累積虧損為新台幣 193,163,634 元。2024 年度稅後淨損為新台幣 260,806,919 元,期末待彌補虧損合計為新台幣 453,970,553 元。擬以資本公積新台幣 237,363,279 元彌補,彌補後之期末待彌補虧損合計為新台幣 216,607,274 元。

本公司 2024 年度虧損撥補表,請參閱附件(五)。

As of December 31, 2023, the amount of the accumulated deficits NT\$ 193,163,634. The net loss after tax of 2024 is NT\$ 260,806,919 and the deficit yet to be written off at the end of 2024 is NT\$ 453,970,553. It is proposed that the net loss shall be written off by additional paid-in capital NT\$ 237,363,279, therefore, the deficit yet to be written off at the end of 2024 is NT\$ 216,607,274.

For the Company's 2024 Deficit Compensation Statement, please refer to Exhibit V.

二、謹提請 承認。

Propose to acknowledgement.

決議:本案經投票表決,贊成權數超過法定數額,本案照案通過。

RESOULTION: The total number of voting rights exercised by shareholder present for approval has met the regulatory requirement. The above proposal be and hereby was approved as proposed.

本案投票表決結果如下:

The voting results are as follows:

表決時出席股東表決權數 64,193,345 權

The total number of voting rights upon voting is 64,193,345.

表決結果	權數	占出席股東表決權數%
Voting Result	Voting Right	% of total number of
		voting rights
贊成權數	63,557,714	99.00%
Approval	(含電子方式行使表決權 electronic voting	
	6,036,399)	
反對權數	21,223	0.03%
Disapproval	(含電子方式行使表決權 electronic voting	
	21,223)	
無效權數	0	0.00%
Invalid votes	(含電子方式行使表決權 electronic voting 0)	
棄權及未投票權數	614,408	0.95%
Abstention/no votes	(含電子方式行使表決權 electronic voting	
	83,403)	

五. 討論事項 Discussion items:

第一案 (董事會 提)

Discussion 1 (Proposed by the Board of Directors)

案由:本公司之公司大綱及章程修訂案,提請 討論。

Amendment to the Company's Memorandum and the Articles of Association, please discuss and approved.

說明 Explanatory Notes:

一、依臺灣證券交易所股份有限公司 113 年 5 月 2 日臺證上二字第 1131701804 號修正後之「外國發行人註冊地股東權益保護事項檢查表」內之股東權益保護事項規定,擬修訂本公司之公司大綱及章程,以新的公司大綱及章程取代本公司現有之公司大綱及章程。

In accordance with the amendments of the "the Checklist of Protection of Shareholders' Rights and Interests for Foreign Issuer Registration" announced by the Taiwan Stock Exchange on May 2, 2024 (Tai-Zheng-Shang-Erh-Zi No. 1131701804), it is proposed to amend the current version of Articles of Association. It is also proposed to adopt the Amended & Restated Articles of Association as a replacement of the existing ones.

二、公司大綱及章程條文修訂對照表,請參閱附件(六)。

A copy of comparison table is hereto attached as Exhibit VI.

三、謹提請 討論。

Please discuss and approve.

決議:本案經投票表決,贊成權數超過法定數額,本案照案通過。

RESOULTION: The total number of voting rights exercised by shareholder present for approval has met the regulatory requirement. The above proposal be and hereby was approved as proposed.

本案投票表決結果如下:

The voting results are as follows:

表決時出席股東表決權數 64,193,345 權

The total number of voting rights upon voting is 64,193,345.

表決結果	權數	占出席股東表決權數%
Voting Result	Voting Right	% of total number of
		voting rights
贊成權數	63,560,484	99.01%
Approval	(含電子方式行使表決權 electronic voting	
	6,039,169)	
反對權數	18,450	0.02%
Disapproval	(含電子方式行使表決權 electronic voting	
	18,450)	
無效權數	0	0.00%
Invalid votes	(含電子方式行使表決權 electronic voting 0)	
棄權及未投票權數	614,411	0.95%
Abstention/no votes	(含電子方式行使表決權 elective voting 83,406)	

六. 選舉事項 Election:

案由:改選全體董事及獨立董事案,提請 選舉。

Election of New Directors and New Independent Directors. Please vote.

說明 Explanatory:

一、擬提請股東會決議選任第五屆共七名董事(下合稱「新任董事」),選舉方式採候選人提名制度,其中三名為獨立董事(以下合稱「獨立董事」),任期自股東會決議日起算三年,自 114 年 6月6日至117年6月5日。

The Company proposed to submit a resolution to the shareholders' meeting for the election of seven directors (hereinafter referred to as the "Newly Elected Directors"). The election adopts the candidate nomination system, including three independent directors (hereinafter referred to as the "Independent Directors"). The terms of office are for three years from the date of the resolution at the shareholders' meeting, from June 6, 2025, to June 5, 2028.

二、本公司董事(含獨立董事)之選舉,應依照公司法第一九二條之一及本公司章程所規定之候 選人提名制度為之。

The Company shall hold the election of directors (including independent directors) by reference to Article 192-1 of the Taiwan Company Act and the candidate nomination rule of Articles of Incorporation.

三、本公司董事(含獨立董事)候選人名單,業經本公司民國 114 年 3 月 13 日董事會決議審查通過,其相關學歷、經歷及持有股數資料,請參閱附件(七)。

The list of directors (including independent directors) candidates was resolved by the Board of directors on March 13, 2025. A copy of candidates' education, experience, and ownership is hereto as Exhibit VII.

四、敬請 選舉。

Please vote.

董事(含獨立董事)當選名單如下:

The list of directors (including independent directors) as follows:

Posotion Account No./ ID No.		Name	Voting Right
Director D100*****		George J. Lee	98,440,016
Director	Account No.: 89 Winston Z. Ho		70,315,050
Director	A120*****	Benjamin Jen	53,679,540
Director (Corporate Director)	Account No.: 1		54,953,354
Independent Director	Independent Director P120*****		57,266,484
Independent Director	B120*****	James Hsu	53,692,259
Independent Director	A120*****	Jim Wu	53,725,547

七. 其他議案 Other Proposal:

第一案 (董事會 提)

Other proposal 1 (Proposed by the Board of Directors)

案由:解除本公司新任董事(含獨立董事)競業禁止限制案,提請 討論。

Waiver of Non-Competitions with New Directors (Including New Independent Directors). Please discuss and approve.

說明 Explanatory:

一、依公司法第二○九條規定,董事為自己或他人為屬於公司營業範圍內之行為,應對股東說明 其行為之重要內容,並取得其許可。

Pursuant to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

二、本公司因考量業務上需要,借重董事之專才與相關經驗,擬提請股東會同意解除該等新任董 事(含獨立董事)競業禁止之限制。新任董事(含獨立董事)競業情形,如下表:

The Company proposes to submit to the shareholders' meeting for approval to release the non-compete restriction on newly elected directors (including independent directors) in consideration of the Company's operational needs and to take advantage of the expertise and relevant experiences from the directors. The following table shows the participation in competitive business for newly elected directors (including independent directors):

No.	Name	No. of	Current Position	Remarks
		shares held		
1	George J. Lee	0	Director, Foresee Pharmaceuticals Co., Ltd.	Director
			Chairman, Genepharm, Inc.	Candidates
			Chairman, RevMAb, Inc.	
			Chairman, Applied BioCode, Inc.	
			Chairman, Applied BioCode, Ltd.	
2	Winston Z. Ho	108,750	President and Founder/Chief Technology	Director
			Officer, Applied BioCode, Inc.	Candidates
			Director, Applied BioCode, Inc.	
			Director, Applied BioCode, Ltd.	
			Director, Maxwell Sensors, Inc.	
3	Benjamin Jen	0	Managing Partner, GRC SinoGreen Fund	Director
			Director, Applied BioCode, Inc.	Candidates
			Director, Applied BioCode, Ltd.	
4	Maxwell	8,307,042		Director
	Sensors		Not applicable	(Corporate
	Incorporation			Director)
				Candidates
5	Wen-Jing Tsai	0	Director, Gaowei Accounting Firm	Independent
			Supervisor, NewSolar Energy Co., Ltd.	Director
			Supervisor, Mirror TV Broadcasting Ltd.	Candidates
6	James Hsu	0	Director, TaChuan Investment Ltd.	Independent
				Director
				Candidates
7	Jim Wu	0	Director/Chief Corporate Affairs Officer,	Independent
			TNL Mediagene	Director
			Independent Director, IPEVO innovating	Candidates
			communications	
			Director, IBF Venture Capital Co. Ltd	
			Director, IBF Securities Co., Ltd.	
			Director, PAUGUO Real Estate	
			Managment	

三、謹提請 討論。

Please discuss and approve.

決議:本案經投票表決,贊成權數超過法定數額,本案照案通過。

RESOULTION: The total number of voting rights exercised by shareholder present for approval has met the regulatory requirement. The above proposal be and hereby was approved as proposed.

本案投票表決結果如下:

The voting results are as follows:

表決時出席股東表決權數權 64,193,345

The total number of voting rights upon voting is 64,193,345

表決結果	權數	占出席股東表決權數%
Voting Result	Voting Right	% of total number of
		voting rights
贊成權數	63,327,587	98.65%
Approval	(含電子方式行使表決權 electronic voting 5,806,272)	
反對權數	41,304	0.06%
Disapproval	(含電子方式行使表決權 electronic voting 41,304)	
無效權數	0	0.00%
Invalid votes	(含電子方式行使表決權 electronic voting 0)	
棄權及未投票權數	824,454	1.28%
Abstention/no votes	(含電子方式行使表決權 elective voting 293,449)	

八. 臨時動議:無

Questions and Motions: None

九. 散會:主席宣佈散會,同日上午10:36(台灣時間)

Adjournment: same date at 10:36 am (Taiwan Time)



Exhibit of 2025 Annual Shareholders General Meeting

Exhibit (I) Business Report



營業報告書

各位董事好;

首先感謝各位董事一如既往對本公司的鼎力支持,使本公司得以持續順利營運、 且向近期的未來有好的發展。

(一)113 年度營業成果

本集團 113 年度營業收入為新台幣 343,066 仟元,較 112 年財報之營業收入 為新台幣 395,169 仟元,減少新台幣 52,103 仟元(13.2%),主係數位生物條碼 因 [客戶於 112 年底購置較多庫存而導致 113 年減少發貨新台幣 60,413 仟元 (29.4%)所致,然集團主力產品腸炎多元分子檢測試劑對比去年同期成長新台 幣 15,733 仟元(14.1%),5 年複合成長率將近 32%。

本集團 113 年度營業損失,不含營業外收支,為新台幣 277,912 仟元,較 112 年財報之營業損失新台幣 186,703 仟元,增加虧損新台幣 91,209 仟元,主要係毛利減少新台幣 64,741 仟元及佈局未來產品研發計畫而增聘人才及研發材料購置致營業費用較 112 年增加新台幣 26,469 仟元所致。

當期損益方面,113 年度當期淨損新台幣 260,807 仟元,較 112 年財報之當期 淨損新台幣 164,199 仟元,增加虧損新台幣 96,608 仟元,主因與上述相同。

IVD 產品在 113 年取得重要商業化進展,新增客戶數量為歷年最高,且原先以 17 項腸胃道分子檢測套組(GPP)為主力,現已新增 20 項呼吸道分子檢測套組的大客戶,這兩項旗艦產品將可以同步拓展客群。 同時,公司也首次取得了產品導入美國全國性實驗室集團的機會。

(二) 113 年度財務狀況分析

本集團裁至 113 年底,本公司負債占資產比率為 27.7% (新台幣 336,071 仟元/新台幣 1,214,902 仟元)、長期資金占不動產、廠房及設備(新台幣 1,085,073 仟元)比為 12.7 倍、股東權益為新台幣 878,831 仟元、每股虧損為新台幣(2.88)元、公司帳上整體現金(含定存)為新台幣 857,487 仟元。

(三)114年度展望:

- 至年報刊印日止,公司的 IVD 主力產品商業化持續取得顯著成果,目前全美前1、2、3及6大實驗室均導入我集團系統,陸續進入試劑的日常採購,將對營收帶來積極正面影響。
- 2. 本公司最近於114年1月18日,取得美國FDA核發之510K上市許可,獲准將本公司BioCode MDx3000全自動分子檢測系統與國際大廠賽默飛世爾(Thermo Fisher)的核酸萃取儀器 KingFisher 搭配用於17項腸胃道多元分子檢測套組(GPP)。 由於 KingFisher 核酸萃取儀器在新冠疫情期間得到了廣泛安裝,美國有超過千個實驗室都安裝了該系統,這種新組合將使我們IVD產品能有效及迅速增加客戶滲透率。 除了 KingFisher 以外,本公司亦可搭配原通過美國 FDA 上市許可的生物梅里埃 (bioMérieux)的 Easy Max 和羅氏(Roche)的 Magnapure96,共計三種核酸萃取選項,提供實驗室導入瑞磁 IVD產品的高度彈性。
- 3. BioCode MDx3000 全自動分子檢測儀器搭配 KingFishr 核酸萃取儀器,用於 20 項呼吸道分子檢測套組(RPP), 今年將向美國 FDA 送交申請 510K 上市共可。
- 4. 市場上惟一,最全面的20項多元真菌檢測,經過真菌實驗室意見領袖的評估測試後,提出3項真菌目標的優化意見,我們持續進行改良中,更容易被市場接受,以利商業化進行。
- 5. 人工智慧和實驗室自動化是不可阻擋的趨勢,我們也將開發出MDx3000升級版,亦即在原有基礎上結內嵌核酸萃取儀器以達到一站式多元分子檢測,節省實驗室客戶用戶人工操作時間及操作失誤發生率,將對取得大型客戶產生積極正面影響。我們將在今年開發出原型系統。。
- 6. 本公司在114年至116年間致力於尿道炎(UTI)並結合抗藥性(Resistance) 的檢測套組開發、並目標115年進行UTI臨床實驗,最快於116年第一季送 交申請美國FDA上市許可。
- 7. 授權客戶 Idexx 已將運用本公司 BMB 技術的儀器與試劑普及到美國所 有動寵物中央實驗室。除了已商業化的動寵物之血清及寄生蟲檢測外,將在 今年開始推出動寵物淋巴腫瘤檢測,對於採購本公司數位生物條碼會有積極 正面影響。

以上報告。

董事長:李家紫

總經理:何重人里

会計主答:障認名

Exhibit (II) Audit Committee Review Report



Applied BioCode Corporation

審計委員會審查報告書

兹准 董事會造送本公司——三年度營業報告書、合併財務報表與虧 損撥補議案,其中合併財務報表業經董事會委託資誠聯合會計師事務 所梁嬋女會計師及簡汎亞會計師查核完竣並出具查核報告。上開董事 會造送之各項表冊,經本審計委員會審查,認為尚無不符,爰依證券 交易法第十四條之四及公司法第二一九條之規定報告如上,敬請 鑒 核。

此 致

本公司一一四年股東常會

Applied BioCode Corporation

審計委員會召集人:蔡文精

中華民國一一四年三月十三日

Exhibit (III) Implementation Status of Sound Business Plan for 2024

- 1. In accordance with the requirements of the letter (Jin-Guan-Zheng-FA-Zi No. 1130338828) from the Financial Supervisory Commission dated April 30, 2024, the implementation status of sound business plan shall be reported to the board of directors on a quarterly basis and reported at the shareholders meeting.
- 2. Please find the explanation of the difference between 2024 Consolidated Financial Statements and 2024 Implementation status of Sound Business Plan below:

NTD thousand

Item		20	Explanation		
	Forecast		Practical		
	Amount	Amount	Amount Difference	Difference Percentage	
Operating Revenue	332,895	343,066	10,171	3.06%	All products meet expectation
Operation Costs	(128,860)	(139,068)	(10,208)	-7.92%	Sales increase
Operation Profit	204,035	203,998	(37)	-0.02%	Basically in line with expectations
Profit Margin	61.29%	59.46%	(1.83%)	-2.99%	_
Selling Expenses	(97,251)	(92,624)	4,627	4.76%	
Managing	(127,168)	(116,428)	10,740	8.45%	Senior manager
Expenses					retired
R&D Expenses	(276,275)	(272,615)	3,660	1.32%	
Expected Credit Losses	0	(243)	(243)		
Total Operating Expenses	(500,694)	(481,910)	18,784	3.75%	
Operating Income (Loss)	(296,659)	(277,912)	18,747	6.32%	
Other Incomes	16,985	17,131	146	0.86%	
Profit (Loss) before Tax	(279,674)	(260,781)	18,893	6.76%	
Income Tax	(26)	(26)	0		
Net Profit (Loss) for the Period	(279,700)	(260,807)	18,893	6.75%	Basically meet the standards

Revenue Analysis: The company's main income are from BMB Licensing business and IVD sales business. The Licensing business generates beads sales to licensed partners. The IVD business installs MDx3000 instrument at labs, and generates reagent sales, as labs complete validations of products. In 2024 we have seen many new lab customers adapt our instrument and reagents, therefore the product mix is starting to lean towards IVD business.

Expense Analysis: Selling expense, with 5 main sales forces that cover the US territories already in place, and exhibition and marketing activities all review by the management team, actual is close to budget. Management Expense, the US subsidiary senior manager retires and KY CEO steps in, causes actual to be substantially below budget. R&D Expense, the most heavy expense, is due to continuous pipeline of reagent products, while all development budget and phases are reviewed by the management team and Board, the actual is not far from budget.

Profit/Loss Analysis: The company pursues customer benefits and market penetration, which requires resources in

products development. While our IVD account number and customer size both grew in 2024, we have seen reagent sales increase in 2025. Up until the printing date of this Handbook, we have seen 2025Q1 revenue 119,987,000TWD marks 47% growth from the same period of 2024.

Exhibit (IV) 2024 Report of Independent Auditors and Consolidated Financial Statements

Applied BioCode Corporation 及子公司 合併財務報告暨會計師查核報告 西元2024年度及2023年度 (股票代碼6598)

公司地址:Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box

31119, KY1-1205, Cayman Islands

電 話:(02)8791-6833



會計師查核報告

(25)財審報字第 24004219 號

Applied BioCode Corporation 公鑒:

查核意見

Applied BioCode Corporation 及子公司(以下簡稱「Applied BioCode 集團」) 西元 2024 年及 2023 年 12 月 31 日之合併資產負債表,暨西元 2024 年及 2023 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表,以及合併財務報表附註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製,足以允當表達 Applied BioCode 集團西元 2024 年及 2023 年 12 月 31 日之合併財務狀況,暨西元 2024 年及 2023 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師受託查核簽證財務報表規則及中華民國審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依中華民國會計師職業道德規範,與 Applied BioCode 集團保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。



關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷,對 Applied BioCode 集團西元 2024 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表示意見。

Applied BioCode 集團西元 2024 年度合併財務報表之關鍵查核事項如下:

關鍵查核事項-現金及約當現金之存在與發生

事項說明

現金及約當現金之會計政策請詳合併財務報告附註四(六),與現金及約當現金相關之會計項目之說明,請詳合併財務報告附註六(一)。西元 2024 年 12 月 31 日現金及約當現金餘額為新台幣 605,958 仟元,占合併總資產之 50%。由於現金及約當現金占合併總資產比重高,且存有先天性之風險,因此本會計師將此列為查核重要事項。

因應之查核程序

本會計師已執行之查核程序彙總說明如下:

- 1. 函證銀行帳戶與金融機構的特殊約定,確認銀行存款之存在及權利義務。
- 2. 驗證銀行帳戶函證對象必要資訊的真實性。
- 3. 測試銀行調節表計算正確性並抽核調節項目,確認無重大異常之調節項目。
- 4. 抽查鉅額現金收支之交易,確認其交易性質為營業所需。

關鍵查核事項-銷貨收入之真實性

事項說明

收入認列之會計政策請詳合併財務報告附註四(二十三),與收入相關之會計項目之說 明,請詳合併財務報告附註六(十六)。



Applied BioCode 集團之銷貨收入主要來自於多元體外診斷之數位生物條碼、試劑 及光學儀器之銷售業務。銷貨對象主要來自第三方檢測實驗室及醫療院所。其交易條件 視市場狀況及客戶需求不盡相同,考量銷貨收入為公司主要交易事項,對財務報告影響 重大,故本會計師將銷貨收入之真實性列為本次查核之關鍵查核事項。

因應之查核程序

本會計師對上開關鍵查核事項所敘明之特定層面已執行之因應程序彙列如下:

- 1. 檢視新增重要銷售對象之基本資訊,以評估重要銷售對象之合理性。
- 2. 評估及測試銷貨交易內部控制制度及實際流程之執行。
- 針對銷貨收入交易執行證實測試,包含確認客戶訂單、出貨單豎銷貨發票及後續收款情形,以確認銷貨收入交易確實發生。
- 檢視新增為前十大銷貨對象之相關背景資料等資訊及取得並抽樣核對本年度新進前十大之銷貨收入交易相關憑證,以確認收入認列之允當性。

管理階層與治理單位對財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可 並發布生效之國際財務報等準則、國際會計準則、解釋及解釋公告編製允當表達之合併財 務報表,且維持與合併財務報表編製有關之必要內部控制,以確保合併財務報表未存有導 因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時,管理階層之責任亦包括評估 Applied BioCode 集團繼續經營 之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意圖清算 Applied BioCode 集團或停止營業,或除清算或停業外別無實際可行之其他方案。

Applied BioCode 集團之治理單位(含審計委員會)負有監督財務報導流程之責任。



會計師查核財務報表之責任

本會計師查核合併財務報表之目的,係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信係高度確信,惟依照中華民國審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策,則被認為具有重大性。

本會計師依照中華民國審計準則查核時,運用專業判斷及專業懷疑。本會計師亦執行 下列工作:

- 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險;對所評估之風險設計 及執行適當之因應對策;並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊 可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制,故未偵出導因於舞弊之重 大不實表達之風險高於導因於錯誤者。
- 2. 對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序,惟其目的非對 Applied BioCode 集團內部控制之有效性表示意見。
- 3. 評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露之合理性。
- 4. 依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性,以及使 Applied BioCode 集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性, 作出結論。本會計師若認為該等事件或情況存在重大不確定性,則須於查核報告中提醒 合併財務報表使用者注意合併財務報表之相關揭露,或於該等揭露係屬不適當時修正查 核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或 情況可能導致 Applied BioCode 集團不再具有繼續經營之能力。
- 評估合併財務報表(包括相關附註)之整體表達、結構及內容,以及合併財務報表是否 允當表達相關交易及事件。
- 6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行,並負責形成集團查核意見。



本會計師與治理單位溝通之事項,包括所規劃之查核範圍及時間,以及重大查核發現 (包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循中華 民國會計師職業道德規範中有關獨立性之聲明,並與治理單位溝通所有可能被認為會影響 會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中,決定對 Applied BioCode 集團西元 2024 年度 合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除非法令不允 許公開揭露特定事項,或在極罕見情況下,本會計師決定不於查核報告中溝通特定事項, 因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

資誠聯合會計師事務所

架牌女 7.7.4.7.4.



會計師

簡次亞「初」沙外了

前行政院金融監督管理委員會

核准簽證文號:金管證審字第0990001654號

金融監督管理委員會

核准簽證文號:金管證審字第1070323061號

西元 2025 年 3 月 1 3 日



單位:新台幣仟元

	黄	產 附註	2024 年 12 月 金 \$	31 H	2023 年 12 月 金 額	31 B
	流動資產					
1100	現金及約當現金	六(一)	\$ 605,95	8 50	\$ 413,194	41
1136	按攤銷後成本衡量之	金融資產一流 六(二)				
	動		251,52	9 21	191,622	19
1170	應收帳款淨額	六(三)及十二((=) 45,01	8 4	51,044	5
130X	存貨	六(四)	190,07	4 15	174,974	18
1479	其他流動資產一其他		11,70	61	6,527	1
11XX	流動資產合計		1,104,28	5 91	837,361	84
	非流動資產					
1600	不動產、廠房及設備	六(五)	85,63	7 7	104,785	11
1755	使用權資產	六(六)	13,15	0 1	26,355	3
1780	無形資產	六(七)	1,79	9 -	6,019	1
1840	遞延所得稅資產	六(二十二)	3,10	9 -	4,499	-
1900	其他非流動資產	Α	6,92	2 1	14,188	1
15XX	非流動資產合計		110,61	7 9	155,846	16
1XXX	資產總計		\$ 1,214,90	2 100	\$ 993,207	100

(績 次 頁)

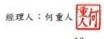


單位:新台幣仟元

	負債及權益	附註	2024 全	年 12 月 31 額	H %	2023 年	年 12 月 31 額	H %
	負債							
	流動負債							
2130	合約負債一流動	六(十六)	\$	54,594	5	\$	43,249	4
2170	應付帳款			6,442	1		2,584	-
2200	其他應付款	六(九)		51,527	4		39,365	4
2280	租賃負債一流動	六 (六)		17,258	1		16,353	2
2399	其他流動負債一其他		3.0	9	-	323	13	-
21XX	流動負債合計			129,830	11	5 01.	101,564	10
	非流動負債							
2527	合約負債一非流動	六(十六)		200,867	17		208,076	21
2570	遞延所得稅負債	六(二十二)		3,109			4,499	-
2580	租賃負債一非流動	大(大)		2,266	-		18,078	2
25XX	非流動負債合計			206,242	17		230,653	23
2XXX	負債總計		3	336,072	28		332,217	33
	權益							
	股本	六(十二)						
3110	普通股股本			1,027,876	84		817,684	82
	資本公積	±(+)(+ <u>=</u>)						
3200	資本公積			272,276	22		43,809	5
	符彌補虧損	六(十四)						
3350	符獨補虧損		(453,971) (37)	(193,164) (19)
	其他權益	六(十)(十五)						
3400	其他權益		V455	32,649	3	(7,339) (1)
3XXX	權益總計			878,830	72		660,990	67
3X2X	負債及權益總計		\$	1,214,902	100	\$	993,207	100

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。





會計主管:陳昭名





單位:新台幣仟元 (除每股虧損為新台幣元外)

			2024	年	度	2023	年	度
-	項目	<u>附註</u>	金	額	%	全	額	%
4000	營業收入	六(八)(十六)	S	343,066	100	\$	395,169	100
5000	營業成本	六(四)(二十)						
		(-+-)	(139,068)(41)	(126,430)(32)
5900	營業毛利		1000	203,998	59	902	268,739	68
	營業費用	六(二十)						
		(-+-)						
6100	推銷費用		(92,624)(27)	(91,196)(23)
6200	管理費用		(116,428)(34)	(117,951)(30)
6300	研究發展費用		(272,615)(79)	(246,005)(63)
6450	預期信用減損損失	+=(=)	(243)		(289)	
6000	營業費用合計		(481,910)(140)	(455,441)(116)
6900	營業損失		(277,912)(81)	(186,702)(48)
	營業外收入及支出		100	4.6		53		
7100	利息收入	六(十七)		27,629	8		23,961	6
7020	其他利益及損失	六(十八)	(9,071)(3)		1,466	
7050	財務成本	六(六)(十九)	(1,427)		(2,166)	
7000	營業外收入及支出合計			17,131	5		23,261	6
7900	稅前淨損		(260,781)(76)	(163,441)(42)
7950	所得稅費用	六(二十二)	(26)		(758)	
8200	本期淨損		(\$	260,807)(76)	(\$	164,199)(42)
	其他綜合損益(淨額)							
	不重分類至損益之項目							
8361	國外營運機構財務報表換算之	六(十五)						
	兌換差額		\$	39,988	12	\$	3,539	1
8500	本期綜合損益總額		(\$	220,819)(64)	(\$	160,660)(41)
	淨利(損)歸屬於:		2003	111 - 24	6			93
8610	母公司業主	六(二十三)	(\$	260,807)(76)	(\$	164,199)(42)
	綜合損益總額歸屬於;		i de la companya de l			1	, ,	
8710	母公司業主		(\$	220,819)(64)	(\$	160,660)(41)
~ 3 * 4	A Alexander		-	220,015/(-	100,000/(
	基本每股虧損							
9750	基本每股虧損	六(二十三)	(\$		2.88)	(\$		2.01)
9850	稀釋每股虧損	六(二十三)	(\$		2.88)			2.01)

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。

董事長:李家榮



經理人:何重人

會計主管:陳昭谷









				P. 1780	od Blog						
			Applied Bi 西元 2024年	iocode Corpo	poration 及子 · 變 例 表 1 J Kol 相至 12 用	※ 편 31 B				單位	單位:新台幣仟元
	45 1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-		屬 於 股 股	本資	本公格	司 紫黄 待 彌 補	走虧損	其の他	權權	ж н ж н Фр	1 0
2023 年度 9093 年 1 日 1 日		¥	817 634	\$ 777	350 242	4	340 032)	*	2	10.8783.	816 066
本期净损	六(十四))					164,199))			164,199)
本期其他綜合損益	六(十五)								3,539	39	3,539
本期綜合損益總額							164,199)		3,539	(39)	160,660)
員工認股權酬券成本	六(十)(十三)(ニナー)				5,541		•				5,541
行使認股權	六(十)(十二)(十三)			50 (7		•				43
資本公積彌補虧損	六(十三)(十四)			<u> </u>	320,967)		320,967				'
2023年12月31日餘額		\$	817,684	\$ \$8	43,809	\$)	193,164)	\$)	7,3	7,339) \$	660,990
2024年度											
2024年1月1日		\$	817,684	\$ \$8	43,809	\$)	193,164)	\$)	7,3	7,339) \$	660,990
本期淨損	六(十四)					J	260,807)			·	260,807)
本期其他綜合損益	六(十五)				'				39,988	88	39,988
本期綜合損益總額					'		260,807)		39,988) 88	220,819)
員工認股權酬券成本	(+)(+=)(=+-)			·	2,524)		•			·	2,524)
現金増資	ナ(ナニ)(ナ三)		210,000	000	231,000					,	441,000
行使認股權	六(十)(十二)(十三)			192 ((6						183
2024年12月31日餘額		\$	1,027,876	\$ 928	272,276	\$)	453,971)	\$	32,649	\$ 649	878,830



單位:新台幣仟元

	附註		年 1 月 1 日 2 月 31 日		年 1 月 1 日 2 月 31 日
被源尔斯,加入 安里	22				
營業活動之現金流量			260 701 1		160 441 5
本期稅前淨損		(\$	260,781)	(2	163,441)
調整項目					
收益費損項目	1/-18		55 004		50 055
折舊費用	六(二十)		56,884		58,255
攤銷費用	六(七)(二十)		4,520		4,429
預期信用減損損失數	+=(=)		243		289
利息收入	六(十七)	(27,629)	(23,961)
利息費用	六(十九)	15	1,427		2,166
股份基礎給付酬勞成本	六(十)(十三)	(2,524)		5,541
處分不動產、廠房及設備損失	六(五)(十八)		-		917
與營業活動相關之資產/負債變動數					
與營業活動相關之資產之淨變動			E 400		10 100
應收帳款淨額		02	5,487	1920	19,477
存貨		(26,512)		78,745)
其他流動資產一其他		(5,179)	(1,050)
與營業活動相關之負債之淨變動			1 100	-	10 000
合約負債			4,136	(42,766)
應付帳款			3,858	(6,143)
其他應付款		79	12,162	(931)
其他流動負債一其他		(4)		159)
營運產生之現金流出		(233,912)	(226,122)
收取之利息			27,629		23,961
支付之利息	W W 1881 12	(1,427)	(2,166)
支付之所得稅	六(二十二)	(26)	(758)
營業活動之淨現金流出		(207,736)		205,085)
投資活動之現金流量					
取得按攤銷後成本衡量之金融資產	六(二)	(182,333)	(191,622)
按攤銷後成本衡量之金融資產領回	六(二)		122,426		-
取得不動產、廠房及設備價款	六(二十四)	(7,379)	(6,394)
存出保證金減少			8,195	<u> </u>	
投資活動之淨現金流出		(59,091)	(198,016)
籌資活動之現金流量					
租賃本金流出	六(二十五)	(16,785)	(15,744)
發行新股	六(十二)(十三)		441,000		-
員工執行認股權	六(+)(+二)				
	(十三)		183	200	43
籌資活動之淨現金流入(流出)			424,398	(15,701)
匯率影響數			35,193	- 53	674
本期現金及約當現金增加(減少)數			192,764	(418,128)
期初現金及約當現金餘額			413,194		831,322
期末現金及約當現金餘額		\$		\$	the same of the sa
期末現金及約當現金餘額		\$	605,958	\$	413,194

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。



經理人:何重人**更何** ~13~





Exhibit (V) Deficit Compensation Statement

Applied BioCode Corporation 西元 2024 年度虧損機補表

EZ.	130	:新	L	施工	15
ж.	33L	. 277	12	m.	7

期初待确補虧損	(193,163,634)		
滅:本期淨損	(260,806,919)		
期末待獨補虧損	(453,970,553)		
爾補虧損:			
資本公積-股本溢價	237,363,279		
彌補虧損後: 待彌補虧損	(216,607,274)		

董事長:李家榮

總經理:何重人

會計主管:陳昭谷

Exhibit (VI) Comparison Table of Amendments Made to Memorandum and the Articles of Association

修訂後條文	修訂前條文	修訂說明
	封面	
(經 202 <u>5</u> 年[*]月[*]日特別決議通過)	(經 202 <u>4</u> 年[*]月[*]日特別決議通過)	更新擬於股
		東會特別決
		——議通過此次
(as adopted by a Special Resolution dated as of [*], 202 <u>5</u>)	(as adopted by a Special Resolution dated as of [*], 202 <u>4</u>)	修訂章程之
		日期。
	章程大綱	1
(經 202 <u>5</u> 年[*]月[*]日特別決議通過)	(經 202 <u>4</u> 年[*]月[*]日特別決議通過)	更新擬於股
		東會特別決
		——議通過此次
(as adopted by a Special Resolution dated as of [*], 202 <u>5</u>)	(as adopted by a Special Resolution dated as of [*], 202 <u>4</u>)	修訂章程之
		日期。
	章程	l
(經 202 <u>5</u> 年[*]月[*]日特別決議通過)	(經 202 <u>4</u> 年[*]月[*]日特別決議通過)	更新擬於股
		東會特別決
(as adopted by a Special Resolution dated as of [*], 202 <u>5</u>)	(as adopted by a Special Resolution dated as of [*], 202 <u>4</u>)	修訂章程之
		日期。

修訂後條文	修訂前條文	修訂說明
5.4 本公司不得發行無面額股份,或將票面金額股份轉換為	N/A	依據公司法
無面額股份。		第 156 條之
		1 第 5 項、第
		6 項規定修
5.4 The Company shall not issue no par value shares or	N/A	正。
convert par value shares into no par value shares.		
20.5 机从双边轴框上从由装尺网上士框扣组。上八三座从上	20.5 机	分块八明 2
20.5股份登錄興櫃或於中華民國上市櫃期間,本公司應依本	20.5股份登錄興櫃或於中華民國上市櫃期間,本公司應依本	. ,
章程第20.2條的規定,一併公告股東會開會通知書、委		行公司股東
託書用紙、有關承認案與討論案(包含但不限於選任或	託書用紙、有關承認案與討論案(包含但不限於選任或	會議事手冊
解任董事之議案)等各項議案之案由及說明資料,並依	解任董事之議案)等各項議案之案由及說明資料,並依	應行記載及
公開發行公司規則傳輸至公開資訊觀測站;其採行書面	公開發行公司規則傳輸至公開資訊觀測站;其採行書面	遵行事項親
行使表決權者,並應將上述資料及書面行使表決權用	行使表決權者,並應將上述資料及書面行使表決權用	法第 6 條規
紙,併同寄送給股東。董事會並應依公開發行公司規則,	紙,併同寄送給股東。董事會並應依公開發行公司規則,	定修正。
備妥股東會議事手冊和補充資料供所有股東索閱,並傳	備妥股東會議事手冊和補充資料供所有股東索閱,並傳	
輸至公開資訊觀測站。但本公司於最近會計年度終了日實	輸至公開資訊觀測站。但本公司於最近會計年度終了日	
收資本額達新臺幣二十億元以上或最近會計年度召開股東常	實收資本額達新臺幣一百億元以上或最近會計年度召	
會其股東名簿記載之外資及陸資持股比率合計達百分之三十	開股東常會其股東名簿記載之外資及陸資持股比率合	
以上時,應於股東常會開會三十日前完成前開電子檔案之傳	計達百分之三十以上時,應於股東常會開會三十日前完	
送。	成前開電子檔案之傳送。	
**		

修訂後條文	修訂前條文	修訂說明
20.5 For so long as the shares are traded on the ESM or listed on the	20.5 For so long as the shares are traded on the ESM or listed on the	
TPEx or the TSE in the ROC, the Company shall announce to	TPEx or the TSE in the ROC, the Company shall announce to	
the public the notice of a general meeting, the proxy instrument,	the public the notice of a general meeting, the proxy instrument,	
agendas and materials relating to the matters to be reported and	agendas and materials relating to the matters to be reported and	
discussed in the general meetings, including but not limited to,	discussed in the general meetings, including but not limited to,	
election or discharge of Directors, in accordance with Article	election or discharge of Directors, in accordance with Article	
20.2, and shall transmit the same via the Market Observation Post	20.2, and shall transmit the same via the Market Observation Post	
System in accordance with Applicable Public Company Rules.	System in accordance with Applicable Public Company Rules.	
If the voting power of a Member at a general meeting shall be	If the voting power of a Member at a general meeting shall be	
exercised by way of a written ballot, the Company shall also send	exercised by way of a written ballot, the Company shall also send	
the written document for the Member to exercise his voting power	the written document for the Member to exercise his voting	
together with the above mentioned materials in accordance with	power together with the above mentioned materials in accordance	
Article 20.2. The Board shall prepare a meeting handbook of the	with Article 20.2. The Board shall prepare a meeting handbook	
relevant general meeting and supplemental materials, which will	of the relevant general meeting and supplemental materials,	
be made available to all Members and shall be transmitted to the	which will be made available to all Members and shall be	
Market Observation Post System in accordance with the	transmitted to the Market Observation Post System in accordance	
Applicable Public Company Rules. If the Company's total paid-	with the Applicable Public Company Rules. If the Company's	
in capital exceeds NT\$2 billion at the most recent financial year	total paid-in capital exceeds NT\$10 billion at the most recent	
end date, or if the shareholding of foreign and PRC investors	financial year end date, or if the shareholding of foreign and PRC	
reaches more than 30% of the total number of issued shares as	investors reaches more than 30% of the total number of issued	
recorded in the Register of Members as of the date of the general	shares as recorded in the Register of Members as of the date of	
meeting held in the most recent financial year, the foregoing	the general meeting held in the most recent financial year, the	
transmission of information and materials via or to the Market	foregoing transmission of information and materials via or to the	
Observation Post System shall be completed at least thirty (30)	Market Observation Post System shall be completed at least thirty	
days for an annual general meeting.	(30) days for an annual general meeting.	
48.3 在開曼群島法允許之範圍內,繼續六個月以上持有本公	48.3 在開曼群島法允許之範圍內,繼續六個月以上持有本	參考 2023 年
司已發行股份總數百分之一以上之股東得:	公司已發行股份總數百分之一以上之股東得:	6 月證券交

修訂後條文	修訂前條文	修訂說明
(a) 以書面請求董事會授權審計委員會之獨立董事為本公	(a) 以書面請求董事會授權審計委員會之獨立董事為本公	易法第14條
司對董事提起訴訟,並得以臺灣臺北地方法院為第一審	司對董事提起訴訟,並得以臺灣臺北地方法院為第一	之 4 立法理
管轄法院;或	審管轄法院;或	由增訂。
(b) 以書面請求審計委員會之獨立董事為本公司對董事提	(b) 以書面請求審計委員會之獨立董事為本公司對董事提	
起訴訟,並得以臺灣臺北地方法院為第一審管轄法院;	起訴訟,並得以臺灣臺北地方法院為第一審管轄法院;	
於依上述第(a)款或第(b)款提出請求後 30 日內,如	於依上述第(a)款或第(b)款提出請求後30日內,如	
(i) 受請求之董事會未依第(a) 款授權審計委員會之獨	(i) 受請求之董事會未依第(a) 款授權審計委員會之獨	
立董事或經董事會授權之審計委員會之獨立董事未依第	立董事或經董事會授權之審計委員會之獨立董事未依第	
(a) 款提起訴訟;或(ii) 受請求之審計委員會之獨立董	(a) 款提起訴訟;或(ii) 受請求之審計委員會之獨立董	
事未依第 (b) 款提起訴訟時,在開曼群島法允許之範圍	事未依第(b)款提起訴訟時,在開曼群島法允許之範圍	
內,股東得為本公司對董事提起訴訟,並得以臺灣臺北地	內,股東得為本公司對董事提起訴訟,並得以臺灣臺北地	
方法院為訴訟管轄法院。	方法院為訴訟管轄法院。	
審計委員會就上述訴訟之提起應以合議方式為之,並由審		
計委員會選任代表單獨或共同提起訴訟。		
48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may:	48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may:	
(a) request in writing the Board to authorize any Independent Director of the Audit Committee to file a petition with the	(a) request in writing the Board to authorize any Independent Director of the Audit Committee to file a petition with the	

	修訂後條文		修訂前條文	修訂說明
	Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or		Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or	
(b)	request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or	(b)	request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or	
	the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.		the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.	
	The Audit Committee shall decide on the initiation of litigation by consensus and shall appoint a representative to file the lawsuit either individually or			
	jointly.			

修訂後條文	修訂前條文	修訂說明
63.1 審計委員會(若有設置者)應依公開發行公司規則之規		
定行使職權。下列事項應經審計委員會全體成員二分之	定行使職權。下列事項應經審計委員會全體成員二分	
一以上同意,並提董事會決議:		之5第2項
(a) 訂定或修正本公司內部控制制度;	(a) 訂定或修正本公司內部控制制度;	及第 3 項增
(b)內部控制制度有效性之考核;	(b)內部控制制度有效性之考核;	訂。
(c) 訂定或修正重要財務或業務行為之處理程序,例如取	(c) 訂定或修正重要財務或業務行為之處理程序,例如取	
得或處分資產、衍生性商品交易、資金貸與他人,或為	得或處分資產、衍生性商品交易、資金貸與他人,或為	
他人背書或保證;	他人背書或保證;	
(d) 涉及董事自身利害關係之事項;	(d) 涉及董事自身利害關係之事項;	
(e) 重大之資產或衍生性商品交易;	(e) 重大之資產或衍生性商品交易;	
(f) 重大之資金貸與、背書或提供保證;	(f) 重大之資金貸與、背書或提供保證;	
(g) 募集、發行或私募具有股權性質之有價證券;	(g) 募集、發行或私募具有股權性質之有價證券;	
(h) 簽證會計師之委任、解任或報酬;	(h) 簽證會計師之委任、解任或報酬;	
(i) 財務、會計或內部稽核主管之任免;	(i) 財務、會計或內部稽核主管之任免;	
(j) 年度及半年度/第二季財務報告(如依公開發行公司規則而有適用)之核可;及	(j)年度及半年度/第二季財務報告(如依公開發行公司規則而有適用)之核可;及	

1.1	Thilen piorone	1		
	修訂後條文		修訂前條文	修訂說明
(k)本公司隨時認定或本公司監理主管機關所要求之其他	(k	:)本公司隨時認定或本公司監理主管機關所要求之其他	
	事項。		事項。	
肾	(第(j)款以外,其他任何事項如未經審計委員會成員半	P	余第 (j) 款以外,其他任何事項如未經審計委員會成員	
婁	t(含)以上同意者,得經全體董事三分之二(含)以上	٤	半數(含)以上同意者,得經全體董事三分之二(含)以	
同]意行之,不受前項規定之限制,審計委員會之決議並應	ا	上同意行之,不受前項規定之限制,審計委員會之決議並	
載	说明於董事會議事錄中。 <u>如有正當理由致審計委員會無法</u>	原	應載明於董事會議事錄中。	
<u> </u>	【開時,前項各款事項應以全體董事三分之二以上同意行			
2	、,惟第(j)款之事項仍應由獨立董事成員出具同意意見。			
63.1	The Audit Committee (if established) shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:	63	1 The Audit Committee (if established) shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:	
(a)	adoption of or amendment to an internal control system;	(a)	adoption of or amendment to an internal control system;	
(b)	assessment of the effectiveness of the internal control system;	(b)	assessment of the effectiveness of the internal control system;	
(c)	adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives	(c)	adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives	

	修訂後條文		修訂前條文	修訂說明
	trading, extension of monetary loans to others, or endorsements or guarantees for others;		trading, extension of monetary loans to others, or endorsements or guarantees for others;	
(d)	any matter relating to the personal interest of the Directors;	(d)	any matter relating to the personal interest of the Directors;	
(e)	a material asset or derivatives transaction;	(e)	a material asset or derivatives transaction;	
(f)	a material monetary loan, endorsement, or provision of guarantee;	(f)	a material monetary loan, endorsement, or provision of guarantee;	
(g)	the offering, issuance, or Private Placement of any equity-related securities;	(g)	the offering, issuance, or Private Placement of any equity- related securities;	
(h)	the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;	(h)	the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;	
(i)	the appointment or discharge of a financial, accounting, or internal auditing officer;	(i)	the appointment or discharge of a financial, accounting, or internal auditing officer;	
(j)	approval of annual and semi-annual/second quarter financial reports (if applicable under the Applicable Public Company Rules); and	(j)	approval of annual and semi-annual/second quarter financial reports (if applicable under the Applicable Public Company Rules); and	
(k)	any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.	(k)	any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.	
	With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all		With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all	

修訂後條文	修訂前條文	修訂說明
Audit Committee members may be undertaken upon the	Audit Committee members may be undertaken upon the	
consent of two-thirds or more of the members of the Board,	consent of two-thirds or more of the members of the Board,	
and the resolution of the Audit Committee shall be recorded	and the resolution of the Audit Committee shall be recorded	
in the minutes of the Directors meeting. If, for good cause,	in the minutes of the Directors meeting.	
it is impossible to hold a meeting of the Audit Committee,		
the matters in the subparagraphs of the preceding		
paragraph shall be adopted with the approval of two-		
thirds or more of all Directors. However, the matters in		
item (j) above shall still require the opinion of the		
Independent Directors indicating their approval.		

Exhibit (VII) Information on Candidates for Directors (Including Independent Directors)

No.	Name	Account No./ ID No.	Corporate Representative	Education	Experience	Current Position	No. of Shares Held
1(Director)	George J. Lee	D100*****	No	State University of New York, PhD. Chemistry National Taiwan University, Bachelor of Agricultural chemistry	Chairman, Epitomices, Inc. R&D Manager, Syntex Laboratories, Inc.	Director, Foresee Pharmaceuticals Co., Ltd. Chairman, Genepharm, Inc. Chairman, RevMAb, Inc. Chairman, Applied BioCode, Inc. Chairman, Applied BioCode, Ltd.	0
2(Director)	Winston Z. Ho	R103*****/ Account No. : 89	No	Arizona State University, PhD in Biophysics and MS in Biochemistry National Chung Hsing University, MS in Chemistry	Postdoctoral Research Fellow, Columbia University, Founder/ CTO, Maxwell Sensors, Inc. System Director, 智能光學系統傳感器 Biomedical Director, Physical Optics Corp. 資助審查委員會審查委員, US-NIH Research Scientist, University of Arizona Optical Center	President and Founder/Chief Technology Officer, Applied BioCode, Inc. Director, Applied BioCode, Inc. Director, Applied BioCode, Ltd. Director, Maxwell Sensors, Inc.	108,750
3(Director)	Benjamin Jen	A120*****	No	Massachusetts Institute of Technology, Master of Technology Management	Vice Chairman, Danen Technology Corp. Business General Manager, Gintech Energy Ltd. Strategy and Investment Director, Quanta Computer Inc.	Managing Partner, GRC SinoGreen Fund Director, Applied BioCode, Inc. Director, Applied BioCode, Ltd.	0

4(Director)	Maxwell	Account No.	No	Not applicable	Not applicable	Not applicable	8,307,042
	Sensors Incorporation	: 1					
5	Wen-Jing	P1204****	No	National Chengchi	Manager, Deloitte Taiwan	Director, Gaowei Accounting	0
(Independen	Tsai			University, Master of	CEO, 台北市會計師公會稅制委員	Firm	
t Director)				Accounting	會	Supervi sor, NewSolar Energy	
				National Taiwan	Vice Chairman,會計師公會全國聯	Co., Ltd.	
				University,	合會稅制會	Supervisor, Mirror TV	
				Accounting		Broadcasting Ltd.	
6	James Hsu	B120*****	No	University of	President, CDIB Biomedical Venture	Director, TaChuan Investment	0
(Independen				Missouri -Columbia,	Capital Co., Ltd.	Ltd.	
t Director)				Master in Accounting	Directo/ President, CDIB Biomedical		
				National Tsing Hua	2nd Venture Capital LLP		
				University, Industrial	Senior Manager, CDIB Industrial		
				Engineering	Bank Investment Department		
				- 44 4	Vice President, CTBC VC		
7	Jim Wu	A120*****	No	Cornell University	Founder & Chairman, eMERG	Director/Chief Corporate Affairs	0
Independent				Doctor of Law	Group	Officer, TNL Mediagene	
Director)				University of	Managing Partner, Ignite Partners	Independent Director, IPEVO	
				California, Berkeley	Company Limited	innovating communications	
				School of Business	Partner, K&L Gates LLP	Director, IBF Venture Capital	
				administration	CEO/Co-Funder/Board Director,	Co. Ltd	
					6DXCHANGE, Inc.	Director, IBF Securities Co.,	
					COO/Co-Funder/Board Director,	Ltd.	
					Spring Creek Acquisition Corp.	Director, PAUGUO Real Estate	
					CLO/Sr. VP/Corporate Secretary,	Managment	
					Openwave System, Inc.		
					VP, Yahoo! Inc.		

(公司印鑑)



主席 Chairman:

何重人 (Winston Z. Ho)

重何

Meeting Secretary:

記錄:呂家馨 (Demi Lu)