



心誠行動醫電股份有限公司
HCmed Innovations Co., Ltd.

股東常會議事錄

Meeting Minutes for the 2025 Annual Shareholder Meeting

時間：民國 114 年 6 月 23 日 (星期一) 上午 10 時 00 分整

Time and Date: 10:00 am on Monday, June 23, 2025.

地點：台北市大安區信義路四段 236 號 7 樓 703 會議室

Place: Room 703, 7F., No. 236, Sec. 4, Xinyi Rd., Da'an Dist., Taipei City 106047, Taiwan (R.O.C.).

召開方式：實體股東會

Meeting format: Physical shareholders' meeting.

出席：出席股東所代表股數計 27,233,767 股，佔本公司已發行股份總數 32,680,762 股之 83.33%，已逾法定開會股數。

In Attendance: Total outstanding shares: 32,680,762 shares; Total shares represented by shareholders present in person or by proxy: 27,233,767 shares.

The percentage of shares held by shareholders present in person or by proxy: 83.33%.

出席董事：鄭傑升、蔡文裕、張上元(獨立董事)。

Directors: Jason Cheng, Leon Tsai, Shine Chang.

主席：鄭傑升

Chairman: Jason Cheng

紀錄：孫蕙群

Recorder: Faye Sun

一、宣佈開會：出席股東代表之股份總數已達法定股數，主席宣布開會。

Call the Meeting to Order: The total number of shares attended by shareholders has reached the required number of shares, and the chairman announces the start of the meeting.

二、主席致詞：略。

Chairperson Remarks: Omit.

三、報告事項：

Management Presentation:

(一) 本公司 113 年度營業報告書，敬請 鑒察。(請參閱股東會議事手冊第 8—12 頁附件一)

Report on 2024 Business Report. (Please refer to Appendix 1 on pages 8—12 of the handbook.)

(二) 審計委員會 113 年度查核報告書，敬請 鑒察。(請參閱股東會議事手冊第 13 頁附件二)

Report on 2024 Audit Committee's review report. (Please refer to Appendix 2 on page 12 of the handbook.)

(三) 本公司 113 年度累積虧損逾實收資本額二分之一報告案，敬請 鑒察。
Report on Accumulated Losses Reaching One-Half of Paid-in Capital.

(四) 本公司 113 年度健全營運計畫執行情形報告，敬請 鑒察。(請參閱股東會議事手冊第 14—15 頁附件三)

Report on the implementation of the Operation Enhancement Plan for 2024. (Please refer to Appendix 3 on pages 14—15 of the handbook.)

(五) 本公司 113 年度董事酬勞給付情形報告，敬請 鑒察。(請參閱股東會議事手冊第 16 頁附件四)

Report on the remuneration paid to the Directors for fiscal year 2024. (Please refer to Appendix 4 on page 16 of the handbook.)

(六) 本公司訂定「誠信經營守則」、「誠信經營作業程序及行為指南」、「道德行為準則」及「關係人相互間財務業務相關作業規範」，敬請 鑒察。

(請分別參閱本手冊第 17—22 頁附件五、第 23—29 頁附件六、第 30—31 頁附件七及第 32—35 頁附件八。)

The Company has established the “Ethical Corporate Management Best Practice Principles,” “Procedures for Ethical Management and Guidelines for Conduct,” “Code of Ethical Conduct,” and “Operational Regulations for Financial and Business Transactions Among Related Parties.”. (Please refer to Appendix 5, pages 17–22; Appendix 6, pages 23–29; Appendix 7, pages 30–31; and Appendix 8, pages 32–35 of the handbook.)

四、承認事項：

Proposals:

第一案 (董事會提)

案 由：本公司 113 年度營業報告書及財務報表案，提請 承認。

說 明：一、本公司 113 年度營業報告書、個體及合併財務報表，業已編製完成，並委請資誠聯合會計師事務所鄧聖偉會計師及林冠宏會計師查核竣事，出具無保留意見查核報告書在案。

二、上述營業報告書及財務報表業經本公司審計委員會審查完竣，出具審計委員會查核報告書在案，並經本公司 114 年 3 月 14 日董事會決議通過，提請股東會承認。

三、茲檢附營業報告書，請參閱股東會議事手冊第 8—12 頁附件一；合併會計師查核報告書及財務報表，請參閱股東會議事手冊第 36—43 頁附件九；個體會計師查核報告書及財務報表，請參閱本手冊第 44—51 頁附件十。

決 議：本案經投票表決結果如下，贊成權數占表決時出席股東表決權數之

100%，本案照原案表決通過。

項目	出席股東表決權	贊成	反對	無效	棄權/未投票
權數	27,233,767	26,443,075	4,239	-	786,453
比例	100%	97.09%	0.01%	0%	2.88%

I: Adoption of the 2024 Business Report and Financial Statements. (Proposed by the Board of Directors)

1. The 2024 Business Report, Individual and Consolidated Financial Statements have been prepared by the company. The 2024 financial statements have been audited by the PwC CPA, and an audit report with an unqualified opinion has been issued.
2. The Business Report and Financial Statements have been approved by the Audit Committee and approved by the Board of Directors on March 14, 2025.
3. The Business Report refers to Appendix 1 on pages 8-12 of the handbook, the Consolidated Financial Statements and Audit Reports refer to Appendix 9 on pages 36-43 of the handbook, and the Individual Financial Statements and Audit Reports refer to Appendix 10 on pages 44-51 of the handbook.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	27,233,767	26,443,075	4,239	-	786,453
Percentage	100%	97.09%	0.01%	0%	2.88%

第二案 (董事會提)

案 由：本公司 113 年度虧損撥補案，提請 承認。

說 明：一、本公司 113 年度尚未獲利，累積虧損 538,006,866 元，依公司法 232 條規定不擬分派股息及紅利。

二、113 年度虧損撥補表業經本公司審計委員會同意暨董事會通過在案。

三、虧損撥補表，請參閱股東會議事手冊第 52 頁附件十一。

決 議：本案經投票表決結果如下，贊成權數占表決時出席股東表決權數之 100%，本案照原案表決通過。

項目	出席股東表決權	贊成	反對	無效	棄權/未投票
權數	27,233,767	26,443,075	4,239	-	786,453
比例	100%	97.09%	0.01%	0%	2.88%

II: Adoption of the Proposal for 2024 Deficit Compensation. (Proposed by the Board of Directors)

1. The company did not make a profit in the year 2024, and the accumulated loss is NT\$ 538,006,866. According to Article 232 of the Company Act, HCmed does not intend to distribute dividends and bonuses this year.
2. The 2024 Deficit Compensation Statement has been approved by the Audit Committee and approved by the Board of Directors.
3. The 2024 Deficit Compensation Statement, please refer to Appendix 11 on page 52 of the handbook.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	27,233,767	26,443,075	4,239	-	786,453
Percentage	100%	97.09%	0.01%	0%	2.88%

五、討論事項：

Discussions:

第一案（董事會提）

案 由：修訂本公司「公司章程」案，提請 討論。

說 明：一、為健全公司董事會及因應證券交易法第 14 條第 6 項規定，擬修訂本公司「公司章程」部分條文。

二、「公司章程」修訂前後條文對照表，請參閱股東會議事手冊第 53—54 頁附件十二。

決 議：本案經投票表決結果如下，贊成權數占表決時出席股東表決權數之 100%，本案照原案表決通過。

項目	出席股東表決權	贊成	反對	無效	棄權/未投票
權數	27,233,767	26,441,996	5,318	-	786,453
比例	100%	97.09%	0.01%	0%	2.88%

I: Proposal for amendment of the “Company’s articles of association”. (Proposed by the Board of Directors)

1. To enhance the soundness of the Company’s Board of Directors and in response to Article 14, Paragraph 6 of the Securities and Exchange Act, the Company proposes to amend certain provisions of its Articles of Incorporation.
2. For the comparison table of the articles before and after the revision, please refer to Appendix 12 on pages 53-54 of the handbook.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	27,233,767	26,441,996	5,318	-	786,453
Percentage	100%	97.09%	0.01%	0%	2.88%

第二案 (董事會提)

案 由：擬辦理初次上市掛牌前現金增資提撥新股承銷，原股東放棄優先認購權利案，提請 討論。

說 明：一、本公司為申請上市辦理公開承銷所需，擬於適當時機辦理國內現金增資，供股票初次上市前提出公開承銷。

二、本案除依公司法第 267 條規定保留 10%~15%由本公司員工認購，其餘 85%~90%擬依證券交易法第 28 條之 1 及相關申請股票上市之法令規定，提請股東會同意，由原股東放棄認購以供全數提撥辦理公開承銷，不受公司法第 267 條關於原股東按照原有股份比例儘先分認規定之限制。員工放棄認購或認購不足部分，擬請股東會授權董事長洽特定人認購之。

三、本次現金增資發行新股採無實體發行，新股之權利義務與原已發行之普通股股份相同。

四、本次現金增資發行新股之實際股數、發行價格、發行條件、募集金額、資金用途及其他有關事項，呈奉主管機關申報生效後訂定股款繳納期間及增資基準日、簽署承銷契約、代收股款合約及其他相關事項，擬提請股東會授權董事長全權處理；如因法令規定或經主管機關修正或基於營運評估或客觀環境改變而有修正變更之必要時，暨本案其他未盡事宜之處，亦授權董事長全權處理。

決 議：本案經投票表決結果如下，贊成權數占表決時出席股東表決權數之 100%，本案照原案表決通過。

項目	出席股東表決權	贊成	反對	無效	棄權/未投票
權數	27,233,767	26,441,996	5,318	-	786,453
比例	100%	97.09%	0.01%	0%	2.88%

II: Proposal for a New Share Issuance through Cash Capital Increase Prior to Initial Public Listing and Offering Allocation and the Waiver of Preemptive Rights by Existing Shareholders. (Proposed by the Board of Directors)

- To meet the public offering requirements for the Company's listing application, the Company plans to conduct a domestic cash capital

increase at an appropriate time for the public offering of shares prior to the initial listing.

2. In accordance with Article 267 of the Company Act, 10% to 15% of the newly issued shares will be reserved for subscription by the Company's employees. The remaining 85% to 90% will be allocated for public offering, in compliance with Article 28-1 of the Securities and Exchange Act and relevant listing regulations, subject to shareholder approval. Original shareholders will waive their preemptive rights to subscribe, and the issuance will not be subject to the proportional subscription requirement under Article 267 of the Company Act. Any shares unsubscribed or forfeited by employees will be allocated to specific investors at the discretion of the Chairman, as authorized by the shareholders' meeting.
3. The new shares issued through this cash capital increase will be in non-physical (dematerialized) form. The rights and obligations of the new shares will be the same as those of the previously issued common shares.
4. The actual number of new shares to be issued, the issuance price, issuance terms, total fundraising amount, use of funds, and other related matters will be determined after approval by the competent authority. The payment period for share subscriptions, the capital increase record date, the signing of the underwriting agreement, the collection of subscription funds, and other relevant matters shall be fully handled by the Chairman as authorized by the shareholders' meeting.
5. In the event of necessary adjustments due to regulatory requirements, modifications by the competent authority, business considerations, or changes in external circumstances, as well as any other unspecified matters related to this proposal, the Chairman is also authorized to handle them at full discretion.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	27,233,767	26,441,996	5,318	-	786,453
Percentage	100%	97.09%	0.01%	0%	2.88%

六、臨時動議：無。

Questions and Motions: None.

七、散會：同日上午 10 時 22 分。

Adjournment: 10:22 am on Friday, June 23, 2025.

本次股東會無股東提問。

There were no questions raised by any shareholders at this meeting.