

心誠鑄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 2024 Annual Shareholder Meeting

時間：民國 113 年 5 月 31 日 (星期五) 上午 10 時 00 分整  
Time and Date: 10:00 am on Friday, May 31, 2024.

地點：本公司大會議室(台北市大安區敦化南路二段 319 號 12 樓)  
Place: HCmed conference room(12F., No.319, Sec.2, Dunhua S Rd., Taipei City 10669, Taiwan)

召開方式：實體股東會  
Way of meeting: Physical shareholders meetings

出席：出席股東所代表股數計 25,964,546 股，佔本公司已發行股份總數 30,033,703 股之 86.45%，已逾法定開會股數。  
In Attendance: Total outstanding shares: 30,033,703 shares; Total shares represented by shareholders present in person or by proxy: 25,964,546 shares.  
Percentage of shares held by shareholders present in person or by proxy: 86.45%.

出席董事：鄭傑升、蔡文裕、謝宗宏、吳永儀、鍾威廉、張上元(獨立董事)、周兆龍(獨立董事)。  
Directors: Jason Cheng, Leon Tsai, Simon Hsieh, Vera Wu, William Chung, Shine Chang, Dean Chou.

主席：鄭傑升  
Chairman: Jason Cheng

紀錄：杜維誠  
Recorder: Wooca Tu

- 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 112 年度營業報告書，敬請 鑒察。(請參閱股東會議事手冊第 7-11 頁附件一)  
Report on 2023 Business Report. (Please refer to Appendix I on pages 7-11 of the handbook.)

(二) 審計委員會 112 年度查核報告書，敬請 鑒察。(請參閱股東會議事手冊第 12 頁附件二)

Report on 2023 Audit Committee's review report. (Please refer to Appendix II on page 12 of the handbook.)

(三) 本公司 112 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 112 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 13 頁附件三)

Report on the 2023 implementation of the Operation Enhancement Plan. (Please refer to Appendix III on page 13 of the handbook.)

#### 四、承認事項：

##### Proposals:

##### 第一案 (董事會提)

**案 由：**本公司 112 年度營業報告書及財務報表案，提請 承認。

**說 明：**一、本公司 112 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 113 年 4 月 18 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 7—11 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 14—20 頁附件四；個體會計師查核報告書及財務報表，請參閱本手冊第 21—27 頁附件五。

**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	25,964,546	25,957,546	-	-	7,000
比例	100%	99.97%	0%	0%	0.02%

#### **I: Adoption of the 2023 Business Report and Financial Statements. (Proposed by the Board of Directors)**

1. The 2023 Business Report, Individual and Consolidated Financial Statements have been prepared by the company. The 2023 financial statements have been audited by the PwC CPA, and an audit report with an unqualified opinion has been issued.

- The Business Report and Financial Statements have been approved by the Audit Committee and approved by the Board of Directors on April 18, 2024.
- The Business Report refers to Appendix I on pages 7-11 of the handbook, the Consolidated Financial Statements and Audit Reports refer to Appendix IV on pages 14-20 of the handbook, and the Individual Financial Statements and Audit Reports refer to Appendix V on pages 21-27 of the handbook.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	25,964,546	25,957,546	-	-	7,000
Percentage	100%	99.97%	0%	0%	0.02%

第二案 (董事會提)

**案由：**本公司 112 年度虧損撥補案，提請 承認。

**說明：**一、本公司 112 年度尚未獲利，累積虧損 459,794,143 元，依公司法 232 條規定不擬分派股息及紅利。

二、112 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 28 頁附件六。

**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	25,964,546	25,957,546	-	-	7,000
比例	100%	99.97%	0%	0%	0.02%

## II: Adoption of the Proposal for 2023 Deficit Compensation. (Proposed by the Board of Directors)

- The company has not profited in the year 2023, and the accumulated loss is NT\$ 459,794,143. According to the Article 232 of the Company Act, HCmed does not intend to distribute dividends and bonuses this year.
- The 2023 Deficit Compensation Statement has been approved by the Audit Committee and approved by the Board of Directors.
- The 2023 Deficit Compensation Statement, please refer to Appendix VI on page 28 of the handbook.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	25,964,546	25,957,546	-	-	7,000
Percentage	100%	99.97%	0%	0%	0.02%

五、選舉事項：

Elections:

(董事會提)

**案由：本公司董事及獨立董事全面改選案，提請選舉。**

**說明：**一、本公司本屆董事及獨立董事之任期於民國 113 年 1 月 20 日屆滿，擬提請股東常會全面改選董事。為配合股東常會之召開，原任董事任期依公司法第 195 條規定延長至本次股東常會選任新任董事就任時為止。

二、本次改選擬選出董事 10 席(含獨立董事 4 席)。董事任期自股東會選任日起三年，即自民國 113 年 5 月 31 日至民國 116 年 5 月 30 日止。

三、依本公司章程規定，本公司董事(含獨立董事)採候選人提名制度，由股東會就董事候選人名單中選任之。董事(含獨立董事)候選人名單，請參閱本手冊第 29—32 頁附件七。

選舉結果：本公司第四屆董事及獨立董事當選名單及當選權數如下：

身份別	當選人姓名	當選權數
董事	鄭傑升	37,962,690
董事	蔡文裕	24,575,670
董事	悠陽管理顧問股份有限公司	24,575,670
董事	美商 VIVO PANDA FUND, L.P. 代表人：Mahendra Shah	24,575,670
董事	吳永儀	24,575,670
董事	安瑞管理顧問有限公司 代表人：鍾威廉	24,575,670
獨立董事	方士豪	21,238,915
獨立董事	張上元	21,238,915
獨立董事	周兆龍	21,238,915
獨立董事	陳怡真	21,238,915

## **I: Re-election of directors and independent directors of the Company (Proposed by the Board of Directors)**

1. The term of office of the current directors and independent directors of the company has expired on January 20, 2024, intends to submit a request to the regular meeting of shareholders to re-elect directors. In accordance with Article 195 of the Company Act, in case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.
2. It is planned to elect 10 directors (including 4 independent directors) at the 2024 annual shareholders' meeting. The newly elected directors will take office from the election date and their term will be from May 31, 2024, to May 30, 2027, for a three-year term.
3. According to the provisions of the company's articles of association, the company's directors (including independent directors) adopt a candidate nomination system and are selected by the shareholders' meeting from a list of director candidates. For the list of candidates for directors (including independent directors), please refer to Appendix VII on pages 29-32 of the handbook.

Election results: The list of elected directors and independent directors are as follows:

Identity	Name	Shares
Director	Jason Chen	37,962,690
Director	Leon Tsai	24,575,670
Director	You yang Management Consulting Co., Ltd.	24,575,670
Director	VIVO PANDA FUND, L.P. -Mahendra Shah	24,575,670
Director	Vera Wu	24,575,670
Director	Forward Asset Management. -William Chung	24,575,670
Independent director	Shih-Hau Fang	21,238,915
Independent director	Shine Chang	21,238,915

Identity	Name	Shares
Independent director	Dean Chou	21,238,915
Independent director	Jenny Chen	21,238,915

六、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、因應本公司 IPO 規劃需求，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 33-36 頁附件八。

**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	25,964,546	25,957,546	-	-	7,000
比例	100%	99.97%	0%	0%	0.02%

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

1. Based on the company's IPO process needs, it is proposed to amend some articles of the “Company's articles of association”.
2. For the comparison table of the articles before and after the revision, please refer to Appendix VIII on pages 33-36 of the handbook.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	25,964,546	25,957,546	-	-	7,000
Percentage	100%	99.97%	0%	0%	0.02%

第二案 (董事會提)

案由：修訂本公司「股東會議事規則」案，提請討論。

說明：一、配合「○○股份有限公司股東會議事規則」參考範例有關視訊股東會之條文規範，擬修訂本公司「股東會議事規則」部分條文。

二、「股東會議事規則」修訂前後條文對照表，請參閱股東會議事手冊第37—41頁附件九。

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	25,964,546	25,911,385	-	46,161	7,000
比例	100%	99.79%	0%	0.17%	0.02%

**II: Proposal for amendment of the “Rules of Procedure for Shareholders Meetings”. (Proposed by the Board of Directors)**

1. According to the provisions on the virtual shareholders meeting in the sample template for “XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”, it is proposed to amend some articles of the “Rules of Procedure for Shareholders Meetings”.
2. For the comparison table of the articles before and after the revision, please refer to Appendix IX on pages 37-41 of the handbook.

Resolution: Approved by all attending shareholders.

Item	Shares of attendance	Agree	Against	Invalid	Abstention
Shares	25,964,546	25,911,385	-	46,161	7,000
Percentage	100%	99.79%	0%	0.17%	0.02%

七、臨時動議：無。

Questions and Motions: none.

八、散會：同日上午10時50分。

Adjournment: 10:50 am on Friday, May 31, 2024.