



**Meeting Notice of  
2022 Annual General Shareholders' Meeting  
(Summary Translation)**

Time: 9:00 a.m., Thursday, May 26, 2022

Place: 4F., No.2, Xuzhou Road, Taipei City (NTUH International Convention Center, Room 401)

A. Meeting Agenda

1. Report Items

- (1) The company's 2021 business report.
- (2) Audit Committee's Review Report of 2021 Financial Statements.
- (3) To report 2021 directors' compensation and employees' profit sharing bonus.
- (4) Other report.

2. Matters for Ratification

- (1) The business report and final account books in Year 2021.
- (2) Issue of distribution of earning of Year 2021.

3. Matters for Discussion:

- (1) A motion for partial amendment to the Company's "Procedures for the Acquisition or Disposal of Assets".
- (2) A motion for partial amendment to the Company's "Articles of Incorporation".
- (3) Intended Private Placement for Issuance of Common Stock Shares or Domestic Convertible Corporate Bonds (Including Secured or Unsecured Convertible Corporate Bonds)

4. Elections:

By-election for one independent director seat of the Company.

5. Extempore Motions

B. The proposal for distribution of 2021 profits adopted at the meeting of the Board of Directors is as follows :

Cash dividends to common share holders: Totaling NT\$268,272,972. Each common share holder will be entitled to receive a cash dividend of NT\$ 1 per share. With the approval of Shareholders' Meeting, the Board of Directors would be authorized to set a record date of dividends distribution to the shareholders.

C. The Company's 2022 Annual General Meeting of Shareholders Elected 1 Independent Director.

Independent director candidates list : LEU,CHIA-HWEL Arthur Kuan About the above candidates' academic experience and other related information, please inquire the public information observatory [website: <https://mops.twse.com.tw>] announcement.

- D. Please refer to the Appendix for the company's plans to private placement for common shares or Domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds).
- E. Pursuant to Article 165 of the Company Act, the transfer of equity is suspended from March 28 to May 26, 2022.
- F. Please check the notice of attendance of your shareholders and the proxy form. If you decide to attend in person, please sign or seal the notice of attendance, and then complete the registration on the day of the meeting (those who attend in person will not be required to send it back). agent present  
Please sign or seal on the power of attorney, and fill in the name, address and signature of the agent, and send (mail) it to Fubon General, the company's stock agency, five days before the meeting (May 20, 111). Securities Co., Ltd. Stock Agency Department  
(2nd Floor, No. 17, Xuchang Street, Zhongzheng District, Taipei City).
- G. If there is any shareholder who intends to solicit for the Proxy Form, the Solicitor's Solicitation Information List compiled by the Company will be available on April 25, 2022 on the website of the Securities and Futures Institute (<http://free.sfib.org.tw>). For inquiries, please visit the website and click "Free Inquiry System for Information Related to the Public Announcement of Proxy Form"; then input the conditions of inquiry accordingly.  
stock code : 1701
- H. For a company that has issued shares in accordance with this Act, for shareholders holding less than 1,000 registered shares, the notice of convening a general meeting of shareholders may be announced 30 days before the meeting.
- I. Regarding the major content of the annual shareholders' meeting, please visit the Market Observation Post System (<http://mops.twse.com.tw>) and click "Basic Information/Electronic Books/Information Related to Annual Report and Stockholders' Meeting.
- J. The shareholders may exercise their voting rights by means of electronic transmission during the period from April 26, 2022 to May 23, 2022. Please log in the "Stockvote" (<https://www.stockvote.com.tw>) of Taiwan Depository & Clearing Corporation (TDCC) and vote in accordance with relevant instructions.
- K. Souvenirs of the General Meeting of Shareholders : Green antibacterial combination
1. Souvenirs on May 26, 111 (8:30 a.m. to 4:30 p.m.), present the notice of attendance to the company's stock agency: Fubon Securities Co., Ltd. stock agency department (2nd Floor, No. 17, Xuchang Street, Zhongzheng District, Taipei City) to pick it up and the venue before the end of the meeting on the day of the meeting issue, will not be mailed, and will not be reissued after the expiration date. If the quantity is insufficient, it will be replaced with an equivalent value.
  2. Shareholders who have exercised their voting rights electronically and have voted successfully can vote from May 30 to June 1, 2011

Note to Readers: If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

Board of Directors

CHINA CHEMICAL & PHARMACEUTICAL CO., LTD.

## Appendix

### **China Chemical & Pharmaceutical Co., Ltd.**

#### **Intended Private Placement for Issuance of Common Stock Shares or Domestic Convertible Corporate Bonds (Including Secured or Unsecured Convertible Corporate Bonds):**

- I. To enrich the operating capital, pay off debts borne by the Company, or for other demands for funds to support future developments of the Company, the Company intends to introduce strategic funds raised by investors through private placement reflective of the market situation and the needs of the Company for issuance either common stock shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) or common stock shares in combination with domestic convertible corporate bonds separately or concurrently. The actual number of shares to be issued or convertible is to be decided by the Board of Directors as authorized through the shareholders' meeting depending on the situation on the capital market and may not exceed 20% (that is, 59,616,216 shares) of the total number of outstanding shares.
- II. Clarifications are provided below as required by Article 43-6 Paragraph 6 of the Securities and Exchange Act:
  - (I) Basis for and legitimacy of pricing:
    1. The price per share of private placement common stock may not be below 80% of the reference price. The reference price is the higher of those calculated according to the two criteria below:
      - (1) The price obtained with the simple arithmetic mean of the closing prices of the one, three, or five business days prior to the pricing date from which the free allotment ex-right and cash dividend subtracted and capital decrease reverse ex-right added back up.
      - (2) The price obtained with the simple arithmetic mean of the closing prices of the thirty business days prior to the pricing date from which the free allotment ex-right and cash dividend subtracted and capital decrease reverse

ex-right added back up.

2. Private convertible corporate bonds:

(1) Denomination per sheet: NT\$100,000 or an integral multiple thereof.

(2) Duration of issuance: Seven (7) years maximum starting from the date of issue.

(3) Denomination interest rate: 0% per annum provisionally.

(4) The issue price of private placement convertible corporate bonds may not be below 80% of the theoretical price. The theoretical price will be determined with the valuation model selected that covers and takes into consideration at the same time various rights included in the issuance criteria. The price of conversion shall be on the basis of the simple arithmetic average of the price of the common shares closed on any one day among the 1st, 3rd and 5th business days prior to the pricing date deducted with the ex-rights and ex-dividends of the gratuitous share allotment added back to the reverse-ex-rights stock price amidst the capital decrease; or the simple arithmetic average common share prices closing in thirty (30) business days prior to the pricing date deducted with the ex-rights and ex-dividends of the gratuitous share allotment added back with the reverse-ex-rights stock price amidst the capital decrease, whichever is higher. Either of such price so obtained shall not be lower than 80% of the reference price.

3. The pricing date, actual reference price and theoretical price, and actual issue price (including the conversion price of private placement convertible corporate bonds) are intended to be decided by the Board of Directors according to the requirements mentioned above as authorized through the shareholders' meeting reflective of the market situation, objective criteria, and arrangements with specific persons on a later date. The private placement price (including the conversion price of private placement convertible corporate bonds) is determined according to the laws and regulations set by the competent authority, with reference to the reference price or theoretical price mentioned above in addition to the "three-year transfer restriction" for private placement securities under the Securities and Exchange Act; as such, the price set shall be reasonable.

(II) Choice of specific persons: Specific persons are limited to strategic investors meeting the eligibility criteria specified under Article 43-6 Paragraph 1 of the Securities and Exchange Act, capable of helping the Company improve its technologies,

quality, bring down the cost, boost efficiency, maximize market share, enhance corporate governance, and strengthen risk management, and approving the management philosophy of the Company. Approaching strategic investors meeting the foregoing criteria is meant to meet, required for, and expected to render benefits in terms of the Company's long-term development needs. It is intended to help the Company fulfill the foregoing benefits taking advantage of the experience, knowledge, technical background, distribution channels, or deployment of the said strategic investors. No specific persons have been approached by the Company so far. It is intended to authorize the Board of Directors through the shareholders' meeting to take care of approaching specific persons.

(III) Rationale for organizing private placements:

1. Why no public offering? In light of the situation on the capital market, time-efficiency, feasibility, and issue cost of capital raising, and the actual needs for introducing strategic investors, the requirement that private placement securities may not be transferred freely within three years helps ensure the long-term partnership between the Company and its strategic investors; as such, securities are issued not through public offering but through private placement.
2. Private placement limit: Not to exceed 59,616,216 common stock shares.
3. Purpose of private placement funds and expected benefits to be fulfilled: The Company will organize private placements once or multiple times (3 times at maximum) reflective of the market situation and status of approaching specific persons. All the funds raised through private placements are used to enrich the operating funds. Each private placement is expected to reinforce the competitive advantages of the Company, improve the operating efficacy, and strengthen the financial structure and hence helps with the shareholders' equity positively.

- III. Major details of the current plan to issue common stock shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) through private placement include the actual issue price, number of shares, issuance criteria, value of private placement, capital increase base date, action items, expected progress, and expected possible benefits, among others, as well as all the other matters and mechanisms concerning the issuance plan are intended to be placed at the discretion of the Board of Directors as authorized through the shareholders' meeting, too. The Board of Directors may adjust, define, and manage them reflective of the situation on the market and may also revise or

change them as instructed by the competent authority or based on the operational evaluation or in response to the objective environment as needed.

- IV. The rights and obligations associated with the current private placement common stock shares are identical to those of outstanding common stock shares of the Company. Applicable restrictions for securities in the current private placement shall be based on Article 43-8 of the Securities and Exchange Act and clarifying letters of applicable laws and regulations from the competent authority.
- V. To facilitate the current placement of securities, it is intended to authorize the Chairman or his/her designee through the shareholders' meeting to negotiate, finalize, and enter into all contracts and documents concerning the current private placement and take care of all the matters required for the current private placement on behalf of the Company. For matters not specified above, the Chairman is authorized to handle them at his/her own discretion as required by law.