



**Meeting Notice of
2023 Annual General Shareholders' Meeting
(Summary Translation)**

Time: 9:00 a.m., Thursday, May 25, 2023

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

A. Meeting Agenda

1. Report Items

- (1) The company's 2022 business report.
- (2) Audit committee's review report on the 2022 financial results.
- (3) To report 2022 directors' compensation and employees' profit sharing bonus.
- (4) Report on progress in privately placed securities.
- (5) Other report.

2. Matters for Ratification

- (1) 2022 Business Report and Financial Statements.
- (2) Distribution of 2022 earnings.

3. Matters for Discussion:

- (1) Partial amendments to the "Regulations Governing Procedure for shareholders' Meetings".
- (2) Intended Private Placement for Issuance of Common Stock Shares or Domestic Convertible Corporate Bonds (Including Secured or Unsecured Convertible Corporate Bonds)

4. Extempore Motions

- B. For the distribution of earnings, it has been prepared by the Board of Directors and the main information is provided as follows:
* Intended cash dividends: \$0.8 per share.
- C. For the intended private placement for issuance of common stock shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds), details are provided in the attachment.
- D. As is required by Article 165 of the Company Act, the book closure period ranges from March 27, 2023 to May 25, 2023.
- E. Enclosed please find one copy of the Shareholders' Attendance Notice and Letter of Authorization, respectively. If you intend to attend the meeting in person, please sign or seal the Attendance Notice and check in on the day of the meeting (for those attending the meeting in person, there is no need to send back the Notice). In case of attendance through a proxy, on the other hand, please sign or seal the Letter of Authorization and provide the name, address and signature of the proxy. The Letter of Authorization should arrive at Fubon Securities Co. Ltd. (through courier service or by mail), the stock affairs agency of the Company five days (May 19, 2023) before the meeting.

- F. In the event that solicitation of Letters of Authorization is available for the current General Shareholders' Meeting, the Company will upload the information to the website of the Securities and Futures Institute by April 24, 2023. For inquiries, investors may key in the website of the Securities and Futures Institute:
<https://free.sfi.org.tw> and go to the "Free Inquiry System for Letters of Authorization" and enter the keyword. (Ticker Symbol:1701)
- G. According to Article 26-2 of the Securities and Exchange Act: "The notice of the shareholders' meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement; for a general shareholders' meeting, such public announcements shall be served with a thirty-day prior notice."
- H. According to Article 172 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act and applicable regulatory requirements. For major contents of a proposal in the shareholders' meeting, you may visit the Market Observation Post System (website: <https://mops.twse.com.tw>) and click on "Profile/e-Book/Annual Report and Shareholders' Meeting-related Information" or "Profile/Company Profile/Company Website" to be connected to the Company's website.
- I. Shareholders may cast their votes electronically for this shareholders' meeting from April 25 through May 22, 2023 using the CA Certificate (Natural Person Certificate, Security Firm Online Order Placement Certificate, Online Banking Certificate, Industry/Commerce Certificate, Securities and Futures Shared Certificate, or Government Certificate) log into the "Shareholders e-voting" platform [Website: "website: www.stockvote.com.tw] of the Taiwan Depository and Clearing Corporation directly and vote following respective instructions. Shareholders that exercise their voting rights electronically are considered to have attended the shareholders' meeting in person. If the voting right is exercised electronically and a proxy is authorized by a Power of Attorney to attend the shareholders' meeting, the voting rights exercised by the proxy shall prevail.
- J. For how to pick up the souvenir from the General Shareholders' Meeting (Green Anti-septic Combo), details are provided in the attachment.

※Information on How to Pick up the Souvenir※

- I. Shareholders' meeting souvenir: Green Anti-septic Combo.
- II. Pick up the souvenir at the solicitor's location: if your stance on each of the proposals in the current shareholders' meeting is identical to that of the solicitor and you are not attending the shareholders' meeting in person and intends to have the solicitor to attend it on your behalf and pick up souvenirs, please sign or seal the 7th copy for the Letter of Authorization and bring it to one of the solicitation sites (each of such sites may finish solicitation early depending on the status).
- III. Principle for issuing the souvenir: for shareholders who hold less than 1,000 shares. Unless they attend the shareholders' meeting in person or exercise their voting rights electronically,

they are not entitled to receive the souvenir.

- IV. Attend the meeting in person to pick up the souvenir: if you intend to attend the shareholders' meeting in person, please bring the third copy (Attendance Notice) on the day of the meeting (before it is completed) to the venue of the meeting and pick up the souvenir. The souvenir will not be distributed or mailed again. In addition, on the day of the meeting, regardless of the number of shares held, it is not allowed to pick up the souvenir on someone else's behalf.
- V. Pick up the souvenir in the case of electronic voting: for shareholders who exercise their voting right electronically, to pick up the souvenir, please bring the "resolution update" of the ballot cast electronically, the photocopy of the National ID or the photocopy of any document sufficient to prove your identity (such as the National Health Insurance Card or the driver's license) from May 29 to May 31, 2023 and pick it up at the Stock Affairs Agency Department of Fubon Securities Co. Ltd.

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.

Information on 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: NT\$100,000 or its multiples.
 - (2) Issuance period: not more than seven years from the issuance date.
 - (3) Coupon interest rate: tentatively set at 0% annual interest rate.
 - (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 conversion price was determined by calculating the simple arithmetic average of the closing price of the common stock for one, three or five business days prior to the price determination date, less the ex-rights and dividends of stock dividends, and adding back the anti-ex-rights of the capital reduction, or the simple arithmetic average of the closing price of the common

stock for 30 business days prior to the price determination date, less the ex-rights and dividends of stock dividends, and adding back the anti-ex-rights of the capital reduction. It shall be the higher of the two calculations and the price shall not be less than 80% of the reference price.

3. Within the scope while the price on the substantial pricing date and substantial private placement price (including the conversion price of the private placement convertible corporate bonds) are not below the range as resolved in the shareholders' meeting, it is proposed that the shareholders' meeting should authorize the Board of Directors to solicit specific people as the market update may justify. 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. The purpose of using the funds acquired through private placement and the benefits anticipated therefrom: The Company will carry out the private placement task either once or in batches (not

beyond three times in maximum) dependent upon the market update and the fact of the specific people. The funds so acquired through private placement either once or in batches are anticipated to be used to enrich the working capital, pay off the Company's debts or to satisfy other needs aiming at the Company's future development. 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.