

TTY BIOPHARM COMPANY LIMITED
2018 First Extraordinary General Meeting Minutes
(Translation Version)

Time: November 22, 2018 (Thursday) 9:00 AM

Location: Room 447, Nankang Software Incubator
(Building E, 4F., No. 19-11, Sanchong Rd., Nangang Dist., Taipei City, Taiwan)

Total outstanding TTY shares: 248,649,959 shares

Total shares represented by shareholder present in person or by proxy: 197,315,498 shares

Percentage of shares outstanding: 79.35%

Director Present: Lin, Chuan ; Chang, Wen-Hwa; Yang, Tze-Kaing; Chang, Hsiu-Chi ; Liao, Ying-Ying; Tsai, Duei (Independent Director); Hsueh, Ming-Ling (Independent Director); Lin, Tien-Fu (Independent Director)

Attendance: Liang, Huai-HSin, Lawyer, Giant Era International Office. Tzeng, Kwo-Yang, CPA of KPMG

Chairperson: Lin, Chuan, Chairman

Recorder: Huang, Ching-Yi

Meeting procedures

I. Calling to the Meeting Order

The aggregate shareholding of the shareholder present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

II. Chairman's Address (omitted)

III. Discussion Items

Item One: (Proposed by the Board of Directors.)

Amendment of "Article of Incorporation"

Description:

1. The "Articles of Incorporation" is proposed to amend in accordance with actual operating needs.
2. Please refer to the Attachment 1 for Articles of Incorporation Amendment Comparison Table.

VOTING RESULTS: a total of 196,111,052 voting rights were represented by the presence of shareholders at the time of voting; therein 188,775,491 votes for (incl. 85,674,053 voting rights cast by electronic method), 593,797 votes against (incl. 593,797 voting rights cast by electronic method), 0 invalid votes and 6,741,764 votes abstention /no votes (incl. 6,729,188 voting rights cast by electronic method).

RESOLVED, 96.25% of total represented voting rights present voted for and this proposal was approved as proposed.

IV. Election Items

Item One:

(Proposed by the Board of Directors.)

Beforehand reelection of member of Board of Directors

Description:

1. The service terms of current Directors of the Company will be matured on June 23, 2019. To fulfill corporate governance, Chairman of the Company would be natural person but not representative of institution. Extraordinary General Meeting will be held on November 2, 2018 to reelect all member of the Board.
2. According to article 14 of the Article of Incorporation, ten Directors (including three Independent Directors) will be elected for the Board. All of Directors shall be elected through the candidate nomination procedure. The service term for elected Directors is three years, since November 22, 2018 to November 21, 2021.
3. The Director and Independent Director candidate list was reviewed by the Board on October 26, 2018. Please refer to Meeting Handbook for detailed Director and Independent Director candidate list.

Voting Results**List of Directors Elected**

Title	Shareholder's No. or Identification	Name	Votes Received
Director	94736	Lin, Chuan	190,221,320
Director	27	Chang, Wen-Hwa	172,072,143
Director	548	DaWan Technology Co., Ltd. Representative : Hsiao, Ying-Chun	163,936,591
Director	A102241***	Yang, Tze-Kaing	150,717,304
Director	182	Chang, Hsiu-Chi	139,507,561
Director	Y220049***	Liao, Ying-Ying	133,680,547
Independent Director	L100933***	Tsai, Duei	126,649,424
Independent Director	B101077***	Hsueh, Ming-Ling	121,907,346
Independent Director	A102932***	Lin, Tien-Fu	118,535,904

V. Other Items**Item One:**

(Proposed by the Board of Directors.)

Release of non-competition restrictions for Directors

Description:

1. According 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 general meeting on the essential contents of such an act and obtain its approval.
2. The Company's director has invested, managed or has been a director for companies of which business scope is similar to the Company's. It will be proposed to release such directors from non-competition restrictions for the actual operation need and no harm to the

Company's interest.

3. Please refer to Attachment 2 for Details of Directors' Concurrent Positions at Other Companies.

VOTING RESULTS:

Release of non-competition restrictions for Director Chang, Wen-Hwa

a total of 186,760,421 voting rights were represented by the presence of shareholders at the time of voting (deduction of interest recusal 9,478,631 voting rights) ; therein 172,849,966 votes for (incl. 79,181,159 voting rights cast by electronic method), 17,273 votes against (incl. 17,273 voting rights cast by electronic method), 0 invalid votes and 13,893,182 votes abstention /no votes (incl. 13,798,606 voting rights cast by electronic method).

RESOLVED, 92.55% of total represented voting rights present voted for and this proposal was approved as proposed.

Release of non-competition restrictions for Director DaWan Technology Co., Ltd. Representative : Mr. Hsiao, Ying-Chun

a total of 171,847,853 voting rights were represented by the presence of shareholders at the time of voting (deduction of interest recusal 24,391,199 voting rights); therein 157,937,408 votes for (incl. 79,181,169 voting rights cast by electronic method), 17,264 votes against (incl. 17,264 voting rights cast by electronic method), 0 invalid votes and 13,893,181 votes abstention /no votes (incl. 13,798,605 voting rights cast by electronic method).

RESOLVED, 91.90% of total represented voting rights present voted for and this proposal was approved as proposed.

Release of non-competition restrictions for Director Yang, Tze-Kaing

a total of 195,949,052 voting rights were represented by the presence of shareholders at the time of voting (deduction of interest recusal 290,000 voting rights); therein 182,038,608 votes for (incl. 79,181,170 voting rights cast by electronic method), 17,263 votes against (incl. 17,263 voting rights cast by electronic method), 0 invalid votes and 13,893,181 votes abstention /no votes (incl. 13,798,605 voting rights cast by electronic method).

RESOLVED, 92.90% of total represented voting rights present voted for and this proposal was approved as proposed.

Release of non-competition restrictions for Director Chang, Hsiu-Chi

a total of 195,164,523 voting rights were represented by the presence of shareholders at the time of voting (deduction of interest recusal 1,074,529 voting rights); therein 181,254,077 votes for (incl. 79,181,168 voting rights cast by electronic method), 17,262 votes against (incl. 17,262 voting rights cast by electronic method), 0 invalid votes and 13,893,184 votes abstention /no votes (incl. 13,798,608 voting rights cast by electronic method).

RESOLVED, 92.87% of total represented voting rights present voted for and this proposal was approved as proposed.

Release of non-competition restrictions for Director Liao, Ying-Ying

a total of 196,239,052 voting rights were represented by the presence of shareholders at the time of voting; therein 182,328,603 votes for (incl. 79,181,165 voting rights cast by electronic method), 17,264 votes against (incl. 17,264 voting rights cast by electronic method), 0 invalid votes and 13,893,185 votes abstention /no votes (incl. 13,798,609 voting rights cast by electronic method).

RESOLVED, 92.91% of total represented voting rights present voted for and this proposal

was approved as proposed.

Release of non-competition restrictions for Independent Director Tsai, Duei

a total of 196,239,052 voting rights were represented by the presence of shareholders at the time of voting; therein 182,328,608 votes for (incl. 79,181,170 voting rights cast by electronic method), 17,261 votes against (incl. 17,261 voting rights cast by electronic method), 0 invalid votes and 13,893,183 votes abstention /no votes (incl. 13,798,607 voting rights cast by electronic method).

RESOLVED, 92.91% of total represented voting rights present voted for and this proposal was approved as proposed.

Release of non-competition restrictions for Independent Director Hsueh, Ming-Ling

a total of 196,239,052 voting rights were represented by the presence of shareholders at the time of voting; therein 182,328,607 votes for (incl. 79,181,169 voting rights cast by electronic method), 17,262 votes against (incl. 17,262 voting rights cast by electronic method), 0 invalid votes and 13,893,183 votes abstention /no votes (incl. 13,798,607 voting rights cast by electronic method).

RESOLVED, 92.91% of total represented voting rights present voted for and this proposal was approved as proposed.

Release of non-competition restrictions for Independent Director Lin, Tien-Fu

a total of 196,239,052 voting rights were represented by the presence of shareholders at the time of voting; therein 182,328,607 votes for (incl. 79,181,169 voting rights cast by electronic method), 17,263 votes against (incl. 17,263 voting rights cast by electronic method), 0 invalid votes and 13,893,182 votes abstention /no votes (incl. 13,798,606 voting rights cast by electronic method).

RESOLVED, 92.91% of total represented voting rights present voted for and this proposal was approved as proposed.

VI. Extraordinary Motions: None.

VII. Adjournment: The Chairman announced the meeting adjourned at 9:35 am on Nov 22, 2018.

Attachment 1

Articles of Incorporation Amendment Comparison Table

Before amendment	After amendment	Reason for amendment
<p>Article 21 Where the Company earns annual profits, <u>1</u> % to <u>8</u> % shall be allocated as employee compensations and a maximum of 2% shall be allocated as director compensations. Where the Company still has accumulated losses, profits shall be retained to recover for such losses.</p>	<p>Article 21 Where the Company earns annual profits, <u>0.5</u> % to <u>10</u> % shall be allocated as employee compensations and a maximum of 2% shall be allocated as director compensations. Where the Company still has accumulated losses, profits shall be retained to recover for such losses.</p>	<p>Increase the flexibility to allocate employee compensations.</p>
<p>Article 28 These articles were formulated on June 23, 1960. The first amendment was made on June 17, 1966 : The thirty-seventh amendment was made on June 16, 2017</p>	<p>Article 28 These articles were formulated on June 23, 1960. The first amendment was made on June 17, 1966 : The thirty-seventh amendment was made on June 16, 2017 <u>The thirty-eight amendment was made on November 22, 2018</u></p>	<p>Revised date added.</p>

Attachment 2

Details of Directors' Current Positions at Other Companies

Title	Name	Concurrent positions at other companies
Director	Chang, Wen-Hwa	<ul style="list-style-type: none"> • Director, Arich Investment Company Limited • Director, American Taiwan Biopharma Philippines Inc.(1)
Director	Dawan Technology Company Limited. Representative: Hsiao, Ying-Chun	<ul style="list-style-type: none"> • Director, TSH Biopharm Company Limited (1) • Chairman, Dawan Technology Company Limited • Director, American Taiwan Biopharma Philippines Inc. (1) • Director, American Taiwan Biopharm Co., Ltd. (2) • Director, EnhanceX Inc. (1)
Director	Yang, Tze-Kaing	<ul style="list-style-type: none"> • Chairmen, Yangtze Associates • Director and General Manager, Huiyang Private Equity Fund Co., Ltd. • Independent Director, DBS Bank (Taiwan) Ltd. • Director, Taiwan Stock Exchange Corporation • Director, Asustek Computer Inc. • Director, Pegatron Corporation • Director, Chien Kuo Construction Co., Ltd. • Director, Airiti Inc. • Director, Hon Yang Healthcare • Director, Huacheng Capital Co., Ltd.
Director	Chang, Hsiu-Chi	<ul style="list-style-type: none"> • Director, Purzer Pharmaceutical Company Limited • Director, Yuan-Hwa Biotechnology Enterprise Company Limited • Director, AnnJi Pharmaceutical Company Limited • Chairman, Yuen Hung Investment Company Limited • Director, HealthBanks Biotech Company Limited • Director, Reber Genetics Company Limited. • Director, Nung Pao Biotech Company Limited. • Director, TheVax Genetics Vaccine Company Limited • Director, Stemgen Biotech Holding Limited • Director, Asiaccord Biotech(BVI) Company Limited • Director, Sheng Rong Biotech Company Limited. • Director, Chi Chun Consulting Management Company Limited. • Director, KamZea Corporation Limited. • Director, Top Horizon Company Limited • Director, Aaxter International Limited • Director, Bio HK Limited
Director	Liao, Ying-Ying	<ul style="list-style-type: none"> • Director, cnYES.com Company Limited • Director, Evenstar Master Fund SPC • Director, Evenstar Capital Management Limited
Independent Director	Tsai, Duei	<ul style="list-style-type: none"> • Independent Director, Compal Electronics, Inc. • Independent Director, Taiwan Taxi Co., Ltd. • Independent Director, Getac Technology Corporation

Title	Name	Concurrent positions at other companies
Independent Director	Hsueh, Ming-Ling	<ul style="list-style-type: none"> • Independent Director, Lite-On Technology Corp. • Independent Director, Walsin Lihwa Corporation • Independent Director, Yuanta Financial Holding Co., Ltd. • Independent Director, Yuanta Commercial Bank
Independent Director	Lin, Tien-Fu	<ul style="list-style-type: none"> • Chairman, Yuanta Futures Co., Ltd.

Note:

- (1) Controlled subsidiaries
- (2) Investment accounted under the equity method