

Stock Code : 6796



Medimaging Integrated Solution Inc.

**2023 Annual General Shareholders' Meeting
Meeting Agenda Handbook
(Translation)**

Time : June 15, 2023

**Place : 2F, No.1, Industry E. Rd. II, Hsinchu Science Park, Hsinchu City
(Science Park Life Hub, Newton Hall)**

Method of meeting : Physical AGM

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This is a translation of the handbook for the 2023 annual general shareholders' meeting (the "handbook") of Medimaging Integrated Solution Inc. (the "company"). This translation is intended for reference only and nothing else, the company hereby disclaims any and all liabilities whatsoever for the translation. The chinese text of the handbook shall govern any and all matters related to the interpretation of the subject matter stated herein.

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Medimaging Integrated Solution Inc.
2023 Annual General Shareholders' Meeting
Meeting Procedure

1.Call Meeting to Order

2.Chairman's Address

3.Report Items

4.Proposed Resolutions

5.Election Matters

6.Other Proposals

7.Extempore Motions

8.Meeting Adjourned

Medimaging Integrated Solution Inc.
2023 Annual General Shareholders' Meeting Agenda

Time : 10:00 a.m., June 15, 2023

Place : 2F, No.1, Industry E. Rd. II, Hsinchu Science Park, Hsinchu City (Science Park Life Hub,
Newton Hall)

Method of Meeting : Physical AGM

1.Call meeting to order

2.Chairman's Address

3.Report Items

(1)2022 Business Report

(2)Audit Committee's Review Report on the 2022 Financial Statements

(3)Report on 2022 employees' compensation and directors' remuneration

(4)Amendments to "Corporate Governance Best Practice Principles"

(5)Amendments to "Sustainable Development Best Practice Principles"

4.Proposed Resolutions

(1)2022 Business Report and Financial Statements

(2)2022 earnings distribution

5.Election Matters

(1)Election of seven directors (including three independent directors)

6.Other Proposals

(1)Release of the restriction of non-compete agreement for newly elected directors

7.Extempore Motions

8.Adjournment

Report items

1. 2022 Business Report

Explanation: Please refer to attachment 1 on page 6-7 of this handbook for 2022 Business Report.

2. Audit Committee's Review Report on the 2022 Financial Statements

Explanation: Please refer to attachment 2 on page 8 of this handbook for the Audit Committee's Review Report.

3. Report on 2021 employees' compensation and directors' remuneration

Explanation:

- (1) According to Article 20 of the Articles of Association of the Company, "If the Company makes profits in the year, it shall appropriate 10% to 25% for employees' compensation and no more than 3% for directors' remuneration".
- (2) In the year of 2022, the Company proposes to allocate 10% according to Article 20 of the Articles of Association of the Company, which is NTD 9,766,678, as employees' compensation, and the recipients of employees' compensation are limited to full-time employees of the Company. In addition, 0.5% will be allocated as directors' remuneration, which is NTD 488,334. According to the "Regulations Governing the Remuneration of Directors and Managers," the remuneration for directors will be calculated and allocated based on their degree of involvement in the company's operations and their contribution value. The remuneration has been reviewed and approved by the Compensation Committee and the Board of Directors, and all of the above-mentioned compensation and remuneration will be distributed in cash.
- (3) The above distributed amount is not different from the estimated amount of recognized expenses for the year 2022.

4. Amendments to "Corporate Governance Best Practice Principles"

Explanation: In accordance with the revised "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" announced by the competent authority on December 23, 2022, the Company proposes to revise certain articles of "Corporate Governance Best Practice Principles". Please refer to Attachment 3 on page 9-11 of this handbook for the comparison table of the above amendments.

5. Amendments to "Sustainable Development Best Practice Principles"

Explanation: In accordance with the revised "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies" announced by the competent authority on

December 23, 2022, the Company proposes to revise certain articles of “Sustainable Development Best Practice Principles”. Please refer to Attachment 4 on page 12 of this handbook for the comparison table of the above amendments.

Proposed resolutions

1.(Proposed by the Board)

Proposal: 2022 Business Report and Financial Statements

Explanation:

- (1) The Individual and Consolidated Financial Statements of the Company, including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, have been audited and issued an unqualified audit report by independent auditors, Mr. Tien-Yi Li and Ms. Chien-Yu Liu, of PwC.
- (2) The above Financial Statements and Business Report have been audited and issued a review report by the Audit Committee.
- (3) Please refer to Attachment 5 on page 13-32 of this handbook for the Business Report and Financial Statements.

Resolution:

2.(Proposed by the Board)

Proposal: 2022 earnings distribution

Explanation:

- (1) The Company's statement of 2022 earnings distribution has been audited by the Audit Committee and determined by the Board of Directors on March 17th, 2023. Please refer to Attachment 6 on page 33 of this handbook.
- (2) The amount of cash dividends to be distributed, which is NTD 59,809,779 (NTD 1.8 per share), is calculated according to the proportion and rounded up by the unit of NT\$1 (less than NT\$1 is excluded), and the total amount of the distributive payments less than NT\$1 are included in other income.
- (3) In the event the number of outstanding shares is subsequently affected by changes in the Company's capital, resulting in the necessity to revise the shareholder's payout ratio, the Chairman shall be authorized to conduct such revision at its full discretion.
- (4) After approved by the Shareholders' Meeting, the Chairman shall be authorized to determine the ex-dividend related matters.

Resolution:

Election matters

1.(Proposed by the Board)

Proposal: Election of seven directors (including three independent directors)

Explanation:

- (1) The term of office of the Company's 6th session of directors (including independent directors) will expire on December 9th, 2023. In accordance with the Company Act and the Company's Articles of Incorporation, the Company proposes to elect the directors of 7th session at the general shareholders' meeting this year. The directors of 6th session are dismissed when the election is completed.
- (2) 7 directors (including 3 independent directors) will be re-elected through candidate nomination system for the 7th session of directors according to the Company's Articles of Incorporation, which states directors shall be 5 to 9 persons. The term of three years for newly elected directors is from June 15th, 2023 to June 14th, 2026.
- (3) The list of nominated candidates for directors and independent directors is approved by the Board of Directors. Please refer to the attachment 7 on page 34-35 of this handbook for candidates' information.

Election result:

Other proposals

1.(Proposed by the Board)

Proposal: Release of the restriction of non-compete agreement for newly elected directors

Explanation: According to paragraph 1 of Article 209 of 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 meeting of shareholders the essential contents of such an act and secure its approval". Please refer to Attachment 8 on page 36 of this handbook for details for release of the restriction of non-compete agreement for new directors.

Resolution:

Extempore motions

Meeting Adjourned

Attachments 1

Medimaging Integrated Solution Inc.

2022 Business Report

1. 2022 Business Results

(1) Financial results

Unit : NT\$ thousands

	2022	2021	Increases (decreases)	Change %
Operating revenue	502,088	485,871	16,217	3.3%
Gross profit	254,388	255,722	-1,334	-0.5%
Net Operating Income	59,604	86,623	-27,019	-31.2%
Net profit before tax	87,412	80,909	6,503	8.0%
Net profit after tax	70,019	66,481	3,538	5.3%

(2) Budget implementation: The Company did not disclose its financial forecasts of the year of 2022, so it is not necessary to publicly disclose the implementation of the budget.

(3) Financial profitability

Item		2022	2021
Financial structure	Liability to asset ratio (%)	22.97%	32.09%
	Long-term asset to real estate, plant and equipment ratio (%)	446.35%	437.41%
Debt-paying capability	Current ratio (%)	513.05%	337.21%
	Quick ratio (%)	373.84%	240.44%
Profitability	Return on assets (%)	9.14%	10.09%
	Return on equity (%)	12.35%	15.17%
	Net income ratio (%)	13.95%	13.68%
	Basic earnings per share (NTD)	2.2	2.3

(4) Overview of R&D

In 2022, the Company has obtained Taiwan TFDA Class II Medical Device License and US FDA 510(k) for disposable nasopharyngoscope, Taiwan TFDA Class II Medical Device License for disposable flexible video endoscope, and Japan Class II Medical Device License for optical coherence tomography (OCT). The clinical trial for wound care AI software also has been completed, and the Company is currently applying for Taiwan TFDA Class II Medical Device License.

The Company plans to continue investing over 20% of our annual revenue in research and development, aiming to develop innovative digital medical devices in the future.

2. 2023 Business Outlook

(1) Operating guideline

- (i) Focusing on the three major markets of telemedicine, digital healthcare, and minimally invasive diagnosis and treatment, the Company continuously develops intelligent medical equipment and provides innovative medical solutions through a dual-engine model of own-brand and CDMO.
- (ii) Products for telemedicine market: the Company aims at the home care market and develops products from existing professional medical products to household products; Products for digital healthcare market: the Company expands the platform of existing software to be compatible with different operating systems; Products for minimally invasive diagnosis and treatment market: the Company continuously develops disposable endoscopes with various functions suitable for different organs.
- (iii) The Company forms cross-industry alliances with domestic telecom companies, medical insurance companies, and health management companies to create new business models for health management and sales through collaborative projects.
- (iv) The Company will expand sales markets in addition to the United States to reduce the risk of market concentration.

(2) Sales Forecast

The Company will take into account past experiences, current operational status, product sales plans, and consider future business environment and market conditions to establish internal operational goals.

(3) Significant Production and Sales Policies

- (i) Strengthen supply chain management, including material delivery times, raw material quality, and procurement prices.
- (ii) Participate in marketing exhibition activities based on product attributes to expand the distributor and CDMO customer base.
- (iii) For component products that are not medical equipment (such as micro camera module), use B2B websites to increase product exposure and reach.

3. Future Development Strategies

The Company specializes in the design, development, and production of digital medical imaging diagnostic devices, operates in a CDMO model and collaborate with international leading companies or sell our products under our own brand, horus SCOPE, through medical channels, and focuses on emerging markets such as remote medicine, digital medicine, and minimally invasive diagnosis and treatment. The Company concentrate on the relevant applications of core technologies and combine hardware modules with AI software to provide innovative medical integration solutions.

4. External Competition, Regulatory Environment, and Overall Business Environment Impact

The global trends for telemedicine, digital healthcare, and minimally invasive treatment are clear. The support of regulations and the inclusion of insurance payments in various countries have gradually formed the entire market mechanism. However, medical institutions' budgets are generally affected by the financial subsidies of governments or crowding out effect of budget due to inflation. As a result, short-term demand may be subject to fluctuations, but long-term demand should remain unaffected.

Despite the uncertainties around the world, the Company will continue to focus on the development of advanced medical devices and solutions to strengthen the Company's competitiveness and technological capabilities, to create market opportunities with customers and suppliers, and to create higher shareholder value to reward shareholders for their long-standing expectations and support.

CHENG, CHU-MING

Chairman

CHENG, CHU-MING

President

FAN, CHING YI

Chief Accounting Officer

Audit Committee's review report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements, and proposal of distribution of 2022 earnings. The CPA firm of PwC was retained to audit MiiS 's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and proposal of distribution of 2022 earnings have been reviewed and determined to be correct and accurate by the Audit Committee members of Medimaging Integrated Solution Inc. According to relevant requirements of the Securities and Exchange Act and the Company Law, we hereby submit this report.

Medimaging Integrated Solution Inc.

Chairman of the Audit Committee: CHANG, MING-JYE

March 17, 2023

Attachments 3

Medimaging Integrated Solution Inc.

Comparison Table for the Corporate Governance Best Practice Principles Before and After Revision

After the revision	Before the revision	Description
<p>Article 3-1 Personnel responsible for corporate governance affairs</p> <p>...</p> <p>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</p> <ol style="list-style-type: none"> 1. Handling matters relating to board meetings and shareholders' meetings according to laws. 2. Producing minutes of board meetings and shareholders' meetings. 3. Assisting in onboarding and continuous development of directors. 4. Furnishing information required for business execution by directors. 5. Assisting directors with legal compliance. 6. Report to the board of directors <u>the results of its review on whether the qualifications of independent directors in the nomination, election, and tenure of office comply with relevant laws and regulations.</u> 7. <u>Handle matters relating to the change of directors.</u> 	<p>Article 3-1 Personnel responsible for corporate governance affairs</p> <p>...</p> <p>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</p> <ol style="list-style-type: none"> 1. Handling matters relating to board meetings and shareholders' meetings according to laws. 2. Producing minutes of board meetings and shareholders' meetings. 3. Assisting in onboarding and continuous development of directors. 4. Furnishing information required for business execution by directors. 5. Assisting directors with legal compliance. 6. Other matters set out in the Articles of Incorporation or contracts. 	<p>Paragraphs 6 and 7 are added.</p>

8. Other matters set out in the Articles of Incorporation or contracts.		
Section 3 Corporate Governance Relationships Between the Company and Its <u>Related Parties</u> .	Section 3 Corporate Governance Relationships Between the Company and Its <u>Affiliated Enterprises</u> .	Amend the title of this section.
<p>Article 17 Those who have business dealings with their <u>related parties</u> should be based on the principle of fairness and reasonableness.</p> <p>When the Company and its <u>related parties and shareholder</u> enter into inter-company business transactions <u>or trading</u>, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions <u>and improper transfer of benefit</u> shall be prohibited.</p> <p><u>The written normative content in the preceding item shall include the management procedures for transactions such as the purchase and sale of goods, acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, and relevant major transactions shall be</u></p>	<p>Article 17 Those who have business dealings with their <u>affiliated enterprises</u> should be based on the principle of fairness and reasonableness.</p> <p>When the Company and its <u>affiliated enterprises</u> enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.</p> <p><u>All transactions or contracts made by and between the Company and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channeling of profits is strictly prohibited.</u></p>	<p>1. Amend the first item.</p> <p>2. Addition of the second item.</p>

submitted to the board of directors for resolution and approval, and to the shareholders' meeting for approval or reporting.		
<p>Article 29 Strengthen and improve the quality of financial reports ...</p> <p>The Company shall refer to the <u>Audit Quality Indexs (AQIs)</u> to evaluate the independence and suitability of the CPA engaged by the Company regularly, and no less frequently than once annually. In the event that the Company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.</p>	<p>Article 29 Strengthen and improve the quality of financial reports ...</p> <p>The Company shall evaluate the independence and suitability of the CPA engaged by the Company regularly, and no less frequently than once annually. In the event that the Company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.</p>	<p>In order to improve the transparency of audit quality, the "Corporate Governance 3.0-Sustainable Development Roadmap" promotes audit quality indicators (AQIs) and encourages the audit committees of listed companies to refer to the AQI information provided by the accounting firm when evaluating the replacement of accounting firms.</p>
<p>Article 29 Implementation and Amendment</p> <p>The principles will come into effect after being approved by the board of directors, and which shall be reported to audit committee and the shareholders' meeting, and the same is true for amendments.</p> <p>The principles were first applied and implemented on March 11, 2021.</p> <p>The first revision was on March 24, 2022.</p>	<p>Article 29 Implementation and Amendment</p> <p>The principles will come into effect after being approved by the board of directors, and which shall be reported to audit committee and the shareholders' meeting, and the same is true for amendments.</p> <p>The principles were first applied and implemented on March 11, 2021.</p> <p>The first revision was on March 24, 2022.</p>	<p>Add revision date.</p>

<p>The second revision was on March 17, 2023.</p>	<p>The second revision was on March 17, 2023.</p>	
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Attachments 4

Medimaging Integrated Solution Inc.

Comparison Table for the Sustainable Development Best Practice Principles Before and After Revision

After the revision	Before the revision	Description
<p><u>Article 27-1</u> <u>The company should continue to pour resources into cultural and artistic activities or cultural and creative industries through donation, sponsorship, investment, procurement, strategic cooperation, corporate voluntary technical services or other support modes to promote cultural development.</u></p>	N/A	In order to encourage enterprises to support cultural and artistic activities and promote sustainable cultural development, it has been updated.
<p>Article 31 The Principles will be implemented after being approved by the board of directors, and will be submitted to the audit committee and the shareholders' meeting. The same is true for amendments. The Principles was first applied and implemented on March 11, 2021. The first revision was on March 24, 2022. <u>The second revision was on March 17, 2023.</u></p>	<p>Article 31 The Principles will be implemented after being approved by the board of directors, and will be submitted to the audit committee and the shareholders' meeting. The same is true for amendments. The Principles was first applied and implemented on March 11, 2021. The first revision was on March 24, 2022.</p>	Add revision date.

Attachments 5

Independent Auditors' Report and 2022 Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Medimaging Integrated Solution Inc.

Opinion

We have audited the accompanying consolidated balance sheets of Medimaging Integrated Solution Inc. and subsidiaries (the "Group") as at December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the report of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Group's 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2022 consolidated financial statements are stated as follows:

Evaluation of inventories

Description

The Group is primarily engaged in manufacturing and selling of equipment related to digital medical imaging diagnosis sets and related application software. Inventories are stated at the lower of cost and net realizable value. Refer to Note 4(12) of the consolidated financial statements for inventory evaluation policies, Note 5(2) for uncertainty of accounting estimates for the details of inventories.

Due to the balances of inventories are significant to the financial statements and the calculation of the net realisable value used in individually obsolete inventories or inventories which are over a certain period involves subjective judgement. Thus, we considered the evaluation of inventories as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Obtained an understanding of business and accounting policies on the provision of allowance for inventory valuation losses and assessed the reasonableness and consistency.
2. Obtain and verify the logic and information used for valuation of inventory cost and statement of net realisable value is consistent with the Group's policies.
3. Obtain the inventory cost and net realizable value data prepared by the management, and verified a sample of individual inventory items to check the relevant purchase and sale documents and their account records.
4. Verify the reasonableness of allowance for inventory valuation loss.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion with other matter section on the parent company only financial statements of Medimaging Integrated Solution Inc. as at and for the years ended December 31, 2022 and 2021.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial

statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Li, Tien-Yi

Chien-Yu Liu

For and on behalf of PricewaterhouseCoopers, Taiwan

March 17, 2023

MEDIMAGING INTEGRATED SOLUTION INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 275,110	33	\$ 224,260	31
1136	Current financial assets at amortised cost	6(3)	60,000	7	10,000	2
1140	Current contract assets	6(18)	11,868	1	8,721	1
1150	Notes receivable, net	6(4)	-	-	1	-
1170	Accounts receivable, net	6(4)	65,229	8	65,228	9
1180	Accounts receivable due from related parties, net	6(4))and7	40,709	5	71,307	10
1200	Other receivables		3,239	-	2,363	-
130X	Current inventories	6(5)	151,644	18	133,287	19
1410	Prepayments		18,261	2	20,425	3
1470	Other current assets		82	-	53	-
11XX	Total current assets		626,142	74	535,645	75
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(2)	250	-	250	-
1535	Non-current financial assets at amortised cost	6(3)and8	959	-	640	-
1600	Property, plant and equipment	6(6)and8	161,166	19	127,340	18
1755	Right-of-use assets	6(7)	21,443	3	16,287	2
1780	Intangible assets	6(8)	12,137	1	13,028	2
1840	Deferred tax assets	6(25)	6,511	1	5,622	1
1915	Prepayments		7,315	1	14,044	2
1990	Other non-current assets		5,490	1	2,982	-
15XX	Total non-current assets		215,271	26	180,193	25
1XXX	Total assets		\$ 841,413	100	\$ 715,838	100

(Continued)

MEDIMAGING INTEGRATED SOLUTION INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			December 31, 2022		December 31, 2021			
			Notes	AMOUNT	%	AMOUNT	%	
Current liabilities								
2100	Current borrowings	6(9)	\$	-	-	\$	45,000	6
2130	Current contract liabilities	6(18)		756	-		5,465	1
2150	Notes payable			-	-		4,856	1
2170	Accounts payable			28,331	4		18,726	3
2200	Other payables	6(10)		62,154	8		54,158	7
2230	Current tax liabilities			7,111	1		12,578	2
2250	Current provisions	6(14)		2,333	-		1,819	-
2280	Current lease liabilities			2,541	-		1,280	-
2320	Long-term liabilities-current portion	6(11)and8		18,337	2		14,548	2
2399	Other current liabilities			479	-		415	-
21XX	Total current liabilities			122,042	15		158,845	22
Non-current liabilities								
2540	Non-current portion of non-current borrowings	6(11)and8		47,283	6		54,883	8
2550	Non-current provisions	6(14)		1,454	-		1,051	-
2570	Deferred tax liabilities	6(25)		2,961	-		-	-
2580	Non-current lease liabilities			19,511	2		14,938	2
2670	Other non-current liabilities			12	-		-	-
25XX	Total non-current liabilities			71,221	8		70,872	10
2XXX	Total liabilities			193,263	23		229,717	32
Equity attributable to owners of parent								
	Share capital	6(15)						
3110	Ordinary share			332,277	40		300,062	42
	Capital surplus	6(16)						
3200	Capital surplus			202,445	24		90,001	13
	Retained earnings	6(17)						
3310	Legal reserve			36,176	4		29,528	4
3320	Special reserve			8,918	1		8,606	1
3350	Unappropriated retained earnings			76,710	9		66,842	9
	Other equity interest							
3400	Other equity interest			(8,376)	(1)		(8,918)	(1)
31XX	Total equity attributable to owners of parent			648,150	77		486,121	68
3XXX	Total equity			648,150	77		486,121	68
	Significant contingent liabilities and unrecognized contract commitments	9						
	Subsequent event	11						
3X2X	Total liabilities and equity		\$	841,413	100	\$	715,838	100

MEDIMAGING INTEGRATED SOLUTION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

Items	Notes	Year ended December 31			
		2022		2021	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(18)and7	\$ 502,088	100	\$ 485,871	100
5000 Operating costs	6(5)	(247,700)	(49)	(230,149)	(47)
5950 Gross profit		<u>254,388</u>	<u>51</u>	<u>255,722</u>	<u>53</u>
Operating expenses	6(23)and(24)				
6100 Selling expenses		(29,942)	(6)	(24,577)	(5)
6200 Administrative expenses		(38,624)	(8)	(36,951)	(8)
6300 Research and development expenses		(126,131)	(25)	(107,591)	(22)
6450 Impairment loss	12(2)	(87)	-	20	-
6000 Total operating expenses		(194,784)	(39)	(169,099)	(35)
6900 Operating income		<u>59,604</u>	<u>12</u>	<u>86,623</u>	<u>18</u>
Non-operating income and expenses					
7100 Interest income	6(19)	1,405	-	364	-
7010 Other income	6(20)	1,307	-	102	-
7020 Other gains and losses, net	6(21)	26,512	5	(5,147)	(1)
7050 Finance costs, net	6(22)	(1,416)	-	(1,033)	-
7000 Total non-operating income and expenses		<u>27,808</u>	<u>5</u>	<u>(5,714)</u>	<u>(1)</u>
7900 Profit from continuing operations before tax		<u>87,412</u>	<u>17</u>	<u>80,909</u>	<u>17</u>
7950 Tax expense	6(25)	(17,393)	(3)	(14,428)	(3)
8200 Profit		<u>\$ 70,019</u>	<u>14</u>	<u>\$ 66,481</u>	<u>14</u>
Components of other comprehensive income (losses) that will not be reclassified to profit or loss					
8361 Exchange differences on translation		\$ 542	-	(\$ 312)	-
8300 Other comprehensive income, net		<u>\$ 542</u>	<u>-</u>	<u>(\$ 312)</u>	<u>-</u>
8500 Total comprehensive income		<u>\$ 70,561</u>	<u>14</u>	<u>\$ 66,169</u>	<u>14</u>
Basic earnings per share	6(26)				
9750 Basic earnings per share		<u>\$ 2.20</u>		<u>\$ 2.30</u>	
Diluted earnings per share	6(26)				
9850 Diluted earnings per share		<u>\$ 2.16</u>		<u>\$ 2.26</u>	

MEDIMAGING INTEGRATED SOLUTION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent company							
		Retained earnings					Other equity interest		
						Undistributed earnings	Financial statements translation differences of foreign operations	Unrealised income (losses) from financial assets measured at fair value through other comprehensive income	Total equity
	Notes	Common shares	Capital surplus	Legal reserve	Special reserve				
<u>2021</u>									
Balance at January 1, 2021		\$ 225,128	\$ 85,763	\$ 24,115	\$ 9,282	\$ 54,626	(\$ 6,211)	(\$ 2,395)	\$ 390,308
Net income for the year		-	-	-	-	66,481	-	-	66,481
Other comprehensive income for the year		-	-	-	-	-	(312)	-	(312)
Total comprehensive income		-	-	-	-	66,481	(312)	-	66,169
Distribution of 2020 earnings	6(17)								
Legal reserve		-	-	5,413	-	(5,413)	-	-	-
Reversal of special reserve		-	-	-	(676)	676	-	-	-
Cash dividends		-	-	-	-	(13,507)	-	-	(13,507)
Capital increase from earnings		36,021	-	-	-	(36,021)	-	-	-
Capital increase from capital surplus	6(16)	22,513	(22,513)	-	-	-	-	-	-
Cash from capital surplus	6(16)	-	(22,513)	-	-	-	-	-	(22,513)
Issue of shares	6(15)	16,200	48,600	-	-	-	-	-	64,800
Share-based payments-Issue of shares	6(13)and(16)	-	55	-	-	-	-	-	55
Share-based payments-stock option	6(13)and(16)	-	609	-	-	-	-	-	609
Employees' compensation transferred to common shares	6(13)and(15)	200	-	-	-	-	-	-	200
Balance at December 31, 2021		\$ 300,062	\$ 90,001	\$ 29,528	\$ 8,606	\$ 66,842	(\$ 6,523)	(\$ 2,395)	\$ 486,121
<u>2022</u>									
Balance at January 1, 2022		\$ 300,062	\$ 90,001	\$ 29,528	\$ 8,606	\$ 66,842	(\$ 6,523)	(\$ 2,395)	\$ 486,121
Net income for the period		-	-	-	-	70,019	-	-	70,019
Other comprehensive income for the year		-	-	-	-	-	542	-	542
Total comprehensive income		-	-	-	-	70,019	542	-	70,561
Distribution of 2021 earnings	6(17)								
Legal reserve		-	-	6,648	-	(6,648)	-	-	-
Special reserve		-	-	-	312	(312)	-	-	-
Cash dividends		-	-	-	-	(53,191)	-	-	(53,191)
Issue of shares	6(15)	31,000	110,734	-	-	-	-	-	141,734
Share-based payments-Issue of shares	6(13)and(16)	-	37	-	-	-	-	-	37
Share-based payments-stock option	6(13)and(16)	-	458	-	-	-	-	-	458
Employees' compensation transferred to common shares	6(13)and(15)	1,215	1,215	-	-	-	-	-	2,430
Balance at December 31, 2022		\$ 332,277	\$ 202,445	\$ 36,176	\$ 8,918	\$ 76,710	(\$ 5,981)	(\$ 2,395)	\$ 648,150

MEDIMAGING INTEGRATED SOLUTION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2022	2021
<u>Cash flows from (used in) operating activities</u>			
Profit (loss) before tax		\$ 87,412	\$ 80,909
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(23)	27,304	30,381
Amortization expense	6(8)and(23)	2,764	2,628
Expected credit loss (gain)	12(2)	87 (	20)
Share-based payments	6(13)	495	664
Interest income	6(19)	(1,405 ) (	364)
Interest expense	6(22)	1,416	1,033
Gains arising from lease modifications	6(21)	(58)	-
Changes in operating assets and liabilities			
Changes in operating assets			
Contract assets		(3,147 ) (	6,849)
Notes receivable		1	25,003
Accounts receivable		(90 ) (	31,585)
Accounts receivable due from related parties		30,598 (	3,925)
Other receivable		(872)	423
Inventories		(18,192 ) (	32,223)
Prepayments		(346 ) (	11,224)
Other current assets		(29)	1,407
Other operating assets		108 (	26)
Changes in operating liabilities			
Contract liabilities		(4,769)	4,125
Notes payable		(4,856)	4,856
Accounts payable		9,605 (	3,091)
Other payable		6,077 (	2,599)
Other payable to related parties		(2)	-
Provisions		914	32
Other current liabilities		64	129
Cash inflow generated from operations		133,079	59,684
Interest received		1,405	364
Interest paid		(1,416 ) (	1,024)
Income taxes paid		(20,788 ) (	13,072)
Net cash flows from operating activities		112,280	45,952

(Continued)

MEDIMAGING INTEGRATED SOLUTION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2022	2021
<u>Cash flows from(used in) investing activities</u>			
Acquisition of financial assets at amortised cost		(\$ 60,319)	(\$ 15,888)
Proceeds from disposal of financial assets at amortised cost		10,000	26,710
Acquisition of property, plant and equipment	6(27)	(20,610)	(13,832)
Acquisition of intangible assets	6(8)	(1,873)	(4,531)
Increase in prepayments for business facilities		(29,318)	(12,461)
Increase in refundable deposits		-	(6)
Increase in other non-current assets		-	183
Net cash flows used in investing activities		(102,120)	(19,825)
<u>Cash flows from (used in) financing activities</u>			
Increase in short-term loans	6(28)	65,000	90,000
Decrease in short-term loans	6(28)	(110,000)	(82,000)
Proceeds from long-term debt	6(28)	12,000	-
Repayments of long-term debt	6(28)	(15,811)	(11,114)
Payments of lease liabilities	6(28)	(1,815)	(2,175)
Increase in guarantee deposits received	6(28)	12	-
Cash dividends paid	6(17)	(53,191)	(36,020)
Proceeds from issuing shares	6(15)	141,734	64,800
Exercise of employee share options	6(13)and(15)	2,430	200
Net cash flows from financing activities		40,359	23,691
Effect of exchange rate changes on cash and cash equivalents		331	(19)
Net increase in cash and cash equivalents		50,850	49,799
Cash and cash equivalents at beginning of period	6(1)	224,260	174,461
Cash and cash equivalents at end of period	6(1)	\$ 275,110	\$ 224,260

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Medimaging Integrated Solution Inc.

Opinion

We have audited the accompanying parent company only balance sheets of Medimaging Integrated Solution Inc. (the "Company") as at December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the parent company only financial statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the report of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Company's 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2022 parent company only financial statements are stated as follows:

Evaluation of inventories

Description

The Company is primarily engaged in manufacturing and selling of equipment related to digital medical imaging diagnosis sets and related application software. Inventories are stated at the lower of cost and net realizable value. Refer to Note 4(11) of the parent company only financial statements for inventory evaluation policies, Note 5(2) for uncertainty of accounting estimates for the details of inventories.

Due to the balances of inventories are significant to the financial statements and the calculation of the net realisable value used in individually obsolete inventories or inventories which are over a certain period involves subjective judgement. Thus, we considered the evaluation of inventories as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Obtained an understanding of business and accounting policies on the provision of allowance for inventory valuation losses and assessed the reasonableness and consistency.
2. Obtain and verify the logic and information used for valuation of inventory cost and statement of net realisable value is consistent with the Group's policies.
3. Obtain the inventory cost and net realizable value data prepared by the management, and verified a sample of individual inventory items to check the relevant purchase and sale documents and their account records.
4. Verify the reasonableness of allowance for inventory valuation loss.

Responsibilities of management and those charged with governance for the parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the

entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the e parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Li, Tien-Yi

Chien-Yu Liu

For and on behalf of PricewaterhouseCoopers, Taiwan

March 17, 2023

MEDIMAGING INTEGRATED SOLUTION INC
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2022		December 31, 2021			
			AMOUNT	%	AMOUNT	%		
Current assets								
1100	Cash and cash equivalents	6(1)	\$	250,592	30	\$	199,590	28
1136	Current financial assets at amortised cost	6(3)		60,000	7		10,000	2
1140	Current contract assets	6(19)		9,817	1		8,329	1
1150	Notes receivable, net	6(4)		-	-		1	-
1170	Accounts receivable, net	6(4)		64,493	8		65,228	9
1180	Accounts receivable due from related parties, net	6(4)and7		45,759	5		74,108	11
1200	Other receivables			2,727	-		2,049	-
130X	Current inventories	6(5)		146,565	18		128,932	18
1410	Prepayments			15,849	2		15,161	2
1470	Other current assets			82	-		53	-
11XX	Total current assets			595,884	71		503,451	71
Non-current assets								
1517	Non-current financial assets at fair value through other comprehensive income	6(2)		250	-		250	-
1535	Non-current financial assets at amortised cost	6(3)and8		959	-		640	-
1550	Investments accounted for under equity method	6(6)		28,650	3		29,574	4
1600	Property, plant and equipment	6(7)and8		161,106	19		127,153	18
1755	Right-of-use assets	8(8)		19,755	2		16,287	2
1780	Intangible assets	6(9)		12,137	2		13,028	2
1840	Deferred tax assets	6(25)		6,511	1		5,622	1
1915	Prepayments			7,315	1		14,044	2
1990	Other non-current assets			4,664	1		1,790	-
15XX	Total non-current assets			241,347	29		208,388	29
1XXX	Total assets		\$	837,231	100	\$	711,839	100

(Continued)

MEDIMAGING INTEGRATED SOLUTION INC
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			Notes	December 31, 2022		December 31, 2021				
				AMOUNT	%	AMOUNT	%			
Current liabilities										
2100	Current borrowings	6(10)	\$	-	-	\$	45,000	6		
2130	Current contract liabilities	6(19)		700	-		2,099	-		
2150	Notes payable			-	-		4,856	1		
2170	Accounts payable			28,331	4		18,726	3		
2200	Other payables	6(11)		60,162	7		53,688	8		
2230	Current tax liabilities			7,111	1		12,578	2		
2250	Current provisions	6(15)		2,283	-		1,656	-		
2280	Current lease liabilities			1,521	-		1,280	-		
2320	Long-term liabilities-current portion	6(12)		18,337	2		14,548	2		
2399	Other current liabilities			479	-		415	-		
21XX	Total current liabilities			118,924	14		154,846	22		
Non-current liabilities										
2540	Non-current portion of non-current borrowings	6(12)and8		47,283	6		54,883	8		
2550	Non-current provisions	6(15)		1,454	-		1,051	-		
2570	Deferred tax liabilities	6(25)		2,961	1		-	-		
2580	Non-current lease liabilities			18,447	2		14,938	2		
2645	Other non-current liabilities			12	-		-	-		
25XX	Total non-current liabilities			70,157	9		70,872	10		
2XXX	Total liabilities			189,081	23		225,718	32		
Equity										
	Share capital	6(16)								
3110	Ordinary share			332,277	40		300,062	42		
	Capital surplus	6(17)								
3200	Capital surplus			202,445	24		90,001	13		
	Retained earnings	6(18)								
3310	Legal reserve			36,176	4		29,528	4		
3320	Special reserve			8,918	1		8,606	1		
3350	Unappropriated retained earnings			76,710	9		66,842	9		
	Other equity interest									
3400	Other equity interest		(8,376)	(1)	(8,918)	(1)
3XXX	Total equity			648,150	77		486,121	68		
	Significant contingent liabilities and unrecognized contract commitments	9								
	Subsequent event	11								
3X2X	Total liabilities and equity		\$	837,231	100	\$	711,839	100		

MEDIMAGING INTEGRATED SOLUTION INC.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

			Year ended December 31			
			2022		2021	
Items	Notes		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(19)and7		\$ 489,038	100	\$ 481,050	100
5000 Operating costs	6(5)and7		(242,979)	(50)	(230,160)	(48)
5900 Gross profit			246,059	50	250,890	52
5910 Unrealized profit from sales			(4,691)	(1)	(6,540)	(1)
5920 Realized profit from sales			6,540	2	6,034	1
5950 Net operating margin			247,908	51	250,384	52
Operating expenses	6(23) (24)					
6100 Selling expenses			(27,077)	(6)	(20,538)	(4)
6200 Administrative expenses			(36,080)	(7)	(33,084)	(7)
6300 Research and development expenses			(121,601)	(25)	(105,572)	(22)
6450 Impairment loss	12(2)		(87)	-	20	-
6000 Total operating expenses			(184,845)	(38)	(159,174)	(33)
6900 Operating income			63,063	13	91,210	19
Non-operating income and expenses						
7100 Interest income	6(20)		1,344	-	280	-
7010 Other income			1,269	-	96	-
7020 Other gains and losses, net	6(21)		26,362	6	(5,067)	(1)
7050 Finance costs, net	6(22)		(1,311)	-	(1,005)	-
7070 Share of profit of associates and joint ventures accounted for under equity method	6(6)		(3,315)	(1)	(4,605)	(1)
7000 Total non-operating income and expenses			24,349	5	(10,301)	(2)
7900 Profit from continuing operations before tax			87,412	18	80,909	17
7950 Tax expense	6(25)		(17,393)	(4)	(14,428)	(3)
8200 Profit			\$ 70,019	14	\$ 66,481	14
Components of other comprehensive income (losses) that will not be reclassified to profit or loss						
8361 Exchange differences on translation	6(6)		\$ 542	-	(\$ 312)	-
8300 Other comprehensive income, net			\$ 542	-	(\$ 312)	-
8500 Total comprehensive income			\$ 70,561	14	\$ 66,169	14
Basic earnings per share	6(26)					
9750 Basic earnings per share			\$ 2.20		\$ 2.30	
Diluted earnings per share	6(26)					
9850 Diluted earnings per share			\$ 2.16		\$ 2.26	

MEDIMAGING INTEGRATED SOLUTION INC.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent company							
		Retained earnings					Other equity interest		
						Undistributed earnings	Financial statements translation differences of foreign operations	Unrealised income (losses) from financial assets measured at fair value through other comprehensive income	Total equity
Notes		Common shares	Capital surplus	Legal reserve	Special reserve				
<u>2021</u>									
		\$ 225,128	\$ 85,763	\$ 24,115	\$ 9,282	\$ 54,626	(\$ 6,211)	(\$ 2,395)	\$ 390,308
		-	-	-	-	66,481	-	-	66,481
		-	-	-	-	-	(312)	-	(312)
		-	-	-	-	66,481	(312)	-	66,169
	6(18)								
		-	-	5,413	-	(5,413)	-	-	-
		-	-	-	(676)	676	-	-	-
		-	-	-	-	(13,507)	-	-	(13,507)
		36,021	-	-	-	(36,021)	-	-	-
	6(17)	22,513	(22,513)	-	-	-	-	-	-
	6(17)	-	(22,513)	-	-	-	-	-	(22,513)
	6(16)	16,200	48,600	-	-	-	-	-	64,800
	6(14)and(17)	-	55	-	-	-	-	-	55
	6(14)and(17)	-	609	-	-	-	-	-	609
	6(14)and(16)								
		200	-	-	-	-	-	-	200
		\$ 300,062	\$ 90,001	\$ 29,528	\$ 8,606	\$ 66,842	(\$ 6,523)	(\$ 2,395)	\$ 486,121
<u>2022</u>									
		\$ 300,062	\$ 90,001	\$ 29,528	\$ 8,606	\$ 66,842	(\$ 6,523)	(\$ 2,395)	\$ 486,121
		-	-	-	-	70,019	-	-	70,019
		-	-	-	-	-	542	-	542
		-	-	-	-	70,019	542	-	70,561
	6(18)								
		-	-	6,648	-	(6,648)	-	-	-
		-	-	-	312	(312)	-	-	-
		-	-	-	-	(53,191)	-	-	(53,191)
	6(16)	31,000	110,734	-	-	-	-	-	141,734
	6(14)and(17)	-	37	-	-	-	-	-	37
	6(14)and(17)	-	458	-	-	-	-	-	458
	6(14)and(16)								
		1,215	1,215	-	-	-	-	-	2,430
		\$ 332,277	\$ 202,445	\$ 36,176	\$ 8,918	\$ 76,710	(\$ 5,981)	(\$ 2,395)	\$ 648,150

MEDIMAGING INTEGRATED SOLUTION INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2022	2021
<u>Cash flows from (used in) operating activities</u>			
Profit (loss) before tax		\$ 87,412	\$ 80,909
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(23)	26,254	28,165
Amortization expense	6(9)and(23)	2,764	2,628
Expected credit loss (gain)	12(2)	87 (	20)
Share-based payments	6(14)	495	664
Interest income	6(20)	(1,344 ) (	280)
Interest expense	6(22)	1,311	1,004
Losses arising from lease modifications	6(21)	25	-
Share of loss (gain) of Subsidiaries accounted for under equity method	6(6)	3,315	4,605
Unrealized profit from sales		4,691	6,540
Realized profit from sales		(6,540 ) (	6,034)
Changes in operating assets and liabilities			
Changes in operating assets			
Contract assets		(1,488 ) (	6,457)
Notes receivable		1 (	1)
Accounts receivable		648 (	31,584)
Accounts receivable due from related parties		28,349	14,269
Other receivable		(678)	425
Prepayments		(17,633 ) (	32,144)
Prepayments		(3,285 ) (	6,671)
Other current assets		(29)	1,407
Long-term prepayments		(276 ) (	31)
Changes in operating liabilities			
Contract liabilities		(1,399)	1,468
Notes payable		(4,856)	4,856
Accounts payable		9,605 (	3,091)
Other payable		4,557 (	2,251)
Other payable to related parties		(2)	-
Provisions		1,029	573
Other current liabilities		64	129
Cash inflow generated from operations		133,077	59,078
Interest received		1,344	280
Interest paid		(1,311 ) (	996)
Income taxes paid		(20,788 ) (	13,072)
Net cash flows from operating activities		112,322	45,290

(Continued)

MEDIMAGING INTEGRATED SOLUTION INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2022	2021
<u>Cash flows from(used in) investing activities</u>			
Acquisition of financial assets at amortised cost		(\$ 60,319)	(\$ 15,888)
Proceeds from disposal of financial assets at amortised cost		10,000	26,710
Acquisition of property, plant and equipment	6(27)	(20,610)	(13,817)
Acquisition of intangible assets	6(9)	(1,873)	(4,531)
Increase in prepayments for business facilities		(29,318)	(12,462)
Increase in refundable deposits		-	(6)
other non-current assets		-	183
Net cash flows used in investing activities		(102,120)	(19,811)
<u>Cash flows from (used in) financing activities</u>			
Increase in short-term loans	6(28)	65,000	90,000
Decrease in short-term loans	6(28)	(110,000)	(82,000)
Proceeds from long-term debt	6(28)	12,000	-
Repayments of long-term debt	6(28)	(15,811)	(11,114)
Payments of lease liabilities	6(28)	(1,374)	(1,259)
Increase in guarantee deposits received	6(28)	12	-
Cash dividends paid	6(18)	(53,191)	(36,020)
Proceeds from issuing shares	6(16)	141,734	64,800
Exercise of employee share options	6(14)and(16)	2,430	200
Net cash flows from financing activities		40,800	24,607
Net increase in cash and cash equivalents		51,002	50,086
Cash and cash equivalents at beginning of period	6(1)	199,590	149,504
Cash and cash equivalents at end of period	6(1)	\$ 250,592	\$ 199,590

Attachments 6

Medimaging Integrated Solution Inc.

2022 Earnings Distribution Table

Unit: NT\$

Items	Amount	Note
Earnings in 2021 available for distribution	6,690,541	
Plus : Net Income of 2022	70,019,399	
Less : Legal reserve appropriated (10%)	(7,001,940)	
Plus : Reversal of special reserve	542,561	
Retained earnings available for distribution as of December 31, 2022	70,250,561	
Distribution Item:		
Cash Dividends to Common Share Holders	(59,809,779)	NT\$ 1.8 per share (note1)
Subtotal	(59,809,779)	
Unappropriated retained earnings	10,440,782	
Note :		

Note1: The cash dividends to common share holders will be rounded down to NT\$1 (any amount under NT\$1 will be discarded), and the remaining fraction will be incorporated into other revenues of the Company.

CHENG, CHU-MING
Chairman

CHENG, CHU-MING
President

FAN, CHING-YI
Chief Accounting Officer

Attachments 7

Medimaging Integrated Solution Inc.
Directors and Independent Directors Candidates List

No.	Type	Name	Education	Major Education and Experience (Including Current Position)	Shares Held	Explanation of reasons for independent directors serving three terms
1	Director	CHENG, CHU-MING	Ph.D in Department of Photonics, National Chiao Tung University	Chairman&CEO, MiiS Director, Medimaging Integrated Solution Inc.(Dongguan) Legal representative, Medview Investments Limited Senior Director, Young Optics Inc.	5,569,659	N/A
2	Director	ROAN, YUNG-CHIH	Master Degree in Physics, FU Jen Catholic University	Partner, OMS Tech Product Line manager, Oerlikon Optics Sales manager, Materion Optics Asia	468,483	N/A
3	Director	LEE, YU-TSUNG	Master Degree in Physics, National Sun Yat-sen University	Executive VP, MiiS Director, MiiS R&D Manager, Young Optics Inc.	476,640	N/A

4	Director	CHEN, CHIN-YI	Major in EMBA at National Taiwan University Master Degree in Applied Languages, Ming Chuan University	ExecutiveVP,MiiS Director, Medimaging Integrated Solution Inc.(Dongguan) Sales Manager, Young Optics Inc.	212,630	N/A
5	Independent Director	CHANG, MING-JYE	MBA, Rutgers, The State University of New Jersey	Independent Director,MiiS GM,Mega Securities	0	No
6	Independent Director	WANG, PAO-CHANG	MBA, National Taiwan University	Independent Director,MiiS VP,KPMG CFO, Amazing Microelectronic Corp.	0	No
7	Independent Director	CHIU, CHIN-TAIN	Ph.D in Bussiness Administration,National Chengchi University. MBA, Sloan School of Management,MIT	Independent Director,MiiS Independent Director, 3D GLOBAL BIOTECH INC. Supervisor,Sino-Indonesia Cultural and Economic Association Director,Chiu Shi-De Enterprise Co., Ltd. HSBC Senior Vice President/Head of Corporate Banking Division/Head of Taipei Branch	0	No

Attachments 8

Medimaging Integrated Solution Inc.

List to remove the restriction of non-compete agreement of newly elected directors

Category	Candidate Name	Company Name and Concurrent Position
Directors	ROAN, YUNG-CHIH	Partner,OMS Tech
Independent Director	CHIU, CHIN-TAIN	Independent Director,3D GLOBAL BIOTECH INC.

Appendix 1

Medimaging Integrated Solution Inc. Rules and Procedures of Shareholders' Meeting

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles.

Article 2

The rules of procedures for this Corporation's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, this Corporation's shareholders' meetings shall be convened by the board of directors.

Changes to how this Corporation convenes its shareholders' meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders' meeting notice.

This Corporation shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting.

This Corporation shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the special shareholders' meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, this Corporation shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

This Corporation shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For physical shareholders' meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual

meeting platform.

3. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form. Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion. Its main content may be placed on the website designated by the securities authority or the company, and its website address shall be specified in the notice.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal. Prior to the date for issuance of notice of a shareholders' meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in

the agenda.

Article 4

For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders' meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders' meeting.

Article 6

This Corporation shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders' meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1

To convene a virtual shareholders' meeting, this Corporation shall include the follow particulars in the shareholders' meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
 - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the

chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Articles of Incorporation, the recording shall be retained until the conclusion of the litigation.

Where a shareholders' meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9

Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and

sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in

which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12

Voting at a shareholders' meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

1. The company holds its own shares.
2. Shares of the company held by affiliated companies that directly or indirectly hold more than half of the total number of issued voting shares or total capital.
3. The company's shares held by the company, its affiliated companies, the company's holding company, and the holding company's affiliated companies that directly or indirectly hold more than half of the total number of issued shares with voting rights or total capital of other companies.

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When this Corporation convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately. When this Corporation convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Articles of Incorporation, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's

full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

Article 16

On the day of a shareholders' meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the

proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19

In the event of a virtual shareholders' meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20

When this Corporation convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21

In the event of a virtual shareholders' meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but

do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When this Corporation convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations hall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 22

When convening a virtual-only shareholders' meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 23

This rule was established on June 25, 2018.

The first revision was on December 10, 2020.

The second revision was on June 17, 2022.

Appendix 2

Medimaging Integrated Solution Inc. Articles of Incorporation

Chapter 1 General Provisions

- Article 1 The Company shall be incorporated as a company limited by shares under the Company Act and its name shall be “晉弘科技股份有限公司” in the Chinese Language, and “Medimaging Integrated Solution Inc.” in the English language.
- Article 2 The scope of business of the Company shall be as follow:
- CF01011 Medical equipment manufacturing industry (limited to ROC industry standard classification 2760 radiation and electronic medical equipment manufacturing industry, 3321 glasses manufacturing industry and 3329 other medical equipment and supplies manufacturing industry)
 - CE01030 Optical instrument manufacturing industry (limited to the industry standard classification of the Republic of China 2729 Other communication equipment manufacturing industry, 2730 Audio-visual electronic product manufacturing industry, 2771 Camera manufacturing industry, 2779 Other optical instruments and equipment manufacturing industry and 3321 Glasses manufacturing industry)
 - IG01010 Biotechnology service industry (limited to ROC industry standard classification 7210 natural and engineering science research and development service industry)
 - I301010 Information software service industry (limited to 6201 computer software design industry, 6202 computer system integration service industry and 6209 other computer system design service industry in the industrial standard classification of the Republic of China)
 - F108031 Wholesale of medical equipment (limited to 4565 wholesale of watches and glasses, 4571 wholesale of medicines and medical supplies, and 4649 wholesale of other mechanical appliances)
 - CC01101 Telecommunications regulated radio frequency equipment manufacturing industry (limited to 2721 telephone and mobile phone manufacturing industry, 2729 other communication and communication equipment manufacturing industry, 2751 measurement, navigation and control equipment manufacturing industry and 2760 radiation and electronic medical equipment manufacturing industry in the industrial standard classification of the Republic of China)
 - F401021 Telecommunications control radio frequency equipment import business (limited to the industry standard classification of the Republic of China 4642 electronic equipment and its parts and components wholesale business)
 - CC01080 Manufacturing of electronic parts and components (limited to manufacturing of other electronic parts and components not classified under ROC Industrial Standard Classification 2699)

F119010 Wholesale of electronic materials (restricted to operate outside of the science park)
(limited to the wholesale industry of electronic equipment and its parts and components under the Industrial Standard Classification of the Republic of China 4642)

F219010 Retailing of electronic materials (restricted to operate outside of the science park)
(limited to 4831 computer and peripheral equipment, software retailing, 4832 communication equipment retailing and 4833 audio-visual equipment retailing under the industrial standard classification of the Republic of China)

Research, develop, design, manufacture and sell the following products:

1. All-in-one digital medical diagnostic Set:

(1) Full-color handheld digital medical non-mydratic eye fundus lens

(2) Full-color handheld digital medical otoscope lens

(3) Full-color handheld digital medical dermatoscope lens

2. Medical image aided recognition software

3. Digital imaging medical beauty skin automatic analyzer

4. Disposable endoscopes and related components

5. Optical tomography scanner

Article 3 The Company shall have its head-office in Hsinchu Science-based Industrial Park and, if necessary, may set up branches in and out of this country upon a resolution of its Board of Directors.

Article 4 Public notices of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter 2 Shares

Article 5 The total capital stock of the Corporation shall be in the amount of 500,000,000 New Taiwan Dollars, divided into 50,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments.

The capital within 75,000,000 New Taiwan Dollars, is for employee stock options, which is 7,500,000 shares at a par value of Ten New Taiwan Dollars (NT\$10) per share. The Board of Directors is authorized to issue the unissued shares in installments in accordance with the company law and related laws and regulations.

To issue employee stock warrants with the exercise price lower than the closing price of the Company stocks as of the issuing date, the Company is required to obtain the consent of a majority of the shareholders present who represent two-thirds or more of the total number of outstanding shares. It should also be listed and explained in the reasons for convening the shareholders' meeting in accordance with the " Regulations Governing the Offering and Issuance of Securities by Securities Issuers" and relevant regulations, and shall not be raised as an extempore motion. The Company is allowed to register multiple issues over a period of 1 year from the date of the shareholders' meeting resolution.

The treasury shares repurchased by the company may be transferred to employees at a price lower than the actual average price of the repurchased shares, provided that the Company is required to obtain the consent of a majority of the shareholders present who represent two-thirds or more of the total number of outstanding shares at the most recent shareholders' meeting.

The recipients of treasury stock transferred to employees, issuance of shares, employee stock options and restricted stock awards in accordance with the Company Law can be the employees of the Company's subsidiaries who fulfill specific requirements.

The specific requirements of the preceding items are authorized to be prescribed by the board of directors.

Article 6 The share certificates of the Corporation shall all be name-bearing share certificates, and issued after the signature or seal of the director representing the company and the bank visa authorized by the law to act as a stock issuer. Shares issued by the Company may be exempted from printing of share certificates. However, it shall be registered in the Securities Central Depository Business Institution.

Article 7 Registration for transfer of shares shall all be suspended within the period specified in Article 165 of the Company Law.

Chapter 3 Shareholders' Meeting

Article 8 Shareholders' meeting shall be of two types, namely general and extraordinary shareholders' meeting; the former shall be convened once a year by the Board of Directors in accordance with laws within six months after the close of each accounting fiscal year and the latter shall be convened in accordance with laws whenever necessary.

Notices to convene the Annual General Meeting shall be given to each shareholder thirty (30) days in advance, and the one to convene the Extraordinary Meeting shall be given fifteen (15) days in advance. Notices of the Shareholders' Meeting shall specify the time and place of the meeting and the particulars of the business to be transacted, and shall be given to all the Shareholders. For shareholders holding less than 1,000 registered shares, the convening notice may be issued in the form of an announcement.

When the company's shareholders' meeting is held, it may be held by video conference or other means announced by the central competent authority.

Article 9 In case a shareholder is unable to attend a shareholders' meeting, he/she may issue proxy printed by the Company setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for the representative to be present on his/her behalf. The procedures for shareholders to attend by proxy shall be handled in accordance with the " Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies " unless otherwise provided by the Company Law.

Article 10 The Company shareholders have one vote per share, but none of the parties to the provisions of Article 179 of the Company Act have the right to vote. When the company

convenes a general shareholders' meeting, it may exercise its voting rights in written or electronic means; when exercising its voting rights in written or electronic means, the method of exercise shall be specified in the shareholders' meeting convening notice. When the company convenes a general meeting of shareholders, electronic means shall be listed as one of the channels for shareholders to exercise their voting rights in accordance with Article 177-1 of the Company Law.

Shareholders who exercise their voting rights in writing or electronically in the preceding paragraph shall be deemed to have attended the shareholders' meeting in person, and relevant matters shall be handled in accordance with laws and regulations.

Article 11 Unless otherwise provided by the Company Act, the resolutions of the shareholders' meeting shall be attended by shareholders representing more than half of the total number of issued shares, and shall be carried out with the consent of more than half of the voting rights of the present shareholders.

Article 12 Resolutions adopted at a Shareholders' Meeting shall be recorded in the minutes of the meeting, and minutes of Shareholders' Meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of Shareholders' Meeting may be effected by means of electronic transmission. The minutes shall be kept persistently throughout the life of the Company. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one (1) year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act hereof, the minutes of the Shareholders' Meeting involved shall be kept by the company until the legal proceedings of the foregoing lawsuit have been concluded.

Chapter 4 Directors

Article 13 The Company shall have five (5) to nine (9) directors to be elected at a shareholders' meeting through a candidate nomination system from persons of legal capacity to serve a term of three years. A director may be re-elected. The company's directors are elected in accordance with the provisions of Article 192-1 of the Company Law, and adopt a candidate nomination system. The minimum amount of shares to be owned by the Company's directors should be handled in accordance with the regulations of the competent authority.

At least two (2) directors or one-fifth of all directors, whichever is higher, shall be the independent directors. The qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters shall be subject to the applicable laws.

The directors of the company shall be elected in accordance with Article 198 of the Company Act, with independent and non-independent directors elected at the same time, but in separately calculated numbers. Those with more voting rights represented by the votes obtained will be elected as independent directors and non-independent directors.

The Company has to purchase D&O for directors during their terms.

Article 14 The Board of Directors shall be organized by directors. The Chairman of the Board shall be elected by the majority of directors present at a meeting attended by more than two thirds of directors. The Chairman of the Board shall externally represent the Company.

Article 15 In case the Chairman of the Board of Directors is on leave or unable to perform his duties for cause, his/her agency shall be handled in accordance with the provisions of Article 208 of the Company Law.

In case a board member is unable to attend the Board of Directors' meeting, he/she may issue proxy setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for another board member to present on his/her behalf. The representative shall serve as the proxy for one director only.

Article 16 The Company shall set forth the audit committee, which comprises of all the independent directors, in accordance with the Securities Exchange Act. The audit committee's duties, organizational regulations, exercise of powers and other matters to be complied with shall be handled in accordance with the regulations of the competent authority.

Article 17 The Board of Directors is authorized to determine the remuneration for the Directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry within the R.O.C. and overseas. The remuneration of all directors shall be paid, regardless of the earnings or deficit of the company.

Chapter 5 Management of the Corporation

Article 18 The Company may appoint one or more manager(s), whose appointment, dismissal, and remunerations shall be sought in accordance with the Company Act Article 29 stipulations.

Chapter 6 Accounting

Article 19 After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning the Distribution of Earnings or Covering of Losses

Article 20 The Company shall allocate 10% to 25% of profit as employees' compensation and no more than 3% of profit as directors' compensation for each profitable fiscal year after offsetting any cumulative losses. The aforementioned employees' compensation will be distributed in shares or cash. The employees of the Company's subsidiaries who fulfill specific requirements may be granted such compensation.

Article 21 After making the final settlement of account, the Company shall allocate the net profit (“earnings”), if any, according to the following sequence: 1. Payment of taxes. 2. Making up for loss in preceding years. 3. Setting aside 10% for legal reserve, except for when accumulated legal reserve has reached the Company’s paid-in capital. 4. Appropriating or reversing special reserve by government officials or other regulations. 5. The remaining, if applicable, in addition to the previous year’s unappropriated earnings, the Company shall distribute it according to the distribution plan proposed by the Board of Directors and submitted to the shareholders’ meeting for approval.

The dividend policy of the company is based on the current and future development plans, considering the investment environment, capital needs, and domestic and foreign competition conditions, and taking into account shareholders' interests and other factors. The amount of dividends distributed to shareholders shall be no less than 10% of distributable earnings for the year. However, when the accumulated distributable surplus is less than 10% of the paid-in capital, it may not be distributed. Dividends to shareholders shall be distributed in the form of cash or shares, provided that the proportion of cash dividends distributed shall not be less than 10% of the total dividends.

Chapter 7 Supplementary Provisions

Article 21 The total amount of the Corporation’s reinvestment shall not be subject to the restriction of not more than forty percent of the Corporation’s paid-up capital. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board of Directors.

Article 22 All matters not specified in this charter are subject to the provisions of the Company Act.

Article 23 This Articles of Association was concluded on July 20, 2010

The first revision was made on March 23, 2011

The second revision was made on April 25, 2011

The third revision was made on July 1, 2011

The fourth revision was made on January 26, 2012

The fifth revision was made on June 20, 2013

The sixth revision was made on May 2, 2014

The seventh revision was made on November 27, 2015

The eighth revision was made on June 15, 2016

The ninth revision was made on June 25, 2018

The tenth revision was made on June 23, 2020

The eleventh revision was made on December 10, 2020

The twelfth revision was made on July 2, 2021

The thirteenth revision was made on June 17, 2022

Medimaging Integrated Solution Inc.

Chairman: CHENG, CHU-MING

Appendix 3

Medimaging Integrated Solution Inc. Procedures for Election of Directors

Article 1

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

Article 4

The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9

of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 5

Elections of independent directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. This Corporation shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee independent directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified independent directors will be elected.

After the company's stock is listed (over the counter), all directors shall be elected in accordance with the candidate nomination system procedures stipulated in the preceding paragraph.

When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6

The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8

The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus

exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

Article 11

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the board of directors.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
5. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

Article 12

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 13

The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 14

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.

Article 15

These Procedures were established on June 25, 2018.

First revised on December 10, 2020.

Appendix 4

Medimaging Integrated Solution Inc.

Shareholdings of All Directors

Note1. Total shares issued as of 4/17/2023 : 33,233,655 common shares.

Note2. The Company has appointed more than two Independent Directors. According to Article 26 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", if a public company has elected two or more Independent Directors, the share ownership standards for all Directors and Supervisors other than the Independent Directors shall be decreased by 80%.

Note3. As of 4/17/2023, table of shares held by all directors and independent directors were shown as below:

Title	Name	Current Shareholding (Shares)	Percentage of shares held (%)
Chairman	CHENG, CHU-MING	5,569,659	16.76%
Director	Welch Allyn, Inc.	4,977,908	14.98%
Director	HSU, CHIH LU	448,408	1.35%
Director	ROAN, YUNG-CHIH	468,483	1.41%
Independent Director	CHANG, MING-JYE	0	0%
Independent Director	WANG, PAO-CHANG	0	0%
Independent Director	CHIU, CHIN-TAIN	0	0%
Total		11,464,458	34.5%