

2016年第一次股東臨時會開會通知書
Notice of 2016 First Extraordinary General Meeting

- 一、茲訂於台灣時間西元2016年9月22日上午9時30分假台北市大安區敦化南路二段97號11樓(元富證券會議室)【受理股東報到時間：上午9：00起，報到處地點同開會地點】舉行本公司2016年第一次股東臨時會，會議召集事由：(一)報告事項：1.訂定本公司「道德行為準則」。2.訂定本公司「誠信經營守則」。3.訂定本公司「誠信經營作業程序及行為指南」。(二)討論事項：1.申請本公司股票在台灣進行第一上市案。2.修訂本公司章程案。(本案應以特別決議通過)3.解除董事競業禁止行為案。4.申請第一上市以現金增資新股承銷部分，提請原股東放棄認購權案。5.修訂「取得與處分資產作業程序」案。(三)臨時動議。

Please be informed that the Tanvex BioPharma, Inc. 2016 First Extraordinary General Meeting is scheduled to be convened at 11F., No. 97, Sec. 2, Dunhua S. Rd., Da'na Dist., Taipei City, Taiwan at 9:30 a.m., September 22nd, 2016. (The registration time is from 9:00 am at the same venue as the 2016 First Extraordinary General Meeting)

Agenda for which the Extraordinary General Meeting is to be convened:

1. Report Matters
(1) Adoption of the Codes of Ethical Conduct of the Company
(2) Adoption of the Ethical Corporate Management Best Practice Principles of the Company
(3) Adoption of the Procedures for Ethical Management and Guidelines for Conduct of the Company
2. Proposals and Discussions:
(1) Application for the Initial Public Offering in Taiwan
(2) Amendment to the Article of Association of the Company (To be approved by way of special resolution)
(3) Release the Prohibition on Non-Competition of Directors
(4) Capital Increase by way of public offering for the Proposed IPO and the Waiver of Pre-Emptive Right by all Shareholders in respect of such Capital Increase
(5) Amendment to the Operational Procedures for Acquisition and Disposal of Assets
3. Extemporary Motion

- 二、檢奉出席通知書及委託書各一份，貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席時，請於「委託書」上簽名或蓋章，並親填受託代理人姓名及地址後，於開會五日前送達本公司服務代理人中國信託商業銀行代理部，以憑寄發出席簽到卡予受託代理人。

Please find enclosed the "Notice of Attendance" and "Proxy Statement". Please sign or apply your seal to the "Notice of Attendance" if you plan to attend the Meeting in person on the Meeting date (Do NOT return this by mail). Members may appoint a proxy to attend the Meeting on his or her behalf by signing or applying their seal to this "Proxy Statement". Please send out such signed or sealed "Proxy Statement" to the Company's stock agency, the Transfer Agency Department of CTBC Bank, five (5) days prior to the Meeting date to allow the stock agency to deliver the "Attendance Card" to your proxy.

- 三、如有股東徵求委託書，本公司將於西元2016年9月6日製作徵求人徵求資料彙總表冊揭露於證基會網站，股東如欲查詢，可直接鍵入(<http://free.sfi.org.tw>)至『委託書公告相關資料免費查詢系統』，點選『查詢委託書公告開會資料由此進入』後，輸入查詢條件即可。

If members solicit proxies to attend the Meeting in their place, the Company will compile a proxy solicitation summary statement and disclose its contents on the Securities & Futures Institute (SFI)'s website on September 6, 2016. Members can access the website through SFI's web address (<http://free.sfi.org.tw>) for relevant information.

- 四、本次委託書統計驗證機構為中國信託商業銀行代理部。

The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.

- 五、敬請察照辦理為荷。

Please fill out the documents as described in the information contained herein.

此致 貴股東
To Shareholder

英屬開曼群島商泰福生技股份有限公司 董事會 敬啟
Board of Directors of Tanvex BioPharma, Inc.



※個人資料運用告知條款(Notice on the Use of Personal Information)

中信銀基於為您於中華民國境內外處理本事件項之目的，在本事件項之目的存續期間、或依相關法令所定或因執行業務所必須之保存期間或依個別契約就資料之保存所定之保存年限(以孰後屆至者為準)，就直接或間接蒐集您的個人資料，將以書面、音軌及/或電子等形式處理、利用及/或國際傳輸，包括但不限於揭露予公務機關或協助處理本事件項之第三人。您得要求查詢、閱覽、製給複本、補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料，但中信銀可能因此無法提供您所需金融商品或服務及提前終止與您之契約及相關服務，中信銀亦可能依法或基於風險管理等因素而得不依您的請求為之。

In order for CTBC Bank Co., Ltd. (CTBC) to handle the matters herein for you, during the continuance period of the matters hereon, the safekeeping period as stipulated by relevant laws and regulations or required for exercising business, or safekeeping period as demonstrated in each contract, whichever later shall prevail, CTBC will process, use and/or internationally transmit, in the form of writing, audio recording and/or electronic files and others, including but not limited to disclosure to government agencies or a third party assisting the said matters, your personal information which has been directly or indirectly collected by CTBC. You may request for inquiry, review, duplicates, supplement, correction and deletion of your personal information or for cease of collection, process, use and/or international transmission of the same. Nevertheless, CTBC may therefore discontinue its financial products and services and terminate relevant services and contracts with you. In addition, CTBC may decline to follow your aforementioned request pursuant to relevant laws or factors such as risk management policy.

tanvex
BIOPHARMA, INC.

100-08
台北市中正區重慶南路1段83號5樓
英屬開曼群島商泰福生技股份有限公司 服務代理人
中國信託商業銀行代理部
<https://ecorp.ctbcbank.com/cts/index.jsp>
客服語音專線：(02)6636-5566(股票代號：6541)
100-08 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC
Tanvex BioPharma, Inc.
Transfer Agency Department of CTBC Bank Co., Ltd.
<https://ecorp.ctbcbank.com/cts/index.jsp>
TEL No.:+886-2-6636-5566 (Stock code:6541)

2016 First Extraordinary General Meeting Notice (限向郵局窗口交寄) 第1聯 (First copy)

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開會通知請速詳閱
親自出席無須寄回



台北郵局許可證
台北字第1333號

股東 台啟

Shareholder

本次股東臨時會
恕不發放紀念品
No Souvenir in this Meeting

第3聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席
(Third copy)

105 出席通知書
Notice of Attendance

本股東決定親自出席本公司
西元2016年9月22日舉行之
2016年第一次股東臨時會，
請 察照。

Please be informed that I/We
will attend 2016 First
Extraordinary General Meeting
on September 22, 2016.

此 致
英屬開曼群島商泰福生技股份有限公司
To: Tanvex BioPharma, Inc.

股東：
戶號

Shareholder
No.

股東：
戶名

Name of
Shareholder

親自出席簽章處
Shareholder
Signature

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章
This column is reserved for
reception desk

中國信託蓋章處
Sealed by CTBC

英屬開曼群島商泰福生技股份有限公司2016年第一次股東臨時會
2016 First Extraordinary General Meeting of Tanvex BioPharma, Inc.

105 出席簽到卡
Attendance Card

時間：西元2016年9月22日上午9時30分
Time: 9:30am Taiwan time, September 22, 2016
地點：台北市大安區敦化南路二段97號11樓(元富證券會議室)
Venue: 11F., No. 97, Sec. 2, Dunhua S. Rd., Da'na Dist., Taipei City,
Taiwan

股東戶號：

Shareholder No.

持有股數：

Shareholding

728 泰福-KY(臨)
Tanvex-KY

委託書填表須知 Proxy Statement Instruction

- 一、委託書應依公開發行公司出席股東會使用委託書規則及本公司章程第六十二至六十五、七十及七十二條規定辦理。
The use of proxies is authorized in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Articles 62 to 65, 70, and 72 of the Company's Third Amended and Restated Memorandum and Articles of Association.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。
Before the Board accepts a proxy statement issued by a member, the member must provide a printed copy of the proxy statement, or reference the proxy statements and printed materials compiled by the Company in order to gain a practical understanding of the candidate for director and their background information, and of the agenda items in the Meeting.
- 三、股東應使用本公司印發之委託書用紙，委託書與親自出席通知書均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。
Please use the Proxy Statement printed by the Company. In the event that the Company receives both a signed or sealed Proxy Statement AND a Notice of Attendance from a shareholder, the shareholder will be deemed to have attended the Meeting in person unless the Proxy Statement is delivered to the solicited individual or proxy agent.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人親自填寫徵求人或受託代理人姓名。但信託事業或股務代理機構受委託擔任徵求人，及股務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代替之。
The shareholder shall fill out the name of the solicited individual or proxy agent in the Proxy Statement and sign or affix their seals on the proxies in person; however, in a situation where a trust enterprise or stock affairs agent acts as the solicited individual and a stock affairs agent is mandated to act as the proxy agent, seals affixed on the proxies in substitution shall be permitted.
- 五、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、股務代理機構，請於股東戶號欄內填寫統一編號。
A solicited individual or proxy agent shall sign or seal in the Proxy Statement and fill out the shareholder's number, name, identification number and address. A proxy agent who is not a shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder's Number. If a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、委託書應於開會五日前送達本公司股務代理人中國信託商業銀行代理部；委託書送達股務代理人後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向股務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
The Proxy Statement shall be delivered to the Company's stock agent, the Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event any shareholder who has appointed a proxy to attend a Meeting later decides to attend the Meeting in person or exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

委 託 書 Proxy Statement		委託人(股東) (Proxy by shareholder)	編號 728	泰福-KY(臨) Tanvex-KY	
<p>一、茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司西元2016年9月22日舉行之2016年第1次股東臨時會，代理人並依下列授權行使股東權利： I hereby appoint _____ (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the 2016 First Extraordinary General Meeting of Tanvex BioPharma, Inc. on September 22, 2016 pursuant to the scope of authorization described below.</p> <p><input type="checkbox"/> (一)代理本股東就會議事項行使股東權利。(全權委託) I grant my proxy full authorization to vote, act on my behalf at the Meeting and act for extemporary motions during the Meeting. (Authorization granted in full scope)</p> <p><input type="checkbox"/> (二)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各該議案表示承認或贊成。 I grant my proxy authorization to vote and act on my behalf at the Meeting pursuant to authorized methods of exercise described below. (If neither box is ticked, it will be deemed as "vote-for".)</p> <p>1.申請本公司股票在各埠進行第一上市案： Application for the Initial Public Offering in Taiwan. (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>2.修訂本公司章程案(本案應以特別決議通過)： Amendment to the Article of Association of the Company (To be approved by way of special resolution). (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>3.解除董事就業禁止行為案： Release the Prohibition on Non-Competition of Directors. (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>4.申請第一上市以現金增資暨新股承購部分，提請原股東放棄認購權案： Capital Increase by way of public offering for the Proposed IPO and the Waiver of Pre-Emptive Right by all Shareholders in respect of such Capital Increase. (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>5.修訂「取得與處分資產作業程序」案： Amendment to the Operational Procedures for Acquisition and Disposal of Assets. (1) <input type="checkbox"/>贊成(2) <input type="checkbox"/>反對(3) <input type="checkbox"/>棄權 (1) <input type="checkbox"/>For (2) <input type="checkbox"/>Against (3) <input type="checkbox"/>Abstain</p> <p>6.臨時動議。 Extemporary Motion.</p> <p>二、本股東未將前項二內勾選授權範圍或同時勾選者，視為全權委託，但股務代理機構擔任委託代理人者，不得接受全權委託，代理人應依前項(二)之授權內容行使股東權利。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent is mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf of the Member pursuant to authorization methods of exercise described as item 1.(2).</p> <p>三、本股東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting.</p> <p>四、請將出席證(或出席簽到卡)等交代理人收執，如因故改期開會，本委託書仍屬有效(限此一會期)。 Please deliver the Attendance Card to the proxy agent. This Proxy will remain effective for any adjournment or postponement of the Meeting.</p> <p>此 致 英屬開曼群島商泰福生技股份有限公司 授權日期 年 月 日 To Tanvex BioPharma, Inc. Date of Authorization:</p>	<p>一、禁止交付現金或其他利益之價購委託書行為。 Offering cash or non-cash consideration in exchange for proxies is prohibited during Proxy solicitation.</p> <p>二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，經查證屬實者，最高給予檢舉獎金五萬元，檢舉電話：(〇二)二五四七三七三三。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 50,000. Report phone number: +886 2 25473733</p>	<p>股東號 No.</p> <p>姓名或名稱 Name</p> <p>持有股數 Shareholding</p>	<p>簽名或蓋章 Sign or Seal</p>	<p>徵求人 Solicitor</p> <p>簽名或蓋章 Sign or Seal</p>	
	<p>戶號 No.</p> <p>姓名或名稱 Name</p> <p>身分證字號 ID No.</p> <p>住址 Address</p>	<p>徵求人 Solicitor</p> <p>簽名或蓋章 Sign or Seal</p>	<p>受託代理人 Proxy Agent</p> <p>簽名或蓋章 Sign or Seal</p>	<p>受託代理人 Proxy Agent</p> <p>簽名或蓋章 Sign or Seal</p>	<p>受託代理人 Proxy Agent</p> <p>簽名或蓋章 Sign or Seal</p>

Proxy Page

徵求場所及人員簽章處：
Signature by the place of solicitation and personnel.