



AmCad BioMed

Notice of 2025 Annual General Shareholders' Meeting

Method of convening : Physical Shareholders' Meeting.

Time of Meeting : June 3, 2025 (Tue.) at 9:00 am

Location of Meeting : 3 Floor, No.10 Shih-er Rd., Yangmei District, Taoyuan City, R. O. C.

AGENDA

I. Chairman to announce the commencement of meeting.

II. Report Items :

1. The 2024 Business Report.
2. The 2024 Audit Committee's Review Report.
3. Report on the Implementation Status of the Private Placement of Common Shares Approved at the 2024 Annual General Shareholders' Meeting.
4. Implementation Status of the Sound Business Operation Plan; Progress of Fund Utilization from the 2015 and 2024 Cash Capital Increases; Actual Use of Funds; and Evaluation Results on the Reasonableness of Each Expenditure Item as Assessed by the Underwriter.

III. Acknowledged Matters :

1. Adoption of 2024 the Financial Statements and Business Report.
2. Adoption of the Proposal for 2024 Deficit Compensation.

IV. Discussion Matters :

1. Discussion on the Proposal for Private Placement of Common Shares through Cash Capital Increase.
2. Amendment to the "Articles of Incorporation".

V. Extraordinary Motions :

VI. Adjournment.

Notice of Meeting

- I. The 2025 Annual General Meeting of Shareholders is scheduled to be held at 9:00 a.m. on Tuesday, June 3, 2025, on the 3rd floor, No. 10, Shi 2nd Road, Yangmei District, Taoyuan City. (Shareholder registration will begin 30 minutes prior to the meeting.) The main agenda items are as follows: (I) Reports: 1. 2024 Business Report. 2. Audit Committee Review Report for 2024. 3. Report on the Implementation of the 2024 Shareholders' Resolution on Private Placement of Common Shares. 4. Report on the Execution of Operational Improvement Plans, the Use of Proceeds from the 2015 and 2024 Capital Increases, Actual Disbursements, and the Underwriter's Itemized Reasonableness Assessment. (II) Matters for Acknowledgement: 1. Acknowledgement of the 2024 Financial Statements and Business Report. 2. Acknowledgement of the 2024 Loss Compensation Proposal. (III) Matters for Discussion: 1. Proposal for Private Placement of Common Shares through Capital Increase. 2. Proposal to Amend the Articles of Incorporation. (IV) Extraordinary Motions.
- II. For details regarding the Company's "Private Placement of Common Shares through Capital Increase," please refer to Attachment 1.
- III. If the convening of this shareholders' meeting involves any matters stipulated under Article 172 of the Company Act, the main contents can be found on the Market Observation Post System (<https://mops.twse.com.tw>) by selecting "Basic Information" > "E-Documents" > "Annual Reports and Shareholders' Meeting Information (including Depositary Receipt Information)," then entering the company code (or abbreviation) and the year, and clicking on "Agenda Handbook and Supplementary Materials" or "Reference Materials for Shareholders' Meeting Proposals" for further details.
- IV. In accordance with Article 165 of the Company Act, the Company will suspend the transfer of shares from April 5, 2025 to June 3, 2025.
- V. In addition to the public announcement on the Market Observation Post System (MOPS), this notice is being specially delivered together with one copy each of the Shareholder Attendance Card and Proxy Form for your reference and attendance. If you plan to attend the meeting in person, please complete the third copy of the Attendance Card (no need to return it) and bring it with you on the meeting day for check-in. If you wish to appoint a proxy to attend the meeting on your behalf, please complete the fourth copy of the Proxy Form, fold and return the entire form, and ensure it is delivered to the Company's Shareholder Services Agent, Fu Bon Securities Co., Ltd., Shareholder Services Department, no later than five days before the meeting date. Upon verification, the attendance card will be issued and mailed to the appointed proxy. If the proxy has not received the attendance card by the day prior to the meeting, please bring valid identification to the venue for on-site verification and check-in.
- VI. If any solicitors of proxy forms are involved in this shareholders' meeting, the Company intends to upload the consolidated written materials of the proxy solicitation, in accordance with regulations, to the Securities and Futures Institute (SFI) website (<https://free.sfi.org.tw>) by May 2, 2025. Investors may visit the website and enter the stock code under the "Free Proxy Information Search" section to access the relevant information.

VII. Shareholders may exercise their voting rights electronically for this shareholders' meeting during the period from May 3, 2025 to May 31, 2025. Please log in to the Taiwan Depository & Clearing Corporation's "Stockvote" platform (<https://stockservices.tdcc.com.tw>), select "Electronic Voting," and follow the instructions to cast your vote.

VIII. The institution responsible for proxy form verification for this shareholders' meeting is the Shareholder Services Department of Fu Bon Securities Co., Ltd.

IX. Kindly take this matter into consideration and proceed accordingly.

To our esteemed shareholders,

Sincerely,
Board of Directors
AmCad BioMed Corporation

Attachment 1

The following are the relevant explanations regarding the Company's "Private Placement of Common Shares through Capital Increase" :

1. To accelerate product promotion and enhance the Company's revenue and profitability, the Company plans to conduct a private placement of common shares through a capital increase, with a proposed issuance of up to 15,000,000 shares.

2. In accordance with Article 43-6 of the Securities and Exchange Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers," the following information is provided regarding the proposed private placement of common shares :

(1) Basis and Reasonableness of the Pricing :

① The price per share of the privately placed common shares shall not be lower than 80% of the reference price, which shall be determined based on the higher of the following two benchmarks.

(a) The simple arithmetic average of the closing prices of the common shares for 1, 3, or 5 business days prior to the pricing date (whichever is selected), adjusted for ex-rights and ex-dividends due to stock dividends, and adding back the price adjustment for capital reduction.

(b) The simple arithmetic average of the closing prices of the common shares for the 30 business days prior to the pricing date, adjusted for ex-rights and ex-dividends due to stock dividends, and adding back the price adjustment for capital reduction.

The actual pricing date and the final private placement price shall be determined by the Board of Directors within the range approved by the shareholders' meeting, based on negotiations with specific investors.

② The basis for determining the private placement price, in addition to complying with the relevant provisions of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers," also takes into consideration that the privately placed securities are subject to restrictions on transfer targets and quantity within three years from the delivery date, and cannot be registered for public issuance or OTC listing with the competent authority before the end of the three-year period. Therefore, the pricing is deemed reasonable.

(2) Method for Selecting Specific Persons :

① The specific persons to be selected for this private placement of common shares shall be limited to those qualified under Article 43-6 of the Securities and Exchange Act and the Financial Supervisory Commission Order No. 1120383220 dated September 12, 2023.

② The Company has not yet finalized any subscribers. However, if the subscribers are insiders or related parties, the method and purpose of their selection, as well as their relationship with the Company, are as follows :

Subscribers	Selection method and purpose	The relationship with the company
PhytoHealth Corporation	Stabilizing the long-term operation of the company	Parent company
Maywufa Company Ltd.	Stabilizing the long-term operation of the company	Affiliated enterprise

Disclosure Requirements if the Subscriber is a Legal Entity :

Legal entity subscriber	The names of its top ten shareholders and their respective shareholding percentages		The relationship with the company
	Name	Shareholding percentage	
PhytoHealth Corporation (As recorded in the shareholders' register as of April 6, 2025)	Maywufa Company Ltd.	17.69%	Corporate director
	Representative : Lee Chen-Chia	0.15%	Director
	Yun Cheng Investment Corporation	0.90%	NA
	Chen Qing-Tang	0.60%	NA
	Zheng An-Hang	0.58%	NA
	Wu Yu-Kun	0.53%	NA
	Wu Li-Hua	0.51%	NA
	Wu Zhao-Xiong	0.50%	NA
	Chang Te-Rong	0.48%	NA
	Lu Xue-Chang	0.48%	NA
	National Defense Education Foundation Research Foundation	0.48%	NA
Maywufa Company Limited (As recorded in the shareholders' register as of April 7, 2025)	Cheng Yi Investment Company Ltd.	17.75%	NA
	Representative : Lee Chen-Chia	2.03%	Director
	Phytohealth Corp.	12.59%	Corporate Director
	Representative : Lee Yi-Li	1.05%	Chairperson and CEO
	Li Ling Investment Company Ltd.	11.25%	NA
	Representative : Lee Chen-Chia	2.03%	Director
	Chen Wen-Hwa	2.71%	NA
	Cheng Hsin Investment Company Ltd.	2.36%	NA
	Representative : Lee Chen-Chia	2.03%	Director
	Lee Chen-Chia	2.03%	Director
	Lee Yi-Li	1.05%	Chairperson and CEO
	Yi Xin International Company Ltd.	1.04%	NA
	Representative : Lee Yu-Chia	0.08%	NA
	Tsai Mao-Chen	1.03%	NA
	Lin Ting-Chi	0.81%	NA

(3) Necessity of Conducting the Private Placement :

① Reason for Not Adopting a Public Offering : Considering the capital market conditions, as well as the timeliness, convenience, and cost-efficiency of fundraising, the Company intends to raise funds through private placement with specific investors at an appropriate time in order to promptly obtain the required capital.

② Private Placement Quota : The private placement shall be conducted in one tranche within one year from the date of the shareholders' meeting resolution, with the total number of shares not exceeding 15,000,000.

③ Purpose of the Private Placement and Expected Benefits :

Expected number of privately	Use of Funds	Expected benefits
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placed shares		
15,000,000	1. To bolster working capital. 2. To continue investing in the development of new products and conducting related clinical trials. 3. To explore new markets.	To accelerate the domestic and international market promotion of our company's products and enhance revenue and profitability.

3. The rights and obligations of the privately placed common shares are, in principle, the same as those of the Company's outstanding common shares. However, except for transfers to parties permitted under Article 43-8 of the Securities and Exchange Act, the privately placed common shares may not be transferred within three years from the date of delivery. After the three-year period from the date of delivery, the Company may apply to the competent securities authority for retroactive public issuance and listing/OTC trading of the shares, provided that all relevant regulatory requirements are met.
4. The key terms of this proposal – excluding the pricing ratio – include, but are not limited to, the issuance price, number of shares to be issued, total fundraising amount, project details, anticipated fund utilization schedule, expected benefits, and other related matters. These are to be determined by the Board of Directors based on market conditions and the Company's operational needs, subject to the authorization of the shareholders' meeting. In the event of any subsequent amendments by the competent authority or necessary adjustments due to operational assessments, changes in objective circumstances, or amendments to applicable laws and regulations, the Board of Directors is also fully authorized to handle such matters at its sole discretion.
5. It is proposed to authorize the Chairman of the Board or their designated representative to represent the company in signing, negotiating all contracts and documents related to this private placement project, and handling all matters related to this private placement project on behalf of the company.
6. Whether any independent director expressed objections or reservations : No.
7. It is proposed that the shareholders' meeting authorize the Chairman or a designated representative to act on behalf of the Company in signing and negotiating all contracts and documents related to this private placement plan, and to handle all matters pertaining thereto.
8. According to Article 43-6 of the Securities and Exchange Act, details regarding this matter can be found on the Market Observation Post System (website: <https://mops.twse.com.tw>). Please click on 'Investment Zone,' then 'Private Placement Zone,' and select 'Private Placement Information Inquiry.' Additionally, information can be found on our company's website (website: <https://www.amcad.com.tw>). Please navigate to 'Investor Relations,' then 'Shareholder Zone,' and select 'Shareholders' Meeting' for further details.