



AmCad BioMed

Notice of 2024 Annual General Shareholders' Meeting

Method of convening : Physical Shareholders' Meeting.

Time of Meeting : June 26, 2024 (Wed.) 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 2023 Business Report.
2. The 2023 Audit Committee's Review Report.
3. Report on the Implementation Status of the Private Placement of Common Stocks Approved at the 2023 Shareholders' Meeting.
4. The execution status of improving the business plan, the progress of the fund use on 2015 cash capital increase, the actual expenditure items and the underwriter's assessment report to evaluate the rationality of the expenditures.

III. Ratification Items :

1. Approval of the Financial Statements and Operating Report for the Fiscal Year 2023.
2. Approval of the Loss Recovery Plan for the Fiscal Year 2023.

IV. Discussion Items :

1. Discussion on Conducting a Private Placement of Common Stocks for Cash Increase.
2. Discussion on the Removal of Restrictions on Director Non-competition.

V. Extraordinary Motions :

VI. Adjournment.

Notice of Meeting

- I. The 2024 Annual Shareholders' Meeting is scheduled to be held on June 26, 2024 (Thursday) at 9 : 00 am (shareholders' registration will be accepted 30 minutes before the start of the meeting) on the third floor of No. 10, Shili Road, Yangmei District, Taoyuan City. The main content of the meeting includes : (1) Report Items : 1. The 2023 Business Report. 2. The 2023 Audit Committee's Review Report. 3. Report on the Implementation Status of the Private Placement of Common Stocks Approved at the 2023 Shareholders' Meeting. 4. The execution status of improving the business plan, the progress of the fund use on 2015 cash capital increase, the actual expenditure items and the underwriter's assessment report to evaluate the rationality of the expenditures. (2) Ratification Items : 1. Approval of the Financial Statements and Operating Report for the Fiscal Year 2023. 2. Approval of the Loss Recovery Plan for the Fiscal Year 2023. (3) Discussion Items : 1. Discussion on Conducting a Private Placement of Common Stocks for Cash Increase. 2. Discussion on the Removal of Restrictions on Director Non-competition. (4) Extraordinary Motions.
- II. Please refer to Attachment 1 for the relevant information regarding the company's 'Conducting a Private Placement of Common Stocks for Cash Increase'.
- III. For details on the main content of the reasons for convening the shareholders' meeting under Article 172 of the Company Act, please visit the Market Observation Post System (<https://mops.twse.com.tw>). Click on "Basic Information" and then select "E-books" under "Annual Reports and Shareholders' Meeting Related Information (including Depository Receipt Information)." Enter the company code (or abbreviation) and the year, then click on "Meeting Agenda and Supplementary Meeting Materials" or "Reference Materials for Shareholders' Meeting Agenda" for inquiry.
- IV. In accordance with Article 165 of the Company Act, the transfer of shares will be suspended from April 28, 2024, to June 26, 2024.
- V. In addition to the announcement on the Market Observation Post System, we are sending this special letter along with one attendance sign-in card and one proxy form to kindly request your attendance. If you plan to attend the meeting in person, please fill out the third copy of the attendance sign-in card (no need to return it) and bring it to the venue on the day of the meeting for registration. If you intend to appoint a proxy to attend on your behalf, please complete the fourth copy of the proxy form, fold it along the dotted line, and return it. Please ensure that it reaches the Shareholder Services Department of our stock transfer agent, Fubon Securities Co., Ltd., at least five days before the meeting. Once the information is verified by the department, the attendance sign-in card will be prepared and sent to the appointed proxy for acknowledgment. If the appointed proxy has not received the attendance sign-in card by the day before the meeting, please bring your identification documents to the venue on the day of the meeting for registration.
- VI. If there is a solicitation for proxy forms for this shareholders' meeting, the company intends to upload the summarized written information regarding proxy solicitation to the website of the Securities and Futures Institute Foundation of Taiwan (website: <https://free.sfi.org.tw>) by May 24, 2024, in accordance with regulations. Investors can access the website and enter the securities code to inquire about the "Proxy Solicitation Announcement Information" section.

VII. Shareholders for this shareholders' meeting are allowed to exercise their voting rights electronically. The exercise period is from May 25, 2024, to June 23, 2024. Please log in to the "Shareholder e-Service" provided by Taiwan Depository & Clearing Corporation (website : <https://stockservices.tdcc.com.tw>), click on "Electronic Voting," and follow the instructions to cast your vote.

VIII. The agency entrusted to verify the proxy solicitation for this shareholders' meeting is the Shareholder Services Department of Fubon Securities Co., Ltd.

IX. Your attention to these matters is greatly appreciated.

Dear Shareholders,

Greetings from the board of directors of AmCad BioMed Corporation.

Attachment 1

The company's relevant details regarding the 'Conducting a Private Placement of Common Stocks for Cash Increase' are as follows :

1.To expedite product promotion and enhance the company's revenue and profitability, we propose to conduct a private placement of common stocks for cash increase, with a quota not exceeding 15,000,000 shares.

2.In accordance with Article 43-6 of the Securities and Exchange Act and the 'Matters to be Aware of When Publicly Issuing Securities Privately by Publicly Traded Companies,' the following points should be noted when conducting the private placement of common stocks :

(1)The basis and reasonableness of price determination :

①The price per share of the private placement common stock shall not be less than 80% of the reference price. The price shall be determined by the higher of the following two criteria.

(a) Calculate the simple arithmetic average of the closing prices of common stocks on the trading days one, three, or five days prior to the pricing date, excluding bonus shares, ex-rights, and dividends, and then add back the price after deducting the stock price after capital reduction and rights issues.

(b) Calculate the simple arithmetic average of the closing prices of common stocks on the trading days for the 30 days prior to the pricing date, excluding bonus shares, ex-rights, and dividends, and then add back the price after deducting the stock price after capital reduction and rights issues.

In addition to complying with the relevant provisions of the 'Matters to be Aware of When Publicly Issuing Securities Privately by Publicly Traded Companies,' the basis for determining the private placement price also considers that the transfer of privately placed securities is restricted in terms of transferees and quantities for a period of three years from the delivery date. Moreover, securities cannot be reported for public issuance or listing on the stock exchange until the three-year period has elapsed. Therefore, the pricing strategy is deemed reasonable.

②The basis for determining the private placement price shall comply with the relevant provisions of "Notes on Matters to be Observed by Publicly Issued Companies when Conducting Private Placement of Securities." In addition, the restriction on the transfer objects and quantity of the privately placed securities within three years from the delivery date and the inability to apply for public offering or over-the-counter listing within three years of delivery are also taken into account, making it reasonable.

(2)The method of selection for specific individuals :

①The recipients of this private placement of common stocks are limited to specific individuals as defined in accordance with Article 43-6 of the Securities and Exchange Act and Financial Supervisory Commission's Order No. 1120383220 issued on September 12, 2023.

②The company currently has no pre-determined subscribers. However, if subscribers are internal personnel or related parties, the method and purpose of selection, as well as the relationship between the subscribers and 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

If the subscriber is a legal entity, the disclosed information should include :

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	Maywufa Company Ltd.	17.69%	Corporate director
	Representative : Lee Chen-Chia	0.15%	Director
	Wu Li-Hua	2.41%	NA
	Yun Cheng Investment Corporation	0.90%	NA
	Chen Qing-Tang	0.60%	NA
	Wu Yu-Kun	0.51%	NA
	Wu Zhao-Xiong	0.50%	NA
	Lu Xue-Chang	0.48%	NA
	Zheng An-Hang	0.48%	NA
	National Defense Education Foundation Research Foundation	0.48%	NA
	Chen Kuan-Chih	0.40%	NA
Maywufa Company Limited	Cheng Yi Investment Company Ltd.	17.75%	NA
	Representative : Lee Chen-Chia	2.03%	Director
	PhytoHealth Corporation	12.59%	Corporate director
	Representative : Lee Yi-Li	1.05%	Chairman 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
	Lin Tian-Wei	2.35%	NA
	Lee Chen-Chia	2.03%	Director
	Yi Xin International Company Ltd.	1.50%	NA
	Representative : Lee Yu-Chia	0.08%	NA
	Tsai Mao-Zhen	1.14%	NA
	Lee Yi-Li	1.05%	Chairman and CEO

(3)Necessity for conducting private placement :

- ①Reasons for not adopting public offerings : Evaluating the timeliness, convenience, and cost-effectiveness of the capital market and capital raising. Therefore, it is proposed to raise funds through private placement to specific individuals at an appropriate time to swiftly inject the necessary capital.
- ②Quota for private placement : Conducted once within one year from the date of the shareholders' meeting resolution, with a maximum issuance of up to 15,000,000 shares.
- ③Utilization of funds from private placement and anticipated benefits :

Expected number of privately placed shares	Use of Funds	Expected benefits
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 common stocks in this private placement are generally the same as those of the common stocks already issued by the company. However, except for transfer to qualified transferees as specified in Article 43-8 of the Securities and Exchange Act, the common stocks issued in this private placement are restricted from transfer for a period of three years from the delivery date. After the three-year restriction period, if in compliance with relevant regulations, application for public issuance and listing on the stock exchange or OTC trading may be filed with the competent authority.
4. The key contents of this proposal, in addition to the pricing multiple, include but are not limited to the issuance price, number of shares issued, amount raised, project plans, anticipated progress of fund utilization, expected benefits, and other relevant matters. The Board of Directors is requested to be authorized by the shareholders' meeting to determine these matters based on market conditions and the operational needs of the company. Subsequently, in the event of revisions by the regulatory authorities or the need for changes or adjustments due to operational assessments, objective circumstances, or changes in laws and regulations, the Board of Directors is also authorized to handle them fully.
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 the independent directors have any objections or reservations : No.
7. The board resolution to conduct a private placement stipulates that significant changes in management rights occurring within one year prior to the private placement or resulting from the introduction of strategic investors through the private placement will be considered significant changes in management rights : No.
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.