



AmCad BioMed

Notice of 2023 Annual General Shareholders' Meeting

Method of convening : Physical Shareholders' Meeting.

Time of Meeting : May 18, 2023 (Mon.) 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 2022 Business Report.
2. The 2022 Audit Committee's Review Report.
3. Revised "Practical Guidelines for Corporate Governance" report.
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. Recognition of the 2022 individual financial statements, consolidated financial statements, and operating report.
2. Recognition of the loss in the 2022 fiscal year and appropriation from the capital surplus to offset the accumulated losses.

IV. Discussion Items :

1. Discussion of private placement of common shares.
2. Discussion of the revision of the "Articles of Incorporation".
3. Discussion of the revision of the "Rules of Shareholders' Meetings".

V. Election Items :

Comprehensive election of directors proposal.

VI. Other Agenda Items :

Discussion of lifting the restriction on directors and their representatives from engaging in competitive activities proposal.

VII. Extraordinary Motions :

VIII. Adjournment.

Notice of Meeting

- I. The 2023 Annual Shareholders' Meeting is scheduled to be held on May 18, 2023 (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 2022 Business Report. 2. The 2022 Audit Committee's Review Report. 3. Revised "Practical Guidelines for Corporate Governance" report. 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. Recognition of the 2022 individual financial statements, consolidated financial statements, and operating report. 2. Recognition of the loss in the 2022 fiscal year and appropriation from the capital surplus to offset the accumulated losses. (3) Discussion Items : 1. Discussion of private placement of common shares. 2. Discussion of the revision of the "Articles of Incorporation". 3. Discussion of the revision of the "Rules of Shareholders' Meetings". (4) Election Items : Comprehensive election of directors proposal. (5) Other Agenda Items : Discussion of lifting the restriction on directors and their representatives from engaging in competitive activities proposal. (6) Extraordinary Motions.
- II. For information on the "Private Placement of Common Shares" proposal, please refer to Attachment 1.
- III. This shareholders' meeting will elect 13 directors (including 4 independent directors) through a candidate nomination system. The list of director candidates includes Lee Yi-Li, representative of Phytohealth Corp. Lee I-Lin, representative of Phytohealth Corp. Lee Chen-Chia, Chang King-Jen, representative of Maywufa Company Limited Sheu Jin-Chuan, representative of Phytohealth Corp. Chen Wal-Ter, representative of Ren Yu Co., Ltd. Chiou Shu-Ti, representative of Maywufa Company Limited Wang Tsay-Ping, and representative of Ren Yu Co., Ltd. Tseng Gary T. The list of independent director candidates includes Chang Ching-Tian, Huang Weng-Foung, Li Hsueh-Yu, and Lin She-Yi. For information on their educational and professional backgrounds, please refer to the announcements posted on the Market Observation Post System (MOPS) website (URL: <https://mops.twse.com.tw/mops/web/t146sb10>), under the category of "Announcements regarding the election of directors and supervisors through a candidate nomination system (listed, OTC and emerging stock companies)".
- IV. If there are any matters that fall under the provisions of Article 172 of the Company Act for this shareholders' meeting, please refer directly to the Market Observation Post System (<https://mops.twse.com.tw>), click on "Electronic Filing" under the "Basic Information" section, and then click on "Annual Reports and Shareholders' Meeting-Related Information (including depositary receipt information)". Enter the company code (or abbreviation) and the fiscal year, and then click on "Agenda and Supplementary Information" or "Reference Materials for Shareholders' Meeting Proposals" to access the relevant information.
- V. Pursuant to Article 165 of the Company Act, the transfer of the company's stocks will be suspended from March 20, 2023, to May 18, 2023.
- VI. In addition to the public announcement on the Taiwan Stock Exchange website, we also send this letter along with one copy of the attendance sign-in card and proxy form

to each shareholder. We kindly request your attendance at the meeting, and if you plan to attend in person, please fill out the third copy of the attendance sign-in card (no need to send it back), and bring it to the meeting venue for registration on the day of the meeting. If you plan to appoint a proxy to attend the meeting, please fill out the fourth copy of the proxy form, fold it, and send it to the Shareholder Services Department of Fubon Securities Co., Ltd., our stock transfer agent, at least five days before the meeting. After the Shareholder Services Department stamps the registration seal on the attendance sign-in card, they will send it back to you or your proxy as proof of attendance. If you or your proxy have not received the attendance sign-in card by the day before the meeting, please bring your ID card and seal to the meeting venue for registration.

- VII. If there is a solicitation of proxy for this shareholder meeting, the Company plans to compile the written information of the solicitation of proxy and upload it to the website of the Securities and Futures Institute for the Development of Capital Markets (<https://free.sfi.org.tw>) before April 17, 2023, in accordance with the regulations. Investors can enter the website and search for the solicitation of proxy information by entering the securities code/company name in the "Free Proxy Search System".
- VIII. Shareholders may exercise their voting rights electronically for this shareholder meeting during the period from April 18, 2023 to May 15, 2023. Please log in to the website of Taiwan Depository & Clearing Corporation's Shareholders E-voting System (<https://www.stockvote.com.tw>) and follow the instructions provided to cast your vote.
- IX. The agency entrusted to verify the proxy solicitation for this shareholders' meeting is the Shareholder Services Department of Fubon Securities Co., Ltd.
- X. Your attention to these matters is greatly appreciated.

Dear Shareholders,

Greetings from the board of directors of AmCad BioMed Corporation.

Attachment 1

The relevant matters to be explained regarding the "Private Placement of Common Shares" for this time are as follows :

1. In order to accelerate product promotion and enhance the company's revenue and profits, the company plans to conduct a private placement of common shares once within one year from the date of the shareholders' meeting, with a maximum limit of 15,000,000 shares to be issued.

2. Pursuant to Article 43-6 of the Securities and Exchange Act and the regulations governing the issuance of privately placed securities by public companies, the following matters should be noted for the issuance of privately placed common shares :

(1) Basis and rationality of price determination :

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

(a) The simple arithmetic average of the closing price of ordinary shares on the first, third, or fifth business day before the pricing date shall be calculated, after deducting the value of any bonus shares and cash dividends, and adding the adjusted stock price after capital reduction.

(b) The simple arithmetic mean of the closing prices of the ordinary shares for the preceding 30 business days before the pricing date, with adjustments made for any free share dividends and distributions, and the price after ex-rights and capital reduction will be added.

The actual pricing date and the actual private placement price will be determined by the board of directors within the range not lower than the percentage approved by the shareholders' meeting, based on the circumstances of the negotiations with specific parties in the future.

② The 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 selecting specific individuals :

The targets of this private placement of common shares are limited to specific individuals as defined by the Securities and Exchange Act Article 43-6 and the Ministry of Finance's regulations stated in order No. 0910003455 issued by the Financial Supervisory Commission on June 13, 2002.

(3) The necessity of conducting private placement :

① Reasons for not adopting public offering: Compared to public offering, the provision that private placement securities cannot be freely transferred within 3 years can better ensure the relationship between the company and the subscribers. Additionally, by authorizing the board of directors to handle private placement based on the company's actual operational needs, it will effectively enhance the flexibility and agility of the company's fundraising.

② Private placement quota : Within the issuance limit of not more than 15,000,000 shares, the company plans to conduct one private placement within one year from the date of the shareholder meeting resolution. The total amount of the private placement will be calculated based on the final private placement price.

③ Use of funds and expected benefits :

Expected number of privately placed shares	Use of Funds	Expected benefits
15,000,000	1. To enhance operational liquidity. 2. Continuously invest in the development of new products and execute related clinical trials. 3. Developing new markets.	In order to accelerate the domestic and international market promotion of our products and enhance our revenue and profits.

3. The rights and obligations of the private placement common shares in this offering are generally the same as those of the company's already issued common shares, except for transfer restrictions applicable to certain transferees under Article 43-8 of the Securities and Exchange Act. The private placement common shares cannot be transferred within three years from the delivery date, and if eligible under relevant laws and regulations, may apply for public offering and listing on the over-the-counter stock exchange three years after the delivery date of the private placement common shares.
4. We propose that the shareholders' meeting authorize the Chairman of the Board of Directors or his/her designee to represent the Company in signing and negotiating all contracts and documents related to the current private placement plan and to handle all matters related to the current private placement plan on behalf of the Company.
5. The important contents of this case, including but not limited to the issue price, number of shares to be issued, amount of funds to be raised, planned projects, scheduled progress of fund utilization, anticipated benefits, and other relevant matters, will be submitted to the shareholders' meeting for authorization by the board of directors based on market conditions and the company's operational needs. Subsequently, if there are any revisions by the regulatory authorities or changes based on operational evaluations, objective circumstances, or amendments to laws and regulations, the board of directors is also authorized to handle such matters.
6. Were there any objections or reservations from independent directors? : No.
7. The occurrence of significant changes in management rights within one year prior to the board's decision to conduct a private placement, or the introduction of strategic investors through private placement that would result in significant changes in management rights : None.
8. The information required by the Securities and Exchange Act Article 43-6 for this case can be found on the Market Observation Post System website (<https://mops.twse.com.tw/>), under the "Investor Zone" and "Private Placement" sections, as well as on the company's website (<https://www.amcad.com.tw/>) under the "Investor Relations" and "Shareholders Meeting" sections.