

## Medeon Biodesign, Inc.

### Notice of 2024 Annual Shareholders' Meeting

The 2024 Annual Shareholders' Meeting (the "Meeting") of Medeon Biodesign, Inc. (the "Company") will be convened at 10:00 AM, June 12, 2024 (Wednesday) at the conference room of MasterLink Securities with an address of 11F, No. 97, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City, Taiwan (R.O.C.). The shareholders' registration will begin at 9:30 AM, and the place of registration is as same as the conference room.

I. The agenda for the Meeting is as follows:

1. Items for Reporting

- (1) To Report the Company's 2023 Business Report
- (2) To Report Audit Committee's Review Report on the 2023 Financial Statements
- (3) To Report the Implementation Status of the Private Placement
- (4) To Report the Directors' Remuneration for the year 2023

2. Items for Ratification

- (1) To ratify the Company's 2023 Business Report, Financial Statements and Consolidated Financial Statements
- (2) To ratify the Company's 2023 Deficit Offset

3. Items for Discussion

- (1) Proposal of the private placement to issue additional common shares

4. Items for Election

- (1) To elect 6th session of Directors

5. Other Motions

- (1) To release newly elected directors or its representatives from Non-Competition Restrictions

6. Extempore Motions

II. If the Company decides to hold a meeting under Article 172 of the Company Law, electronic files will be posted to the Market Observation Post System at <http://mops.twse.com.tw>. Please select "Shareholders' Meetings" under the "Electronic Books" tab, enter the year, and click "GO" to find the meeting files corresponding to Company code.

III. For matters related to the issuance of common shares by Private Placement, please refer to the Exhibit

1.

- IV. The Company adopted the candidate nomination system for electing 7 Directors (including 4 independent directors). The list of Director Candidates are: Jung Chin Lin, the Representative of Center Laboratories, Inc., Chih Hsiung Wu, the Representative of Center Laboratories, Inc., and Yue Teh Jang, the Representative of Medeon, Inc. (US). The list of Independent Director Candidates are: Chi Hang Yang, Chia Ying Ma, Jien Wei Yeh, and Feng Shyang Yang. For the education and experience relevant information, please refer to Market Observation Post System at (<https://mops.twse.com.tw/mops/web/t146sb10>).
- V. Pursuant to Article 165 of the Company Act, the Company hereby closes the share transfer registration from April 14, 2024 to June 12, 2024.
- VI. Please find the enclosed "Notice of Attendance" and "Proxy Statement" in Chinese Notice of the Meeting. If you intend to personally attend the meeting, please sign or place your seal in the "Registration Card" column. Shareholders may sign or place their seal in the "Proxy Statement" column to appoint a proxy to attend the meeting on his or her behalf and execute power of attorney in writing. Please fill in the "Proxy Statement" and deliver to the Company's stock agency, Capital Securities Corporation, no later than 5 days prior to the meeting date. When the Company's stock agency receives the "Proxy Statement", then fill out "Notice of Attendance" and delivery to the proxy, the proxy can attend the meeting accordingly.
- VII. The company will compile a summary statement of the relevant information provided by shareholders through solicitation of the proxy and disclose the content in the website of Securities & Futures Institute (SFI) before May 10, 2024. Shareholders could visit SFI's website (<https://free.sfi.org.tw>) for further relevant information.
- VIII. The proxy tallying and verification institution for the Meeting is the Transfer Agency Department of Capital Securities Corporation.
- IX. Shareholders may exercise the voting rights by way of electronic transmission during the period from May 11, 2024 to June 9, 2024. Please log in the "eVoting" (<https://www.stockservices.tdcc.com.tw>) of Taiwan Depository & Clearing Corporation (TDCC) and vote in.

To Shareholder

Board of Directors  
Medeon Biodesign, Inc.

***This translated document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.***

## **Exhibit 1:**

### **The private placement to issue additional common shares:**

1. In order to raise working capital, accelerate product development, invest in subsidiaries and the medical industry, develop the Company's strategic objectives, and to ensure the timeliness, accessibility and cost of raising capital, Medeon Biodesign, Inc. intends to conduct a private placement of marketable securities.
2. The private placement is for the issuance of additional common shares up to a maximum of 35,000,000 shares.
3. According to Article 43-6 of the "Securities and Exchange Act" and the "Directions for Public Companies Conducting Private Placements of Securities", details of the private placement are listed as follows:

(1) The basis and reasonableness of pricing for the private placement:

The reference price for the private placement is set at the higher of the following two benchmark prices:

- A. The average of the closing prices of common shares for one or three or five (alternative) business days prior to the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights.
- B. The average of the closing prices of the common shares for the 30 business days preceding the pricing date, excluding the ex-rights and dividends of the nil-paid allotment, and after adding back the capital reduction and ex-rights.

The price of common shares issued in the private placement shall be set at a level not less than 80% of the reference price. The actual issuance price of the private placement is proposed to the shareholders' meeting to authorize the board of directors to determine the price within a range not lower than the percentage resolved at the shareholders' meeting, taking into account the prevailing market conditions on the pricing date.

(2) Selection method and purpose of private placement of specific investors, necessity and expected benefits :

According to Article 43-6 of the Securities and Exchange Act, and Order of the Financial Supervisory Commission Official Letter Chin-Kuan-Cheng-Fa-Tzu No. 1120383220 dated September 12, 2023, and the Directions for Public Companies Conducting Private Placement of Securities, only the following parties are qualified as specific investors of the private placement:

A. Insiders of the Company

The reason is that insiders know the operation of the Company very well and can directly or indirectly contribute to the operation of the Company. Therefore, places in this instance of private placement include the insiders. The list of these insiders is shown below:

Item	Name of Placee	Relation with the Company
1	Medeon, Inc. (USA)	Institutional Director of the Company
2	Center Laboratories, Inc.	Institutional Director of the Company
3	Yue Teh Jang	Representative of Medeon, Inc. of the USA, an Institutional Director of the Company. Chairman and President of the Company
4	Jung Chin Lin	Representative of Center Laboratories, Inc., an Institutional Director of the Company.
5	Chih Hsiung Wu	Representative of Center Laboratories, Inc., an Institutional Director of the Company.
6	Hong Jen Chang	Director of the Company
7	Hsin Yuan Fang	Director of the Company
8	Chi Hang Yang	Independent Director of the Company
9	Chia Ying Ma	Independent Director of the Company
10	Jerome Shen	Independent Director of the Company
11	Jien Wei Yeh	Independent Director of the Company
12	Albert Weng	Manager of the Company
13	Greta Chang	Manager of the Company
14	Jenny Chen	Manager of the Company
15	Pei Chen	Manager of the Company
16	Janice Chang	Manager of the Company
17	Tori Lin	Accounting Officer of the Company

Disclose the following if the placee is a juridical person.

Institutional investor	Names of the top 10 shareholders and proportion of shareholding	Relation with the Company
Medeon, Inc. (USA)	Yue Teh Jang (100%)	The Chairman of this company is the Chairman and President of the Company.
Center Laboratories, Inc.	Li Rong Technology Co., Ltd. (8.70%)	The Chairman of this company is the spouse of the representative of an Institutional Director of the Company.
	Royal Food Co., Ltd. (5.99%)	The Chairman of this company is a representative of an Institutional Director of the Company.
	Jason Technology Co., Ltd. (2.37%)	The Chairman of this company is the spouse of the representative of an Institutional Director of the Company.
	Farglory Life Insurance Inc. (1.63%)	None
	You De Investment Consulting Co., Ltd. (1.38%)	The Chairman of this company is also the Chairperson of an

Institutional investor	Names of the top 10 shareholders and proportion of shareholding	Relation with the Company
		Institutional Director of the Company.
	MasterLink Securities Corp. (1.07%)	None
	Mumozi Inc. (1.03%)	None
	Yong Lian Co., Ltd. (1.00%)	None
	Wei Chen Investment Co., Ltd. (0.89%)	None
	JPMorgan Chase Bank N.A. Taipei Branch in Custody for Vanguard Total International Stock Index Fund, a series of Vanguard Star Funds (0.86%)	None

B. Places should be strategic investors: It is necessary to bring in strategic investors that could contribute to the development of the Company in the future, improvement of financial structure, and upgrade the profitability of the Company. It is expected that with the assistance of their capital, technology and knowledge, the Company will be able to grow steadily in the future.

The Company has not yet pinpointed specific investors for investment. We request the Shareholders' Meeting to authorize the Board with full power of attorney to search for the places

(3) Reasons necessitating the private placement:

A. Reason for not referring to public offering: Considering the timing, convenience and cost of issuance, private placement of securities can be accomplished quickly and easily. In addition, securities invested through private placement cannot be transferred in a period of 3 years after issuing. This helps to assure the long-term stable relation between the investors and the Company. As such, offering securities through private placement is adopted.

B. Amount of private placement: Within the limit of 35,000,000 shares of common stock, the private placement will be conducted in installments within one year from the date of the shareholders' meeting, with the maximum number of installments not exceeding three.

C. Use of private placement funds: The purpose of each tranche is to increase working capital, accelerate product development, invest in subsidiaries and the medical industry, and develop the Group's strategic objectives.

D. Expected benefits: Each tranche is intended to strengthen the Company's financial structure, enhance operational efficiency and competitiveness.

4. The number of existing shares of the Company is 92,244,893 shares. After adding 35,000,000 shares to the proposed private placement, the paid-in capital will be increased to 127,244,893 shares on the basis

of the full issuance. The proportion of the private placement shares to the capital after the private placement is estimated to be 27.51%. If all of the private placement shares were not placed by insiders of the Company, in accordance with Article 4-3 of the “Directions for Public Companies Conducting Private Placements of Securities”, the Company engaged a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement. Please refer to Exhibit 2 for the Securities Underwriters’ Assessment of the Necessity and Reasonability of a Private Placement of Common Shares in 2024.

5. Rights and obligations under the private placement of common shares.

In principle, the rights and obligations of the common shares in the private placement are the same as those of the Company’s existing common shares; however, in accordance with the Securities and Exchange Act, the common shares in the private placement may not be sold within three years from the date of delivery, except to the parties to whom they are transferred in accordance with Article 43-8 of the Securities and Exchange Act. After three years from the date of delivery, the Company intends to request the shareholders’ meeting to authorize the Board of Directors to apply to the relevant authorities for a public offering and listing of the Company’s common shares in accordance with the relevant regulations.

6. The main contents of the private placement plan, including the actual issue price, the number of shares to be issued, the terms of the issue, the pricing date, the base date of the capital increase, the planned projects, the amount to be raised, the estimated progress, the estimated benefits to be generated, and all other matters related to the issue plan, in addition to the pricing percentage of the private placement. The above and in the future, in the event of changes in laws and regulations, amendments as directed by the competent authorities, or amendments based on operational evaluations or in response to objective market conditions, the shareholders’ meeting will also be requested to authorize the Board of Directors to handle such matters at its sole discretion.

7. In connection with the private placement of securities, it is proposed that the shareholders’ meeting authorize the chairman of the board of directors or his or her designee to sign and negotiate on behalf of the Company all contracts and documents relating to the private placement and to conduct all matters necessary for the Company in connection with the private placement.

8. It is proposed to request the shareholders’ meeting to authorize the Board of Directors to handle all the matters not mentioned above in accordance with the law.

9. All information related to the private placement pursuant to Article 43-6 will be posted to the Market Observation Post System at <http://mops.twse.com.tw>. Please select “Private Placement Section” under the “Investment Section” and our Company’s website at <https://www.medeonbiodesign.com/>

**Exhibit 2:****Medeon Biodesign, Inc.****Securities Underwriters' Assessment of the Necessity and Reasonability of a Private Placement of Common Shares in 2024**

In order to raise working capital, accelerate product development, invest in subsidiaries and the medical industry, develop the Company's strategic objectives, and to ensure the timeliness and convenience of raising capital, Medeon Biodesign, Inc. (hereinafter referred to as Medeon or the Company) intends to offer securities through private placement in accordance with Article 43-6 of the "Securities and Exchange Act" and the "Directions for Public Companies Conducting Private Placements of Securities". It is planned to be discussed at the board of directors' meeting on February 29, 2024, and to be discussed at the shareholders' meeting on June 12, 2024. It is proposed to request the shareholders' meeting to authorize the board of directors to issue up to 35,000,000 shares in private placement through no more than 3 tranches within one year from the date of resolution of the Shareholders' Meeting.

According to Article 4.3 of the Directions for Public Companies Conducting Private Placements of Securities, "If there has been, is, or will be a significant change in managerial control during the period from 1 year preceding the day on which the board of directors resolves on the private placement of securities to 1 year from the delivery date of those privately placed securities, the Company shall engage a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement, and shall state the opinion in the notice to convene the shareholders' meeting to serve as a reference for the shareholders to decide whether to agree." The underwriter's assessment is presented as follows.

**1. Company Profile**

Incorporated in 2012, Medeon has been specializing in the design and development of high-value Class II and Class III medical devices since its inception, with a focus on minimally invasive surgeries, covering a wide range of surgical specialties, including devices for laparoscopic procedures, orthopedics, urology, and advanced cardiovascular procedures, and it continues to develop innovative medical devices in various fields. In the meantime, the Company is committed to seeking opportunities to license projects or products to top medical device companies to generate licensing revenue. In recent years, the Company has actively engaged in high-value medical device CDMO business. In 2022, a subsidiary, Medeologix, Inc., is established and integrated three U.S. companies: MediBalloon, Second Source Medical, and Medeobio through mergers and acquisitions. The Company has developed the capability to manufacture high-value medical balloons, catheters, and subassembly and final assembly medical devices. Meanwhile, Medeologix, Inc. is established in Taiwan as a CDMO mass production base for advanced medical devices, allowing it to take orders and prototyping in the United States, and conduct mass production in Taiwan, thereby providing one-stop services to major international medical device companies and creating a global high-value medical device\_CDMO business.

In terms of advanced medical devices innovation, Medeon signed an asset purchase agreement with Terumo in 2018 and successfully sold its self-developed product, Cross-Seal™ - large bore vascular closure system, to the top medical device company for a total of US\$50 million, including US\$20 million for the up-front payment and US\$30 million for milestone payments. In September 2023, it received the U.S. FDA premarket approval (PMA), making the Company the first company in Taiwan to have received the PMA for Class III medical devices. In addition, the principal innovative medical devices under development include Urocross, a device that improves lower urinary tract symptoms (LUTS) associated with Benign Prostatic Hyperplasia (BPH), and the Duett for the repair of thoracic aortic arteries. The Company has begun patient recruitment for IDE study for Urocross in 2022Q3. Duett has entered into the first-in-human clinical phase in 2023Q3. The Company is also actively implementing a limited launch strategy to test the marketability for its regulatory approved products, including ClickClean™ - in-situ cleaning device for laparoscopic surgery, AbClose™ - in-port site closure system, and PUMA™ - Trauma Internal Fixation Device, to increase opportunities for international partnerships.

On the front of advanced medical device CDMO business, the Company has entered the high-value medical device CDMO market, acquired the core manufacturing technologies of designing and manufacturing high-value medical devices, as well as accessed the customer relations with top global medical device companies and innovative medical devices companies in Silicon Valley through mergers and acquisitions. The Company has also integrated the Group's resources to scale up production with a competitive cost advantage and accelerated the vertical integration of the affiliates, leading to the successful establishment of a viable supply system, featuring "taking orders from the USA, conducting pilot production in place, and mass production in Taiwan". The Company now provides one-stop shopping service to the innovative medical devices companies from R&D to mass production.

In sum, the Company was an innovative medical device design and development company committing to speeding up the process of innovation for advanced medical devices to satisfy the unmet needs yet to be met. Through clinical trial and application for accreditation, the Company seeks to increase the value of its products and also search for top medical device company for licensing as the ultimate goal. Observing the global supply chain hurdle of medical devices over the years, the Company decides and actively pursues the advanced medical CDMO business. Through integrating the core competence of the group, the Company concentrated in the development of advanced medical devices and manufacturing of the components and assembly of advanced innovative medical devices to raise the entrance barrier in competition and create market segmentation. Through vertical integration, the Company emerged as a company with dual business as an one-stop shopping CDMO service provider while continuing seeking licensing deals for the medical device innovation projects.

## **2. Contents of the Private Placement Project**

As stated in the draft meeting agenda of the Board for the session of February 29, 2024, the Company



planned to offer up to 35,000,000 shares through private placement for raising capital with common shares in consideration of bolstering its pool of working capital, speeding up the development of products, making investment in subsidiaries and medical industry, and development of the strategic goal of the group. The new shares will be issued within 1 year from the date of the resolution of the Shareholders' Meeting in no more than 3 tranches. The price for the offering of securities through private placement for this instance will be set with reference to the simple arithmetic mean of the average closing prices on the 1st, or 3rd, or 5th (alternative) business days before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. Or, with reference to the simple arithmetic mean of the average closing prices of the common shares in the period of 30 business days before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. The higher the prices of the aforementioned two ways of calculation will be taken as the reference price. The actual issuing price shall be set at a level not less than 80% of the reference price.

### **3. Assessment of placees and significant change in Business Ownership**

- (1) Review of significant changes in managerial control during the period from 1 year preceding the day on which the board of directors resolves on the private placement of securities to 1 year from the delivery date of those privately placed securities

Medeon discussed the case of private placement of common shares at the Board of Directors meeting on February 29, 2024. After investigation, the Company elected an additional independent director at the shareholders' meeting on June 19, 2023, in compliance with Article 4 of the "Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEX Listed Companies". In addition, as the term of office of the directors on the 5th term of the board is near its expiration, the Company plans to re-elect directors at the regular shareholders' meeting on June 12, 2024. As the list of directors elected cannot be confirmed as of February 29, 2024, it is still unclear whether 1/3 of the directorships will change after the re-election, resulting in significant changes in managerial control. Thus, in accordance with the provisions of "Directions for Public Companies Conducting Private Placements of Securities", the Company requested the securities underwriter to issue an evaluation on the necessity and reasonableness of this private placement.

- (2) Whether the introduction of strategic investors in the private placement has resulted in a significant change in managerial control

The number of existing shares of the Company is 92,244,893 shares. After adding 35,000,000 shares to the proposed private placement, the paid-in capital will be increased to 127,244,893 shares on the basis of the full issuance. The proportion of the private placement shares to the capital after the private placement is estimated to be 27.51%. The issuing of shares through private placement for this instance will fall behind the shareholders' meeting scheduled to be held on June 12, 2024. Placees for this issuing are still unidentified. Whether the strategic

investors attracted through private placement will occupy specific number seats of Directors and participate in the operation of the Company or not that causes significant change in the management of the Company is still unknown. For this reason, the Company consults the underwriter for private placement of securities to give an assessment on the necessity and the reasonability of private placement for this instance and present their opinion in accordance with the “Directions for Public Companies Conducting Private Placements of Securities”.

(3) Assessment of the feasibility and necessity of selecting placees

A. Selecting placees

As stated in the draft meeting agenda of the Board of the Company dated February 29, 2024, the selection of placees in the private placement project of this time will be based on Article 43-6 of the Securities and Exchange Act, and Order of the Financial Supervisory Commission Official Letter Chin-Kuan-Cheng-Fa-Tzu No. 1120383220 dated September 12, 2023, and Directions for Public Companies Conducting Private Placements of Securities. The Company has not yet targeted particular investors for this private placement. Prospective investors could be insiders or strategic investors. If strategic investors were considered for selection, the direct or indirect input of the investors to the Company will be the primary concern. Through the injection of capital through private placement, the Company can take advantage of the expertise of the investors to assist the Company in business expansion, enhance operation performance, and achieve the goal of sustainable development.

B. Assessment of the feasibility and necessity of selecting placees

The Company has successfully developed the dual-track operation mode of medical devices research and development licensing and CDMO business. Considering the opportunity of the transformation for the medical devices industry and the proper balance of resources for fitting in the development of the Company in the future, the Company expect to invite strategic investors serving as direct or indirect input to the operation of the Company except for the insiders. The Company also hopes that the capital, technological know-how and knowledge from placees could assist the Company in accelerating innovative medical devices, accessing to core technology and customer relation necessary for the CDMO operation. As such, the private placement of securities for this instance entails the expectation of fortifying the organization in operation, and upgrading the shareholders’ equity as a whole. Likewise, the consultation of matters pertinent to the private placement of securities for this instance is feasible and necessary.

**4. Necessity and reasonability assessment of the private placement**

(1) Necessity of the private placement

Considering the state of operation at the moment and the prospect the industry in respect of the sustainable development of the Company, Medeon intends to invite candidates that could provide direct and indirect assistance to its operation in the future under its development road map. With the injection of capital, technology and interpersonal relation, the Company entered the CDMO

business and cultivated the partnership relation with advanced medical devices firms worldwide in great depth. In addition, the Company also developed the dual-track operation mode of medical devices research and development licensing and CDMO business so as to improve the unstable cash flow from the operation under the innovative medical devices licensing model. This could help to strengthen the competitive power of the Company for achieving the goal of sustainable development. In addition, the non-transferable nature of marketable securities in the private placement for a period of three years will enable the Company to secure long-term stable capital and ensure long-term partnerships with the strategic investors it has brought in, which will also be conducive to the overall development of the Company's operations in the future. Therefore, it is expected that the private placement of common shares will not only enhance the overall shareholders' equity, but also strengthen the depth of cooperation with the strategic investors, and hence should be necessary.

(2) Reasonability of the private placement

The issuing of shares through private placement is planned to be resolved by the Board on February 29, 2024 and the final resolution of the Shareholders' Meeting on June 12, 2024 before proceeding. In addition, the proposal of issuing shares through private placement will also be specified in the meeting notice as a part of the cause of the meeting pursuant to Article 43-6 of the Securities and Exchange Act. Therefore, the procedure should be lawful under this assessment. Regarding the trend of the global medical devices industry, we could see how the supply chain was impacted by the pandemic. As such, the selling prices of the materials and parts and components for medical devices skyrocketed. It aligned with the inclination to strategic flexibility of the new medical devices companies that the CDMO mode of operation has been extensively adopted in development and mass production. The result is that the demand of the CDMO industry continues to grow. However, there is no one-stop shopping service provider from development to mass production. As originally a developer of advanced innovative medical devices, the Company has acquired US advanced medical device companies through merger and acquisitions, established a base for mass production, and emerged as a CDMO supplier with the capacity of providing one-stop shopping service. With the invitation of strategic investors on board through this instance of share issued through private placement, the Company can strengthen its network in the industry and competitiveness in operation, which will contribute to shareholders equity. This offering is justifiable.

**5. The impacts of the transfer of management on the operation performance, financial position, and shareholders equity of the Company.**

The number of existing shares of the Company is 92,244,893 shares. After adding 35,000,000 shares to the proposed private placement, the paid-in capital will be increased to 127,244,893 shares after issuing in full lot. The proportion of the private placement shares to the capital after the private placement is estimated at 27.51%. Places for this offering are still unidentified. Whether the strategic investors attracted through private placement will occupy specific number seats of Directors and

participate in the operation of the Company or not that causes significant change in the management of the Company is still unknown. In the event of a change in the number of seats of Directors or business ownership after private placement, the Company shall disclose the detail as required for assuring the rights and privileges of the shareholders.

Assuming a significant change in the business ownership is resulted from the private placement of securities, possible impacts on the operation performance, financial position, and shareholders' equity of the Company is specified as follows:

(1) Impact on the operation performance

The Company has successfully developed the dual-track operation of medical devices research and development licensing and medical devices CDMO business. In the future, the Company will continue its penetration into the advanced medical device CDMO market much deeper through merger and acquisition and resource integration, and bolster its competitive advantage through vertical integration. Through the private placement of securities for this instance for raising capital, the Company can also introduce the technology, knowledge, and business network from the strategic investors for assuring the momentum in business and room for further growth. This will be an input to business operation.

(2) Impact on the financial position

If the Company takes February 29, 2024, the day on which the Board convened in session, as the pricing date for the issuing of shares through private placement, and the price for the issuing of securities through private placement for this instance will be set with reference to the simple arithmetic mean of the average closing prices on the 1st, or 3rd or 5th (alternative) business days before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. Or, with reference to the simple arithmetic mean of the average closing prices of the common shares in the period of 30 business days before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. The higher the prices of the aforementioned two ways of calculation will be taken as the reference price. The actual offering price shall be set at a level not less than 80% of the reference price. Under this mode of pricing, the capital raised could help to bolster the pool of working capital and speeding up the development of products, and rapid accessing to the resources required for the medical device CMDO business. It is expected that the issuing of shares through private placement could help to improve the financial structure of the Company, and hence bolstering the competitive power in operation. With the timely injection of capital from private placement of securities, the financial position of the company will be benefited.

(3) Impact on shareholders equity

Initially, the Company is engaged in the licensing of advanced innovative medical devices developed on its own as the principal business. As a matter of business practice, the schedule for collecting milestone payments varied with the progress of product development. As such, revenue and profit of each year varied significantly. The Company intends to balance the cash

flow from overall operation through the development of the medical devices CDMO business. Therefore, the Company will use the capital raised from private placement of securities for improving its working capital, which will buttress its financial structure. In addition, the Company may use the capital, technology, and business network as aids for the operation of medical devices research and development licensing and medical devices CDMO business for upgrading its competitiveness in operation. The issuance of shares through private placement for this instance will contribute to shareholders' equity.

## **6. Conclusion**

Medeon planned to issue common shares through private placement for bolstering its working capital, speeding up the development of products, making direct investment in subsidiaries and the medical industry, and developing the strategic goal of the group. In addition, this can also help to vitalize the organization and strengthen its competitive power for achieving the goal of improving shareholders' equity. Considering the current state of operation, the timeliness of raising capital and the feasibility of raising capital for this instance, the Company planned to issue common shares through private placement for raising capital is indeed necessary and justifiable. We have reviewed the information on the agenda of issuing common shares through private placement of the Board in the session dated February 29, 2024, the content and the procedure of the issuing plan is not defying any rules and regulations in all material aspects or obviously unjustifiable. The result of raising capital and the selection of placees have been assessed in consideration of possible influence on the operation performance, financial position, and shareholders' equity of the Company. It is suggested that the issuing of new shares through private placement for raising capital by the Company for this instance is necessary and justifiable.

## **Declaration**

The contents of this letter of opinion are for reference only and are not intended to be used for any other purposes in connection with the resolution of the private placement at the board of directors' meeting on February 29, 2024 and the shareholders' meeting on June 12, 2024. Furthermore, this opinion is based on the financial information provided by Medeon and its announcements on the Market Observation Post System. This letter of opinion hereby disclaims any legal responsibility for any future changes to its content as a result of changes to the private placement plan or other events..

**Medeon Biodesign, Inc.**  
**Opinion on the Necessity and Reasonability of a Private Placement**

Engaged by: Medeon Biodesign, Inc.

Recipient: Medeon Biodesign, Inc.

Specified use of the Opinion: For the sole purpose of the 2024 Private Placement of Common Shares by Medeon Biodesign, Inc.

Type of report: Opinion on the necessity and reasonability of the private placement

Assessor: MasterLink Securities Corporation  
Representative: Fred Chang

February 21, 2024

## **Declaration of Independence**

1. The Company has been engaged to render an opinion concerning the necessity and reasonability of the private placement of common shares in 2024 by Medeon Biodesign, Inc. (hereinafter referred to as Medeon).
2. The Company declares the following for the purpose of this engagement.
  - (1) The Company is not an equity-method investee of Medeon.
  - (2) The Company is not an equity-method investor of Medeon.
  - (3) The Chairman or President of the Company and the Chairman or President of Medeon are not the same person, nor are they related to each other as spouses or consanguineous within two degrees.
  - (4) The Company is not a director or supervisor of Medeon.
  - (5) Medeon is not a director or supervisor of the Company.
  - (6) Other than the aforementioned situations, the Company does not have any relationship with Medeon as a related party under Article 18 of the Regulations Governing the Preparation of Financial Reports by Securities Issuers
3. The Company's assessment of the necessity and reasonability of the 2024 private placement of common shares for Medeon maintains a spirit of independence.

Assessor: MasterLink Securities Corporation  
Representative: Fred Chang

February 21, 2024