

## **Lumosa Therapeutics Co., Ltd.**

### **Meeting Notice of 2022 Annual Shareholders' Meeting**

#### **【Summary Translation】**

The 2022 Annual Shareholders' Meeting (the "Meeting") of Lumosa Therapeutics Co., Ltd. (the "Company") will be convened at 9:00 a.m., May 24, 2022 (Tuesday) at the Nankang Software Incubator, with an address of Rm. 423, 4F., Building E, No. 19-11, Sanchong Rd., Nangang Dist., Taipei.

#### **1. The agenda for the Meeting is as follows:**

##### **A. Report Items**

- (1) 2021 Business Reports.
- (2) 2021 Audit Committee's Review Report.
- (3) Execution status of the sound business plan for share issuance.
- (4) Execution status of the resolution for issuance of common shares for cash in private placement.

##### **B. Proposed Resolutions**

- (1) Adoption of the 2021 Business Report and Financial Statements.
- (2) Adoption of the Proposal for 2021 Deficit Compensation.

##### **C. Discussions**

- (1) Amendments to the Articles of Incorporation.
- (2) Amendments to the Procedures for Acquisition or Disposal of Assets.
- (3) To approve the issuance of common shares for cash in private placement.
- (4) To release the prohibition on directors or its representatives from

participation in competitive business.

#### **D. Questions and Motions**

#### **E. Adjournment**

- 2. 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 <https://emops.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.**
- 3. For matters related to the issuance of common shares for cash in private placement, please see Attachment 1.**
- 4. Pursuant to Article 165 of the Company Act, the Company hereby closes the share transfer registration from March 26, 2022 to May 24, 2022.**
- 5. Please find enclosed the "Notice of Attendance" and "Proxy Statement." 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, Grand Fortune Securities Co., Ltd. Transfer Agent, 5 days prior to the meeting date.**
- 6. 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) on April 22, 2022. Shareholders can navigate to SFI's web page (<https://free.sfi.org.tw>) to view relevant information. (TWSE code:6535 )**
- 7. The Transfer Agency Department of Capital Securities Corporation is the proxy tallying and verification institution for this Annual meeting.**
- 8. Shareholders may exercise his/her/its voting rights by way of electronic transmission during the period from April 23, 2022 to May 21, 2022. Please**

**log in the “Stockvote” (<https://www.stockvote.com.tw>) of Taiwan Depository & Clearing Corporation (TDCC) and vote in.**

**9.It is highly appreciated that you handle the matters accordingly.**

**To Shareholder**

Board of Directors

Lumosa Therapeutics Co., Ltd.

**To approve the issuance of common shares for cash in private placement****Explanation:**

(1) In order to enrich working capital and have sound financial structure, by taking into account timeless and issuance cost of fundraising, Lumosa plans to issue common stock for cash in private placement depending on the market conditions and Lumosa's capital need.

A. Shares issued through private placement: Up to 20,000,000 shares

B. Par value per share: NT\$ 10

C. Total private placement amounts: Depends on actual issue price and actual number of shares issued.

(2) In accordance with Article 43-6 of the Securities and Exchange Act, matters to be described as below:

A. The pricing basis and reasonableness of private placement:

Reference price shall be the higher of the following two calculations:

(A) 1-day, 3-day, or 5-day simple average market closing price prior to pricing date, minus dividends, plus any de-capitalization.

(B) 30-day simple average market closing price prior to pricing date, minus dividends, plus any de-capitalization.

The price of the private placement would be set on the basis not lower than 80% of the higher price of the methods above mentioned. Actual price for private placement shall not less than the range decided by the Annual Shareholder's meeting. Lumosa's Board of Directors will be authorized to determine the price based on the laws and regulations currently and market conditions and will make an announcement within two days of setting the price.

B. Selection method of the Specific Investors

The Company will execute the private placement with the special investors conforming to Article 43-6 of the Securities and Exchange Act, SFB June 13, 2002 Explanation of 0910003455, Article 4, paragraph 2 of Directions for Public Companies Conducting Private Placements of Securities.

(A) Insiders and related parties of the Company expected to participate in private placement are listed in the following table. Other investors who are not insiders and related parties will be announced after determination.

	Placee	Relationship with the company
1	Jung-Chin Lin	Chairman/ President & CEO /Director, Representative of Center Laboratories, Inc.
2	Center Laboratories, Inc.	Director
3	BioEngine Technology Development Inc.	Director
4	順晟藥品有限公司	Director
5	Wann-Lai Cheng	Director, Representative of Center Laboratories, Inc.
6	Su-Chi Wang	Director, Representative of BioEngine Technology Development Inc.
7	De-Fu Hsieh	Director, Representative of 順晟藥品有限公司
8	Chung Hao Tasi	Director
9	Syue-Ling Wang	Director
10	Jhieh-Guang Jhou	Managerial officer
11	Hui-Yuan Kuo	Managerial officer
12	Nai-Jing Liou	Managerial officer
13	Sheng-Wen Yeh	Managerial officer
14	Chia-Chi Yang	Managerial officer

Above placees have already know the business status of the Company who can direct or indirectly improve the Company' future business performance. Other information please refer to the Chinese version Handbook.

(B) Strategic investors

I. Method and purpose

The placees who can provide their business management experience, assist the Company to develop New Drug projects, to license in or out projects, and add future value of the Company.

II. Necessity and Expected benefits

New drug development requires long process, vast investments and with no guarantee in success which may pose investment risks. Suitable strategic investors can assist the Company in licensing in and developing New Drug projects, diversing risks, and benefit long-term operation.

C. The necessity of private placement

- (A) Reasons for conducting non-public offerings: After considering factors such as capital market conditions, timeliness, feasibility, issuance cost of fundraising for private placement, and restrictions that private shares can't be freely transferred within three years, etc. Private placement can ensure and strengthen strategic partnership in a long-term relationship. Therefore, Lumosa chose private placement instead of public offering.
  - (B) Total amount of the private placement  
Lumosa's Board of Directors will be authorized to execute the private placement once or twice after the Annual Shareholders' Meeting.  
If the Board of Directors decides to execute the private placement at once, it will not exceed 20,000,000 shares. If the Board of Directors decides to execute the private placement at twice, the first numbers of private shares will not exceed 15,000,000 shares, the second numbers of private shares will not exceed 5,000,000 shares.
  - (C) Use of the funds raised in the private placement: To increase working capital to meet the Company's long-term development needs.
  - (D) Expected benefits of conducting private placement: This plan can intensify the competitiveness of the Company, improve the operating efficiency, have sound financial structure, and may have positive impact for shareholders' interests.
- (3) The impact of this private placement case on the company's operating rights:  
The company's operating rights are stable, so the private placement should not have a significant impact on the company's operating rights.
- (4) All the rights and obligations shall be the same as those applicable to outstanding common shares already issued by Lumosa, except for the limitation under the Article 43-8 of the Securities and Exchange Act which regulates that except under some circumstances the privately placed shares may not resell within 3 years since delivery date. After three years from the delivery date, the Company should apply re-issuance of the public offering of private placement and application for the transaction with the Taipei Exchange.
- (5) Details of the private placement, excluding the price determination ratio, are proposed to authorize the Company's Board of Directors to determine actual issue shares and price, issue terms and conditions, project items, use of fund and progress, expected benefits, and any other items related to plan based on

the market condition. It is also proposed to authorize the Company's Board of Directors to make modification in response to orders from the competent authority, business assessment or environment changes from subjective points of views.