

Lumosa Therapeutics Co., Ltd.

2022 Annual Shareholders' Meeting Minutes

【 Translation 】

Meeting Time: 9:00 AM, May 24, 2022 (Tuesday)

Place: Rm.423, 4F., Building E, No. 19-11, Sanchong Rd., Nangang Dist., Taipei

City 115, Taiwan (R.O.C.) (Nankang Software Incubator)

Total shares represented by shareholders presented in person or by proxy:

The total shares of the shareholders and representatives of those who are unable to attend the general meeting is 94,155,642 shares, which accounts for 57.71% of Lumosa's total outstanding shares of 163,142,825 shares.

Directors present: Jung-Chin Lin 、 Su-Chi Wang

Independent Directors present: Chih Yung Chin

Chairman: Jung-Chin Lin

Recorder: Chia-Chi Yang

Call the Meeting to Order

Chairperson Remarks (Omitted)

Report Items

1. 2021 Business Reports (please refer to Attachment 1 of Handbook)
2. The 2021 Audit Committee's Review Report (please refer to Attachment 2 of Handbook)
3. Execution status of the sound business plan for share issuance.

Explanation:

- (1) According to the Letter of number 1100356957 dated September 27, 2021, issued by the FSC, the FSC permitted the company to issue new shares for cash, and the company is required to submit the quarterly execution status

report on sound business plan to the Board of Directors for monitoring, and to report in the shareholders' meeting.

- (2) The achievement rate of R&D expenses was 75.00%, mainly due to the delay of clinical trial expenditures for the LT3001 stroke project. Non-operating income was mainly from gains on disposal of investment from Ever Supreme Bio Technology and valuation gains on investment of Ever Fortune. AI.

4. Execution status of the resolution for issuance of common shares for cash in private placement

Explanation:

- (1) Lumosa 2020 annual Shareholders' Meeting held on June 9, 2020, approved to issue common shares for cash in private placement not to exceed 70,000,000 shares and it is expected to be handled once or twice within one year from the date of the resolution of the shareholders meeting. The company issued 29,500,000 common shares in 2020 and 3,448,000 common shares in 2021, the remaining balance of 37,052,000 shares will not be processed. Private placement. (please refer to Attachment 3 of Handbook)
- (2) On July 7, 2021, the annual shareholders meeting resolved the proposal for a cash capital increase through private placement to issue no more than 60,000,000 common shares; the shares will be issued once or twice in sequence within one year to complete the capital increase from the date of the resolution of the shareholders meeting. LUMOSA's Board of Directors has decided not to proceed with the matters related to this private placement on April 22, 2022.

Proposed Resolutions

1.

Adoption of the 2021 Business Report and Financial Statements (Proposed by the Board)

Explanation:

- (1) Lumosa's Financial Statements, including the balance sheets, statements of comprehensive income, statements of changes in equity, and statements of cash flows, were audited by independent auditors, Shu-Fen, Yu and Sheng-Wei, Teng of Pricewaterhouse Coopers,. Also, Business Report and Financial Statements have been approved by the Board and the Audit Committee.
- (2) The 2021 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements please refer to Attachment 1 and 4 of

Handbook.

Voting Results:

Shares represented at the time of voting: 94,155,642 votes (votes casted electronically: 6,809,623 votes)

Voting Results*	% of the total represented Share present
Votes in favor: 94,086,481 votes (6,740,462 votes)	99.92%
Votes against: 33,572 votes (33,572 votes)	0.03%
Votes invalid:0 votes (0 votes)	0.00%
Votes abstained: 35,589 votes (35,589 votes)	0.03%

* including votes casted electronically (numbers in brackets)

Resolution: that the 2021 Business Report and Financial Statements and hereby were accepted as submitted.

2.

Adoption of the Proposal for 2021 Deficit Compensation (Proposed by the Board)

Explanation:

Please refer to the 2021 Deficit Compensation Statement as follows:

Lumosa Therapeutics Co., Ltd.
Deficit Compensation Statement
2021

Items	Total(Unit: NTD\$)
Deficit yet to be compensated of prior years	(857,382,107)
(-): 2021 net loss	95,946,463
Deficit yet to be compensated at the end of 2021	(761,435,644)

Voting Results:

Shares represented at the time of voting: 94,155,642 votes (votes casted electronically: 6,809,623 votes)

Voting Results*	% of the total represented Share present
Votes in favor: 94,083,700 votes (6,737,681 votes)	99.92%
Votes against:30,853 votes (30,853 votes)	0.03%

Voting Results*	% of the total represented Share present
Votes invalid:0 votes (0 votes)	0.00%
Votes abstained:41,089 votes (41,089 votes)	0.04%

* including votes casted electronically (numbers in brackets)

Resolution: that the above proposal and hereby was approved as proposed.

Discussions

1.

Amendments to the Articles of Incorporation (Proposed by the Board)

Explanation:

In accordance with the revision of the Company Law and operational needs, the "Articles of Incorporation " is proposed to amend. The comparison table please refer to Attachment 5 of Handbook.

Voting Results:

Shares represented at the time of voting: 94,155,642 votes (votes casted electronically: 6,809,623 votes)

Voting Results*	% of the total represented Share present
Votes in favor: 94,047,750votes (6,701,731 votes)	99.88%
Votes against:71,803votes (71,803 votes)	0.07%
Votes invalid:0 votes (0 votes)	0.00%
Votes abstained:36,089 votes (36,089 votes)	0.03%

* including votes casted electronically (numbers in brackets)

Resolution: that the above proposal and hereby was approved as proposed.

2.

Amendment to the Procedures for Acquisition or Disposal of Assets (Proposed by the Board)

Explanation:

In accordance with the need of the company's operations, the "Procedures for

Acquisition or Disposal of Assets" is proposed to amend. The comparison table please refer to Attachment 6 of Handbook.

Voting Results:

Shares represented at the time of voting: 94,155,642 votes (votes casted electronically: 6,809,623 votes)

Voting Results*	% of the total represented Share present
Votes in favor: 94,079,855 votes (6,733,836 votes)	99.91%
Votes against:36,698 votes (36,698 votes)	0.03%
Votes invalid:0 votes (0 votes)	0.00%
Votes abstained:39,089 votes (39,089 votes)	0.04%

* including votes casted electronically (numbers in brackets)

Resolution: that the above proposal and hereby was approved as proposed.

3.

To approve the issuance of common shares for cash in private placement (Proposed by the Board)

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.

	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's future business performance. Other information please refer to the Chinese version Handbook.

(B) Strategic investors

I. Method and purpose

The places 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 60,000,000 shares. If the Board of Directors decides to execute the private placement at twice, the first numbers of private shares will not exceed 40,000,000 shares, the second numbers of private shares will not exceed 20,000,000 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) The company has not yet negotiated a specific person, and the relevant matters related to the specific person have been negotiated.
- (6) 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.

Supplementary Information:

As per Securities and Futures Investors Protection Center letter no. SP 1110000891 dated March 30, 2022, the Company explains the matters related to private placements through Lumosa letter no. LT 11104001 dated April 1, 2022.

1. The purpose of the private placement

- (1) To expand Lumosa's pipeline and diversify development risks, the Company continues to assess large molecular drugs and also evaluate the development of drugs in the fields of cell therapy actively. The purpose is to establish a stable and sustaining pipeline to mitigate losses and improve overall shareholder equity. The majority of the Company's existing funds are allocated for the development of existing pipelines, particularly the Phase 2 clinical trial for the stroke asset. The plan may be revised if the Phase 2 clinical trial for the stroke project is to be accelerated (such as the addition of study sites and increasing number of subjects enrolled) or for the financial needs due to the authorization of in-licensing of new large- and small-molecule pipeline.

(2) Lumosa is a new drug development company and has been operating in losses, therefore, investors may lack the interest to invest in Lumosa through public offerings. Further, considering that the status of the capital market is difficult to grasp, with other complications such as timeliness, convenience, and issuance costs, private placement seemed to be a quicker and easier method to obtain funding. In addition, private placement of securities cannot be transferred freely within three years by law to ensure a long-term cooperative relationship with the introduced investors. Thus, Lumosa reserves the option of raising R&D funds through private placement.

2. Impact on operating rights

(1) The Company plans to propose the private placement of common shares through cash capital increase within the limit of 20 million common shares at the 2022 shareholders' general meeting. The Company currently has 163,197,825 shares in circulation. If all the private shares are issued, then the private shares issued this time will account for 10.9% of 183,197,825 shares after issuance.

(2) According to item 2, subparagraph 17, paragraph 1, Article 12 of Taipei Exchange Rules Governing Securities Trading on the TPEX, change in managerial control refers to:

- a. Any person who acquires, either individually or jointly with other persons, over 50% of total issued voting shares of an OTC company, leading to change in control.
- b. Any person who controls, either individually or jointly with other persons, the majority of voting rights of the Board, causing the original management to lose control.
- c. Other special circumstances where Taipei Exchange deemed a change in managerial control has occurred.

(3) The shareholding percentage of major shareholders of the Company calculated based on 163,197,825 shares in circulation is shown below

Name of the Shareholder	Shareholding Percentage	Note
Center Laboratories, Inc.	33.13%	Center Laboratories
BioEngine Technology Development Inc.	1.16%	Center Laboratories
Shin Yu Investment Ltd.	4.22%	Farglory group
Far Glory Life Insurance Co. Ltd.	2.24%	Farglory group
Sun Ten Pharmaceutical Co.,LTD.	4.14%	Sun Ten
Small and Medium Enterprise Administration, Ministry of Economic Affairs	2.46%	Ministry of Economic Affairs

The majority of the shares of the Company is held by the shareholders mentioned

above. The only shareholder with over 5% shares is Center Laboratories.

- (4) The Company has yet to designate a specific subscriber, the candidate may be chosen internally or from a list of strategic investors. Further, new drug development companies have a longer business cycle and higher risks. Based on Lumosa's private placement experience in 2020, investors whom we've contacted have requested the Company's largest shareholder to participate in the private placement. Therefore, after consideration, the Company believes that there should not be an impact on managerial rights. If all the private placement shares are obtained by a single specific person, then the person would have 10.9% shares. This person must then collaborate with other persons to obtain over 50% of the Company's shares or gain the majority of the seats on the Board. Since the majority of the Company's shares are held by the Center Group and none of other shareholders owns more than 5% of the Company shares, the Company considers that a change in managerial control is unlikely. Therefore, the opinions of the securities underwriter were not consulted.

Voting Results:

Shares represented at the time of voting: 94,155,642 votes (votes casted electronically: 6,809,623 votes)

Voting Results*	% of the total represented Share present
Votes in favor: 94,053,080 votes (6,707,061 votes)	99.89%
Votes against: 63,957 votes (63,957 votes)	0.06%
Votes invalid: 0 votes (0 votes)	0.00%
Votes abstained: 38,605 votes (38,605 votes)	0.04%

* including votes casted electronically (numbers in brackets)

Resolution: that the above proposal and hereby was approved as proposed.

4.

To release the prohibition on directors or its representatives from participation in competitive business. (Proposed by the Board)

Explanation:

- (1) In accordance with Article 209 of the Company Act, a director or its representatives, who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- (2) It is proposed to release the prohibition on the following director from

participation in the new add competitive business.

Position	Name	Participation in Competitive Business
Director	Center Laboratories, Inc.	Mycenax Biotech Inc. Chairman / Director Medeon Biodesign, Inc. Director Bioengine Capital Inc. Chairman / Director BioEngine Technology Development Inc. Director Efficient Biomedical Corp. Director BIOFLAG INTERNATIONAL CORPORATION (Cayman) Director
Director	Jung Chin Lin Representative of Center Laboratories, Inc.	BioGend Therapeutics Co., Ltd. Chairman / Director (Representative) Medeon Biodesign, Inc. Chairman / Director (Representative) 上海寶濟藥業有限公司 Director 蘇州晟濟藥業有限公司 Director
Director	Wann Lai Cheng Representative of Center Laboratories, Inc.	BIOFLAG INTERNATIONAL CORPORATION (Cayman) Director
Director	Su-Chi Wang Representative of BioEngine Technology Development Inc.	Center Laboratories, Inc. Director, Finance and Accounting Department Ever Fortune. AI Co., Ltd. Director (Representative) BioEngine Capital Inc. Director (Representative) Acepodia Biotechnologies, Ltd. Director (Representative) Youluck International Inc Director (Representative) BIOFLAG Co., Ltd. (BVI) Chairman / Director (Representative) Genlac Biotech Inc. Chairman / Director (Representative) GLAC BIOTECH CO., LTD. Director (Representative) OmniPro biotech CO., LTD. Director (Representative) Bioflag Holding Limited(HK) Director Glac&George Biotech Co., Limited Director Bioflag Co., Ltd. Director Youluck International Inc. Director (Representative) Ausnutria Dairy (Taiwan) Nutrition & Health Sciences Corporation Director Hyproca Bio-science Co., Ltd. Director Hyproca Nutrition Co., Ltd. (PRC) Director BioEngine Investment Holding I Limited (Samoa) Director BioEngine Development I Limited (HK) Director Fangyuan Growth SPC-PCJ Healthcare Fund SP Director PCJ Capital Management Limited Director
Director	De-Fu Hsieh Representative of 順	Chairman PANION & BF BIOTECH INC. Director (Representative) SUN TEN PHARMACEUTICAL CO., LTD. Director

Position	Name	Participation in Competitive Business
	晟藥品有限公司	(Representative) SUN TEN NATURECEUTICA CO., LTD. Chairman / Director (Representative) EIKON HEALTHCARE DEVICE CORP. Director BALAY BIOTECHNOLOGY CORP. Director (Representative) Medical and Pharmaceutical Industry Technology and Development Center Managing Director Taiwan Product Quality Research Institute Director Taiwan Association for Traditional and Complementary Medicine Executive Director Bowlin Holding Co., Ltd. Seychelle Director Bowlin Holding Co., Ltd. Cayman Director
Independent director	Chih Yung Chin	Patec Precision Industry Co., Ltd Independent director

Voting Results:

Shares represented at the time of voting: 94,155,642 votes (votes casted electronically: 6,809,623 votes)

Voting Results*	% of the total represented Share present
Votes in favor: 94,076,082 votes (6,730,063 votes)	99.91%
Votes against: 41,958 votes (41,958 votes)	0.04%
Votes invalid: 0 votes (0 votes)	0.00%
Votes abstained: 37,602 votes (37,602 votes)	0.03%

* including votes casted electronically (numbers in brackets)

Resolution: that the above proposal and hereby was approved as proposed.

Questions and Motions: None.

Adjournment