

Medeon Biodesign, Inc.

Notice of 2025 Annual Shareholders' Meeting

The 2025 Annual Shareholders' Meeting (the "Meeting") of Medeon Biodesign, Inc. (the "Company") will be convened at 10:00 AM, June 20, 2025 (Friday) 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 2024 Business Report
 - (2) To Report Audit Committee's Review Report on the 2024 Financial Statements
 - (3) To Report the Implementation Status of the Private Placement
 - (4) To Report the Directors' Remuneration for the year 2024
 2. Items for Ratification
 - (1) To ratify the Company's 2024 Business Report, Financial Statements and Consolidated Financial Statements
 - (2) To ratify the Company's 2024 Deficit Offset
 3. Items for Discussion
 - (1) Proposal of the private placement to issue additional common shares
 - (2) Amendment to the Articles of Incorporation
 - (3) To release directors or its representatives from Non-Competition Restrictions
 4. 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. Pursuant to Article 165 of the Company Act, the Company hereby closes the share transfer registration from April 20, 2025 to June 20, 2025.
- V. 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.

- VI. 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 20, 2025. Shareholders could visit SFI's website (<https://free.sfi.org.tw>) for further relevant information.
- VII. The proxy tallying and verification institution for the Meeting is the Transfer Agency Department of Capital Securities Corporation.
- VIII. Shareholders may exercise the voting rights by way of electronic transmission during the period from May 21, 2025 to June 17, 2025. Please log in the "eVoting" (<https://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 CEO 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	Chi Hang Yang	Independent Director of the Company
7	Chia Ying Ma	Independent Director of the Company
8	Jien Wei Yeh	Independent Director of the Company
9	Feng Shyang Yang	Independent Director of the Company
10	Albert Weng	Manager of the Company
11	Greta Chang	Manager of the Company
12	Jenny Chen	Manager of the Company
13	Pei Chen	Manager of the Company
14	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 CEO of the Company.
Center Laboratories, Inc.	Li Rong Technology Co., Ltd. (9.13%)	The Chairman of this company is the spouse of the representative of the Company's corporate director.
	Royal Food Co., Ltd. (5.72%)	The Chairman of this company is the representative of the Company's corporate director.
	Jason Technology Co., Ltd. (3.51%)	The Chairman of this company is the spouse of the representative of the Company's corporate director.
	Yuanta Securities Co., Ltd. in Custody for Mining Investment Fund of GL Capital Group (2.71%)	None
	Farglory Life Insurance Inc. (1.48%)	None

Institutional investor	Names of the top 10 shareholders and proportion of shareholding	Relation with the Company
	You De Investment Consulting Co., Ltd. (1.19%)	The Chairman of the Company also serves as the Chairman of the Company's corporate director.
	JPMorgan Chase Bank N.A. Taipei Branch in Custody for Vanguard Total International Stock Index Fund, a series of Vanguard Star Funds (1%)	None
	Mumozzi Inc. (0.94%)	None
	Yong Lian Co., Ltd. (0.91%)	None
	Vanguard Emerging Markets Stock Index Fund, a Series of Vanguard International Equity Index Funds (0.91%)	None

B. Placees 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 placees.

(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 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 2025.

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. Three years after 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 2025**

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 27, 2025, and to be discussed at the shareholders' meeting on June 20, 2025. 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

Medeon has been specializing in the design and development of high-value Class II and Class III medical devices since its inception, with a primary focus on minimally invasive surgeries. Its product development covers a broad spectrum of surgical specialties, including devices for laparoscopic procedures, orthopedics, urology, and advanced cardiovascular interventions, and it continues to develop innovative medical devices in other fields. At the same time, the Company is committed to seeking licensing opportunities with major global medical device companies to generate licensing revenue. In recent years, the Company has actively expanded into the advanced medical device contract development and manufacturing (CDMO) business. A subsidiary, Medeologix, Inc., was established through mergers and acquisitions, through which the Company acquired capabilities in the manufacturing of advanced medical balloons, catheters, and subassembly and final assembly of advanced medical devices. Medeologix has since become a CDMO mass production base for advanced medical devices, implementing a business model that takes orders and conducts prototyping in the United States, with mass production carried out in Taiwan. This structure enables the Company to provide one-stop-shop services to leading international medical device companies and further strengthen its advanced medical device CDMO business.

In terms of innovative product development, Medeon successfully licensed its self-developed product, Cross-Seal™—a large-bore vascular closure system—to the global medtech leader Terumo for a total of US\$50 million, which included a US\$20 million upfront payment and US\$30 million in milestone payments. In September 2023, the product received U.S. FDA premarket approval (PMA), making the Company the first in Taiwan to obtain Class III medical device approval. In addition, key innovative products currently under development include Urocross—a device designed to improve lower urinary tract symptoms (LUTS) associated with benign prostatic hyperplasia (BPH), which completed patient enrollment for its pivotal trial in Q4 2024, and Duett, a thoracic aortic repair device, which entered the first-in-human clinical phase in Q1 2024. For regulatory approved products such as ClickClean™ (an in-situ laparoscopic lens cleaning device), AbClose™ (a laparoscopic port-site closure system), and PUMA™ (a minimally invasive internal fixation device for orthopedic trauma), the Company is continuing to implement a limited launch strategy to test marketability, enhance market visibility, and increase licensing opportunities.

In the advanced medical device CDMO business, the Company has entered the advanced medical device CDMO market by acquiring core technologies for the design and manufacturing of advanced medical devices, as well as building relationships with leading international medical device companies and innovative startups in Silicon Valley through mergers and acquisitions. Currently, the Company focuses on catheter-based cardiovascular technologies and has served over 60 medical device clients. By leveraging the integration of group resources, the Company has established cost advantages and accelerated the integration of the upstream and downstream supply chain. It has successfully implemented a supply system with the model of "taking orders from the USA, conducting pilot production locally, and mass production in Taiwan," thereby providing one-stop-shop services to innovative medical device companies and international medtech giants, covering everything from development to mass production.

In summary, the Company was originally an R&D-focused company specializing in the design and development of advanced innovative medical devices, committed to accelerating the innovation process to address unmet clinical needs. Through clinical trials and regulatory approval processes, the Company has enhanced the value of its products while actively seeking licensing opportunities with leading international companies. In response to the recent disruptions in the global medical device supply chain, the Company has actively expanded into the advanced medical device CDMO business. By consolidating its core capabilities, it has focused on the development and manufacturing of components and assemblies for advanced innovative medical devices, raising the competitive bar and creating market differentiation. Through vertical integration, the Company now operates under a dual business model, offering both R&D licensing and one-stop-shop CDMO services for advanced medical devices.

2. Contents of the Private Placement Project

As stated in the draft meeting agenda of the Board for the session of February 27, 2025, 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 plans to deliberate on the private placement proposal at the board meeting scheduled for February 27, 2025. Accordingly, a review of changes in the board composition within one year prior to the meeting was conducted. It was found that, due to the expiration of the fifth-term board of directors, a full re-election of the board was held at the annual general shareholders' meeting on June 12, 2024. As a result, three new directors were elected, resulting in changes to more than one-third of the board seats. The lists of board members before and after the re-election, along with details of the changes, are summarized as follows.

Title	5th Session of Directors (9 Directors)	6th Session of Directors (7 Directors)	Change
Director	Medeon, Inc. (USA) Representative: Yue Teh Jang	Medeon, Inc. (USA) Representative: Yue Teh Jang	No
Director	Center Laboratories, Inc. Representative: Jung Chin Lin	Center Laboratories, Inc. Representative: Jung Chin Lin	No
Director	Center Laboratories, Inc. Representative: Chih Hsiung Wu	Center Laboratories, Inc. Representative: Chih Hsiung Wu	No
Director	Hong Jen Chang	-	Yes
Director	Hsin Yuan Fang	-	Yes
Independent Director	Chi Hang Yang	Chi Hang Yang	No
Independent Director	Chia Ying Ma	Chia Ying Ma	No
Independent Director	Jerome Shen	Feng Shyang Yang	Yes
Independent Director	Jien Wei Yeh	Jien Wei Yeh	No

As can be seen from the above table, in 2024, when the term of office of the directors of Medeon expired, a general election of directors was held at its annual general shareholders' meeting. The number of director seats was reduced from 9 to 7, and among the seven elected directors, one was newly appointed. As a result, 3 out of the original 9 seats were changed. This change represented a turnover of one-third of the board seats, thereby falling under the circumstance described as "a material change in managerial control within one year prior to the board resolution to conduct the private placement" as set forth in Article 4.3 of the Directions for Public Companies Conducting Private Placements of Securities. Accordingly, the Company engaged the securities underwriter to issue an opinion on the necessity and reasonableness of the private placement.

Upon reviewing the lists of the Company's board members before and after the board re-election, it was found that the number of seats on the 6th board of directors was reduced from 9 to 7. The original directors, Hong Jen Chang and Hsin Yuan Fang, did not continue their terms, while independent director Jerome Shen was replaced by Feng Shyang Yang. Although Hong Jen Chang and Hsin Yuan Fang did not continue their terms, their respective shareholding percentages prior to the re-election were only 0.0018% and 0.0917%. Moreover, based on the post-election board composition, the major shareholders remained in their positions as directors, indicating that both equity ownership and managerial control remained unchanged. Thus, the changes in board composition resulting from the Company's 2024 annual general shareholders' meeting are not deemed to constitute a shift in control or a loss of control by the original management due to changes in the shareholding structure.

- (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 27, 2025, 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 27, 2025 and the final resolution of the Shareholders' Meeting on June 20, 2025 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 device industry, amid increasingly complex regulatory requirements across different countries and the acceleration of device development and emergency use authorizations during the COVID-19 pandemic, the industry has been shifting toward a more specialized and efficient development model. In line with this trend, many innovative medical device startups have adopted the CDMO model for both development and mass production to maintain strategic flexibility. This has driven rapid growth in demand for medical device CDMO services. However, there remains a gap in the market for suppliers capable of providing one-stop-shop services spanning from development through mass production. Originally positioned as a developer of advanced innovative medical devices, the Company has, through mergers and acquisitions of U.S.-based advanced medical device manufacturers and the establishment of its own mass production base,

successfully transformed into a CDMO supplier with full one-stop-shop service capabilities. Through this planned private placement, the Company aims to introduce strategic investors, which is expected to further deepen its industry ties, strengthen operational competitiveness, and generate positive benefits to shareholders' equity. This fundraising initiative is deemed reasonable.

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 expanded into a dual-track business model, focusing on both medical device R&D licensing and medical device CDMO operations. In the future, in addition to concentrating on the development of advanced innovative medical devices, the Company will continue to deepen its presence in the advanced medical device CDMO market, creating competitive advantages through a vertical integration strategy. Therefore, by conducting this private placement to raise capital, the Company also plans to introduce strategic investors with their technology, knowledge, and business networks, aiming to ensure the continued growth of its existing business and future expansion opportunities. This is expected to have a positive impact on business operations.

(2) Impact on the financial position

If the Company takes February 27, 2025, 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 was engaged primarily in the development and subsequent licensing of advanced innovative medical devices. In accordance with industry practice, the timing of milestone payments is contingent upon the progress of product development, resulting in considerable fluctuations in annual revenue and profitability. To stabilize operational cash flow, the Company has expanded into the medical device CDMO business. Accordingly, the Company is conducting this private placement to strengthen its working capital and improve its financial structure. In addition, by leveraging the capital, technology, and professional networks of strategic investors, the Company aims to further enhance its competitiveness across both advanced medical device R&D and CDMO operations. This private placement is expected to deliver positive contributions to shareholder 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 27, 2025, 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

7. 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 27, 2025, and the shareholders' meeting on June 20, 2025. 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.

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 2025 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 CEO of the Company and the Chairman or CEO 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 2025 private placement of common shares for Medeon maintains a spirit of independence.

Assessor: MasterLink Securities Corporation

Representative: Fred Chang

February 29, 2025