



Center Laboratories, Inc.

Notice of Annual Shareholders' Meeting 2025

- I. The Annual Shareholders' Meeting 2025 is scheduled to be held on June 26 (Thursday) at 9:00 a.m. The meeting will take place in Room 447, 4th Floor, Building E, No. 19-11 Sanchong Road, Nangang District, Taipei City (Nangang Software Incubator). The shareholders' registration for this meeting will begin at 8:30 a.m. and will be located at the same place as the meeting venue.

Meeting Agenda:

(I) Report Items:

1. 2024 Business Report.
2. 2024 Audit Committee's Review Report.
3. 2024 Report on Directors' Remuneration.
4. Report on the Implementation Status of the Sound Operation Plan.
5. Report on the Implementation Status of Private Placement.
6. Report on the Execution Status of the Company's Acquisition of Shares in Bioflag International Corporation (Cayman) Through Capital Increase and Issuance of New Shares as Consideration.
7. Report on the Implementation of the Company's Third Share Buyback and the Guidelines for Transferring Treasury Shares to Employees.

(II) Ratification Items:

1. Ratification of the Company's 2024 Business Report and Financial Statements.
2. Ratification of the Company's 2024 Loss Offset and Earnings Distribution proposal.
3. Ratification of the Proposal on the change of capital utilization plan for the sixth domestic secured convertible corporate bonds and the seventh domestic unsecured convertible corporate bonds.

(III) Discussion Items:

1. Proposal for the issuance of new common shares for capital increase out of earnings.
2. Proposal for the Cash Distribution from Capital Surplus.
3. Proposal for the Amendment to the Company's "Articles of Incorporation".
4. Proposal for the issuance of new common shares by private placement

in cash.

(IV) Election Matters: Proposal for the election of directors.

(V) Other Motions: Proposal to Release Non-Compete Restrictions on Newly Elected Directors.

(VI) Extempore Motions.

- II. If the agenda for this shareholders' meeting includes any proposals that are required to be listed under Article 172 of the Company Act, please visit the Market Observation Post System (MOPS) at <https://mops.twse.com.tw>, and navigate to "Company Info" > "Electronic Documents" > "Annual Reports and Shareholders' Meeting Information" > "Annual Reports and Shareholders' Meeting Information (including Depositary Receipt Information)." Enter the company code (or abbreviation) and the relevant year to access the "Reference Materials for Shareholders' Meeting Proposals" or the "Agenda Handbook and Supplemental Materials."
- III. The proposal for the distribution of earnings and capital surplus for the year 2024 was approved by the Board of Directors as follows:
1. Cash dividends : To distribute the "premium from the issuance of shares above par value" capital reserve of NT\$543,732,624 as cash dividends, at a rate of NT\$0.75 per share based on the shareholder register as of the record date. The amount will be rounded down to the nearest whole dollar, and any fractional amounts will be included in the Company's other income. It is proposed that the shareholders' meeting authorize the Board of Directors to determine the record date for cash distribution, the payment date, and all other related matters.
 2. Stock dividends : (1) It is proposed that NT\$362,488,420 of distributable earnings from fiscal year 2024 be allocated as shareholder dividends, to be capitalized for the issuance of 36,248,842 new shares. The stock dividend of 50 shares will be issued for every 1,000 shares held. Any fractional shares resulting from this distribution may be consolidated into whole shares by shareholders, who must register with the Company's transfer agent within 5 days from the cessation of share transfer. Any remaining fractional shares will be paid out in cash at the par value of the stock, rounded to the nearest whole dollar (with amounts less than one dollar rounded down). The shareholders' meeting will be asked to authorize the Chairman to negotiate with specific parties for the purchase of any remaining fractional shares at par value. Any fractional share payments for shareholders participating in the book-entry distribution will be considered as fees for processing the book-entry allocation. (2) After this proposal for capital increase is resolved by the shareholders meeting and submitted to the competent authority for approval, the Board of

Directors, after being authorized by the Shareholders Meeting, shall set an ex-right date for capital increase.

3. Should the number of issued or outstanding shares subsequently change due to share buybacks, treasury share transfers, employees of the Company exercising employee stock options, conversions of convertible bonds into common shares, private placements, or other actions in accordance with applicable laws and regulations, any necessary adjustments to the stock dividend distribution ratio and the cash distribution ratio shall be handled with full authority by the Chairman, as authorized by the shareholders' meeting.

IV. Proposal on related matters of the issuance of new common shares by private placement in cash (please refer to the Appendices1).

- V. At this shareholders' meeting, nine directors (including three independent directors) will be elected. The election will adopt the candidate nomination system. The list of nominated candidates is as follows:

1. Director Candidates:

- Jason Technology Co., Ltd. Representative: Wang, Su-Chi
- Tsai, Chang-Hai
- LeJean Biotech Co., Ltd. Representative: Lin, Chia-Ling
- Royal Foods Co., Ltd.
- Chang, Po-Chih
- Po Chang Investment Co., Ltd

2. Independent Director Candidates:

- Ho, Mei-Yueh
- Ho, Shih-Chinn
- Kuo, Li-Wei

For investors who wish to obtain information regarding the academic and professional backgrounds of the candidates, please visit the Market Observation Post System (MOPS) at <https://mops.twse.com.tw>. Navigate to “Summarized Reports” > “Shareholders’ Meetings/Dividends” > “Announcements Related to Director Elections under the Candidate Nomination System,” and enter the relevant search information.

- VI. Pursuant to Article 165 of the Company Act, the registration of share transfers and the conversion of convertible bonds will be suspended from April 28, 2025. to June 26, 2025.
- VII. In addition to the public announcement, we are pleased to send you this letter and enclose a copy of the attendance card and Letter of Authorization for the shareholders' meeting. We hope you will spare some time to attend the meeting.

For shareholders who attend the meeting in person, please fill out the **second copy of the attendance card, affix your seal or signature**, and register at the venue on the day of the meeting. There is no need to send it back by mail. If a proxy attends, please fill in the **second copy of the Letter of Authorization and affix a seal or signature** and submit it to the shareholder services agent of the Company, Capital Securities Corp., Stock Transfer Agency Department, five days before the meeting. After the shareholder services agent completes the attendance card, it will be sent to the proxy appointed by the shareholder for receipt, which will serve as proof of attendance at the shareholders' meeting.

- VIII. If shareholders require an authorization letter, the Company will prepare a summary of the solicitor's information before May 26, 2025, and disclose it on the website of the Securities and Futures Market Development Foundation. Investors who wish to inquire can directly access the website at <https://free.sfi.org.tw> and enter the "Free Inquiry of Authorization Letter Announcement Information" to enter the query conditions.
- IX. The statistical verification institution for the proxy solicitation of this shareholder meeting is the Shareholder Services Department of Capital Securities Corp.
- X. **Shareholders can exercise their voting rights electronically during the shareholders' meeting from May 27, 2025, to June 23, 2025. Please log in to the website of Taiwan Depository & Clearing Corporation Limited (TDCC) 'Shareholder e-Service' for voting instructions [URL: <https://stockservices.tdcc.com.tw>].**

Sincerely,

To Our Shareholders.

The Board of Directors of Center Laboratories, Inc.

【Appendices 1】

Proposal for an issuance of new common shares by private placement in cash :

1. To strengthen operating capital, repay loans, and reinvest in the biotechnology industry, and after considering the timeliness, convenience, and cost-effectiveness of fundraising, the Company proposes to conduct a private placement of common shares through a cash capital increase.
2. No more than 30,000,000 ordinary shares will be issued for the capital increase in cash through private placement; the shares will be issued twice within one year respectively from the date of the resolution of the shareholders' meeting.
3. In accordance with Article 43-6 of the Securities and Exchange Act and the provisions of "Directions for Public Companies Conducting Private Placements of Securities," the matters related to this private placement are explained as follows:

(1) The basis and reasonableness of the price of the issue or private placement:

The reference price for the aforesaid private placement is calculated based on the higher of the following two results:

- A. The simple average closing price of the common shares of the TWSE listed or TPEX listed Company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
- B. The simple average closing price of the common shares of the TWSE listed or TPEX listed Company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

The private placement price of common shares may not be lower than 80% of the reference price. The price is calculated in accordance with current laws and regulations, and should be reasonable. It is proposed to request the shareholders' meeting to authorize the Board of Directors to determine the actual pricing date and the actual issuance price within the range approved by the shareholders' meeting, and in accordance with laws and regulations, situation of the specific parties, and status of the capital market.

(2) The method to determine specific parties, objectives, the necessity, and the expected benefits:

The object of this private placement of common stock is limited to specific individuals as defined by Article 43-6 of the Securities and Exchange Act, as well as the relevant regulations and instructions, such as the Financial Supervisory Commission's Order No.112038220 issued on September 12, 2023, and the guidelines for public companies conducting private placements of securities, which outline matters to be attended to:

A. The applicant is an internal employee of the Company:

Due to the internal personnel's considerable understanding of the Company's operations and their ability to directly and indirectly contribute to future operations, the participants in this private placement of securities are expected to include internal personnel. The list of internal personnel is as follows:

No	Applicant's Name	Relationship with the Company
1	Jason Technology Co., Ltd.	Legal Representative Chairman of the Company
2	LeJean Biotech Co., Ltd.	Legal Representative Director of the Company
3	Wechen Co., Ltd.	Legal Representative Director of the Company
4	Po Chang Investment Co., Ltd.	Legal Representative Director of the Company
5	Wang, Su-Chi	Legal Representative Director of Jason Technology Co., Ltd Chairman of the Company Chief Investment Officer and Chief Operating Officer of the Company
6	Tsai, Chang-Hai	Director of the Company
7	Chang, Po-Chih	Director of the Company
8	Ho, Mei-Yueh	Independent Director of the Company
9	Ho, Shih-Chun	Independent Director of the Company
10	Lin, Chia-Ling	The Company's legal director, LeJean Biotech Co., Ltd., appointed a representative The Company's Organizational Development and Human Resources

		Department Manager.
11	Tsai, Pei-Chen	The Company's legal director, Wechen Co. Ltd., appointed a representative The Company's Research and Development director.
12	Chen, Chun-Hong	The legal representative appointed by Po Chang Investment Co., Ltd., a corporate director of the Company
13	Hsu, Jui-Pao	Managerial officer
14	Lin, Hsiu-Yueh	Managerial officer
15	Lin, Chiun-Yu	Managerial officer
16	Lien, Min-Li	Managerial officer
17	Mao, An-Ni	Managerial officer
18	Tang, Ching-Yu	Managerial officer

If the applicant is a legal entity, the following matters should be disclosed:

Legal Person Applicant	Top 10 Shareholders and Shareholding Percentages	Relationship with the Company
Jason Technology Co., Ltd.	Lin, Hung-Hsuan (35.83%)	Second degree relative of the representative appointed by the company's legal director. Project leader of the Organizational Development and Human Resources Department of the Company.
	Lin, Chia-Ling (25.97%)	Representative appointed by the company's legal director. The Company's Organizational Development and Human Resources Department Manager.
	Lin, Wei-Hsuan (25.69%)	Second degree relative of the representative appointed by the company's legal director. Investment Manager of the Investment Division of the Company.
	Ou, Li-Chu (12.25%)	First-degree relatives of the representative appointed by the company's legal director.
	Lin, Jung-Chin (0.26%)	First-degree relatives of the representative appointed by the company's legal director.
LeJean Biotech Co., Ltd.	Jason Technology Co., Ltd. (92.07%)	Legal Representative Chairman of the Company.
	Lin, Jung-Chin (7.857%)	First-degree relatives of the representative

	<p>Ou, Li-Chu (0.059%)</p> <p>Lin, Hung-Hsuan (0.005%)</p> <p>Lin, Wei-Hsuan (0.004%)</p> <p>Lin, Chia-Ling (0.005%)</p>	<p>appointed by the company's legal director.</p> <p>First-degree relatives of the representative appointed by the company's legal director.</p> <p>Second degree relative of the representative appointed by the company's legal director. Project leader of the Organizational Development and Human Resources Department of the Company.</p> <p>Second degree relative of the representative appointed by the company's legal director. Investment Manager of the Investment Division of the Company.</p> <p>Representative appointed by the company's legal director. The Company's Organizational Development and Human Resources Department Manager.</p>
Wechen Co., Ltd.	<p>Chou, Chuan-I (98.33%)</p> <p>Tsai, Pei-Chen (1.67%)</p>	<p>First-degree relatives of the representative appointed by the company's legal director.</p> <p>Representative appointed by the company's legal director</p> <p>The Company's Research and Development director.</p>
Po Chang Investment Co., Ltd.	<p>Weng Shu-Yu (94.00%)</p> <p>Chou Shu-Chen (2.00%)</p> <p>Weng Yu-En (2.00%)</p> <p>Chen Chun-Hong (2.00%)</p>	<p>The spouse of the representative appointed by the company's legal director.</p> <p>Second-degree relative of the representative appointed by the company's legal director.</p> <p>Third-degree relative of the representative appointed by the company's legal director.</p> <p>Representative appointed by the company's legal director.</p>

B. The applicant is a strategic investor:

In order to align with the Company's future development, improve financial structure, and enhance profitability, it is necessary to introduce strategic investors who can benefit the Company. The Company expects that with the assistance of its funds, technology, and knowledge, it will contribute to the stable growth of the Company in the future.

The Company has not yet negotiated with a specific person regarding matters related to the negotiation of a specific person. It is proposed to seek authorization from the shareholders' meeting for the Board of Directors to handle it fully.

(3) Reasons for Conducting Private Placement:

A. Reason for Not Adopting a Public Offering:

Considering factors such as the timeliness, convenience, and issuance costs of fundraising, private placement has the advantage of being quick and simple, as well as the restriction of not being freely transferable within three years, which can ensure a stable long-term relationship between the company and the subscribers. Therefore, it is proposed to raise funds through private placement.

B. The amount of private placement:

No more than 30,000,000 ordinary shares, and the shares will be issued twice within one year respectively from the date of the resolution of the shareholders' meeting. No more than 15,000,000 shares for the first issuance, and no more than 15,000,000 shares for the second issuance.

C. Purpose of private placement:

The two private placements are used to replenish working capitals, repay borrowings and invest in the biotechnology industry.

D. Expected benefits:

The expected benefits from the two private placements are to strengthen financial structure and improve operating efficiency as well as corporate competitiveness.

4. The rights and obligations of the common shares to be issued by way of private placement:

The rights and obligations of the common shares to be issued by private placement shall be the same as those of the common shares already issued by the Company. However, these private placement shares cannot be freely transferred within three years after the shares are delivered unless the transfer is proceeded according to Article 43-8 of the Securities and Exchange Act. Within three years after the shares are delivered, the Board of Directors are authorized to file an application with the competent authority for public offering.

5. The Board of Directors, after being authorized by the shareholders' meeting, shall handle the main content of this private placement based on market status, such content including percentage of the private placement price, actual

issuance price, number of shares to be issued, terms and conditions, capital increase record date, project items, private placement amount, indicative time line, expected benefits, and all relevant other matters. If the aforesaid content needs to be changed due to regulatory amendment, revision of laws, requests by competent authorities, or change of market conditions, the Board of Directors are fully authorized to handle related matters in this regard.

6. It is proposed to request the shareholders' meeting to authorize the Chairman of the Board or a specified party to sign and discuss all the contracts and documents related to this private placement on behalf of the Company and handle all the related matters required in the private placement plan.
7. Effects of the private placement on the Company's management rights:
8. The Company's management rights remain stable, so the private placement should not have a significant impact on the Company's operating management.
9. The aforementioned unfinished matters are proposed to be submitted to the shareholders' meeting for the Board of Directors to handle with full authority in accordance with the law.

Information related to this private placement, as required under Article 43-6 of the Securities and Exchange Act, is available on the Market Observation Post System (MOPS) at <https://mops.twse.com.tw>. Please navigate to “Special Sections” > “Investor Area” > “Private Placement Section.” Relevant information can also be found on the Company's website at <https://www.centerlab.com.tw>.