

# Luxe Green Energy Technology Co., Ltd.

## 2024 Shareholders' Meeting

### Meeting Agenda

#### **Reporting Matters**

[Motion 1]

**Subject:** The financial statements and business report for FY2023 are presented. Please review and approve.

**Description:** The Company's FY2023 consolidated and parent company only financial statements have been prepared. The Business Report and the aforementioned statements are hereby provided; please refer to Appendices I and II of the Meeting Handbook for details.

[Motion 2]

**Subject:** Audit Committee's review report on the FY2023 final accounting reports. Please review and approve.

**Description:** I. The Company's FY2023 final accounting reports have been reviewed by the Audit Committee and approved by the Board of Directors upon resolution; the audit report has been issued thereof. The financial statements therein have been duly audited and certified by the CPAs of Baker Tilly Clock & Co, Chia-Yu Lai and Yin-Lai Chou.  
II. The Audit Committee is invited to read out the audit report. See Appendix III of the Handbook for details.

[Motion 3]

**Subject:** Report on Distribution of the Remuneration to Employees and Directors in FY2023.

**Description:** For FY2023, the Company intends to set aside 1% of the profits, namely NT\$1,392,765, as remuneration to employees as per Article 21 of the Company's Articles of Incorporation, while none as remuneration to directors.

[Motion 4]

**Subject:** Changing the use of funds of the follow-on offering in 2021.

**Explanation:** The Company has terminated the contract with Water Resources Bureau, Tainan City Government, due to local public opposition to the Guangshan detention basin project. To achieve the benefits of fund use for the 2021 cash capital increase, it is expected to invest NT\$144,000 thousand from the remaining NT\$194,000 thousand of this cash capital increase to increase the capital of the subsidiary, Sen-Hsin Energy, to fund the capital requirement of its constructions of power stations in service areas Rende and Nantou at the highways; another NT\$50,000 is to repay the Company's loan from the Bank of Kaohsiung. Please refer to Appendix 4 for details on the changes to the plan and the evaluation of the benefits (please refer to [Appendix 4](#) of the evaluation report of the underwriter, Unitech Securities).

[Motion 5]

Subject: Any proposal put forward by a shareholder under Article 172-1 of the Company Act.

- Description: I. According to Article 172-1 of the Company Act, the shareholders of this shareholders' meeting may, if qualified, put forward a proposal for discussion at the shareholders' meeting to the Company within the period for submission of shareholder proposals.
- II. There was no shareholder proposal submitted during the proposal period (March 4 to 14, 2024) of this shareholders' meeting.

## **Matters to be Ratified**

[Motion 1] Proposed by the Board

Subject: FY2023 Business Report and Financial Statements

- Description: I. The Company's FY2023 business final accounting reports (including Business Report and Consolidated Financial Statements) have been duly reviewed by the Audit Committee and approved by the Board of Directors upon resolution. The financial statements therein have been duly audited by the CPAs of Baker Tilly Clock & Co, Chia-Yu Lai and Yin-Lai Chou. Please refer to **Appendices I and II** of the Handbook for details.
- II. Proposed for ratification.

Resolution:

[Motion 2] Proposed by the Board

Subject: Proposed for ratification in favor of the 2023 earnings distribution.

- Description: I. The Company's net income after tax in FY2023 was NT\$ (same as below) 138,023,593. As of December 31, 2023, the distributable earnings were totaled NT\$138,212,742; after the legal reserve set aside was deducted, and the special earning reserve was reversed, there were earnings of NT\$124,604,830.
- II. FY2023 earnings distribution table (see table below for details).
- III. The Company intends to distribute a total of NT\$45,173,322 in cash dividend of NT\$0.3 per share to the shareholders for the year. The amount of the dividend distributed to the individual shareholders shall be calculated (and unconditionally truncated) to the nearest NT\$1. Fractions that do not amount to a full NT\$1 shall be added up and further addressed by the Chairman upon authorization. For each share, share dividends are distributed as NT\$0.3 per share, for total 4,517,332 shares. The amount of dividends to shareholders is calculated up to NT\$1 (unconditionally truncated if below NT\$1). The shareholders shall, within 5 days upon the last day for share transfer registration, combine the distributed fractional shares that are less than one whole share. Where the combined fractions still fail to form a full share or the combination is not made within the said period, the shares shall be converted into cash according to the par value and calculated (and truncated) to the nearest NT\$1, and the Chairman shall be later authorized to contact specific persons to subscribe according to the par value.

- IV. After the proposal is approved at the 2024 shareholders' meeting upon resolution, the Chairman is authorized to determine the relevant matters such as the ex-dividend date, ex-rights date and distribution date. If the number of outstanding shares is affected on a later date due to the Company's capital change and the dividend payout ratio therefore changes and must be adjusted, the Chairman is to be authorized with full power to handle this matter.
- V. Proposed for ratification.

Resolution:

## **Matters to be Discussed**

[Motion 1] Proposed by the Board

Subject: Proposal for a new share issued through capitalization of earnings, please discuss.

- Description: I. To replenish the working capital, the Company intends to issue new shares amounting to NT\$45,173,320 through capitalization of the earnings in 2023. A total of 4,517,332 new shares are to be issued at a par value of NT\$10.
- II. The details of this capitalization are as follows:
1. The capitalization of the earnings will be transferred from the original shareholders to approximately 30 shares for every thousand shares held by the shareholders as recorded in the shareholder register on the record date of ex-rights and distribution.
  2. The shareholders shall, within 5 days upon the last day for share transfer registration, combine the distributed fractional shares that are less than one whole share. Where the combined fractions still fail to form a full share or the combination is not made within the said period, the shares shall be converted into cash according to the par value and calculated (and truncated) to the nearest NT\$1, and the Chairman shall be later authorized to contact specific persons to subscribe according to the par value.
  3. This new share(s) issued through capitalization shall adopt dematerialized shares that have the same rights and obligations as the original form of shares. Upon the approval of the shareholders' meeting and the competent authority to which the matter is reported, the Board of Directors is authorized to determine the ex-rights basis date (i.e. the base date of the capital increase), the distribution date and other related matters.
  4. If the number of outstanding shares is affected by the subsequent transfer or cancellation of treasury stock or the conversion of domestic convertible bonds due to the repurchase of the Company's shares, and the shareholders' allotment rate changes as a result, the Company intends to request the shareholders' meeting to authorize the Chairman to take full responsibility for matters related to the changes.
  5. If any of the above matters related to the issuance of new shares for capital increase are required to be amended due to the

regulations of the competent authorities or other objective circumstances, it is intended that the shareholders' meeting will authorize the Chairman to exercise his or her full authority to handle the matter.

IV. Proposed for resolution.

Resolution:

## **Election Matters**

[Motion 1]

Subject: By-election of two directors

- Description: I. The Company's corporate directors, Quintain Steel Co., Ltd. (Representative: Director, Chen, Hsieh-Jia) and Chateau International Development Co., Ltd. (Representative: Director, Hu, Bi-Shan) resigned as directors on February 15, 2024.
- II. In order to improve the corporate governance, it is to hold the by-election in the Shareholders' Meeting on May 14, 2024 for these two seats of directors in accordance with the Articles of Incorporation and relevant regulations. The new directors will take office from the date of election and the term is up to June 20, 2025.
- III. According to Article 13 of the Company's Articles of Incorporation, election of the Company's directors shall be conducted under the candidate nomination system. The list of director candidates have been reviewed and approved by the Board of Directors on April 2, 2024; please refer to Appendix VII of the Meeting Handbook.
- IV. Proposed for election.

Election result:

## **Other matters**

[Motion 1]

Subject: Proposal to Release New Directors from Non-compete Restrictions

Description: Based on Article 209 of the Company Act, where a director of the Company invests in or manages any other company whose business scope is the same as or similar to that of the Company and serves as a director or managerial officer of that other company, it is proposed to the shareholders' meeting in accordance with applicable laws that the Company's new director and their representative be exempted from non-compete restrictions, please resolve.

Resolution:

## **Extraordinary Motion**

## **Adjournment**