

Tong Ming Enterprise Co., Ltd. / Cayman

2023 Proceedings of the Annual General Meeting of Shareholders

Time: 10:00 a.m., June 07 (Tue.), 2023

Venue: No. 801, Chongde Rd., Zuoying Dist., Kaohsiung City
(Room 103, Garden Villa Hotel)

Attending Shareholders: The total number of shares issued by the company is 201,203,333 and the total number of shares with voting rights is 201,203,333. Furthermore, the total number of attended shares represented by shareholders present and the proxies was 184,121,890. Thus, the attendance rate was 91.51%.

Attending Directors: Chairperson: Tsai, Ching-Tung
Tong One Holdings Limited Representative: Tsai, Hung-Chuan
Director: Ko, Wen-Ling
independent director: Wang, Shih-Kun
independent director: Yung-Lung Chen

Chairperson: Tsai, Ching-Tung Minutes taker : Wu, Jou-Chin

Report Items

Proposal 1: Please Check the Company's Annual Business Status Report of 2022.

Note: For the 2022 Business Report, please refer to Attachment 1 in this pamphlet.

Proposal 2: Please check the Audited Financial Reports of 2022.

Note: For the Audit Committee Report, please refer to Attachment 2 in this pamphlet.

Proposal 3: Please Check the Distribution Report of Employees and Board Directors' Compensation of 2022.

Note: The Company compensates its employees and Board Directors according to the Articles of Incorporation. For the Distribution Report of Employees and Board Directors' Compensation, please refer to Attachment 3 in this pamphlet.

Proposals

Proposal 1: Please approve the Company's Annual Business Status Report and Financial Statements of 2022.

(The proposal was submitted by the board of directors.)

Note: (1) The Company's 2022 consolidated financial statements have been audited by independent auditors, Mr. Ming-Chung Hsieh and Ms. Lu I-Chen of Deloitte Taiwan, and along with the Business Report and Net Earning Distribution Report, have been audited by the Audit Committee.

(2) Regarding the Business Report, Accountant Audited Report and Consolidated Financial Statements, please refer to Appendix 1 and 4 in this pamphlet.

(3) The agenda has been proposed for acknowledgment.

Resolutions: The number of voting rights of shareholders present at the time of voting was 184,121,890. Upon voting, the number of votes in favor was 184,100,839, the number of votes against was 5,951, and the number of abstentions/non-votes was 15,100. The percentage of those in favor accounted for 99.98% of those present. The motion was passed as-is.

Proposal 2: Please approve the Net Earning Distribution Report of 2022. (The proposal was submitted by the board of directors.)

Note: (1) The net profit after tax of 2022 is NT\$ 911,222,136 After deducting 10% statutory surplus reserve of NT\$91,122,214in accordance with the Articles of Incorporation, and after adding the provisions of special surplus reserve of NT\$124,408,474,combined with the undistributed surplus of NT\$1,459,060,068 at the beginning of the period, the total distributable surplus of this year is NT\$2,402,568,464 Every share is scheduled to receive NT\$2.0of dividend, and the total amount is NT\$402,406,666 After the above distribution, the Company will have NT\$2,001,161,798of surplus. Please refer to Appendix 5 of the pamphlet.

(2) The dividend is scheduled to be distributed on July 04, 2023.

(3) Should the distribution proportion change because of the change of the

number of normal shares, the Shareholder Committee will assign the Chairman to handle all related matters.

(4) The agenda has been proposed for acknowledgment.

Resolutions: The number of voting rights of shareholders present at the time of voting was 184,121,890. Upon voting, the number of votes in favor was 184,008,839, the number of votes against was 107,951, and the number of abstentions/non-votes was 5,100. The percentage of those in favor accounted for 99.93% of those present. The motion was passed as-is.

Discussions

Proposal 1: Amendment to the "Articles of Association" (The proposal was submitted by the board of directors.)

Note: Regarding the change of the "Articles of Association", please refer to Appendix 6 in this pamphlet.

Resolutions: The number of voting rights of shareholders present at the time of voting was 184,121,890. Upon voting, the number of votes in favor was 184,109,698, the number of votes against was 7,092, and the number of abstentions/non-votes was 5,100. The percentage of those in favor accounted for 99.99% of those present. The motion was passed as-is.

Proposal 2: Amendment to the "Procedures for the Acquisition or Disposal of Assets" (The proposal was submitted by the board of directors.)

Note: Regarding the change of the "Procedures for the Acquisition or Disposal of Assets" to Appendix 7 in this pamphlet.

Resolutions: The number of voting rights of shareholders present at the time of voting was 184,121,890. Upon voting, the number of votes in favor was 184,109,698, the number of votes against was 7,092, and the number of abstentions/non-votes was 5,100. The percentage of those in favor accounted for 99.99% of those present. The motion was passed as-is.

Proposal 3: Amendment to the "Sustainable Development Best Practice Principles" (The proposal was submitted by the board of directors.)

Note: Regarding the change of the "Code of Practice for Sustainable Development" to Appendix 8 in this pamphlet.

Resolutions: The number of voting rights of shareholders present at the time of voting was 184,121,890. Upon voting, the number of votes in favor was 184,109,698, the number of votes against was 7,092, and the number of abstentions/non-votes was 5,100. The percentage of those in favor accounted for 99.99% of those present. The motion was passed as-is.

Proposal 4: Amendment to the " Rules of Procedure for Shareholder Meeting "
(The proposal was submitted by the board of directors.)

Note: Regarding the change of the " Rules of Procedure for Shareholder Meeting " to Appendix 9 in this pamphlet.

Resolutions: The number of voting rights of shareholders present at the time of voting was 184,121,890. Upon voting, the number of votes in favor was 184,109,698, the number of votes against was 7,092, and the number of abstentions/non-votes was 5,100. The percentage of those in favor accounted for 99.99% of those present. The motion was passed as-is.

Proposal 5: Amendment to the "Revision of Rules on Board Meeting"
(The proposal was submitted by the board of directors.)

Note: Regarding the change of the "Revision of Rules on Board Meeting" to Appendix 10 in this pamphlet.

Resolutions: The number of voting rights of shareholders present at the time of voting was 184,121,890. Upon voting, the number of votes in favor was 184,109,698, the number of votes against was 7,092, and the number of abstentions/non-votes was 5,100. The percentage of those in favor accounted for 99.99% of those present. The motion was passed as-is.

Elections:

Proposal 1: The by-election of independent directors of the company is hereby submitted for discussion.

(The proposal was submitted by the board of directors.)

Note: (1) Due to heavy personal duties, director Ko Wew-Ling has resigned as director of the Company on 7 June 2023.

(2) In accordance with the law and as required for its practical

operation, the Company proposes for one vacancy of independent director to be filled in this general shareholders' meeting under the candidate nomination system. Shareholders should elect such independent director from an independent director candidate list. The newly elected independent director shall serve the term from the date on which the vacancy is filled by this general shareholders' meeting until the expiry of the current term. The term is from 7 June 2023 to 13 June 2025.

(3) Candidates for the Independent Directors have been approved by the Board on March 29, 2023. The list is as below:

Item No	Job Title	List of Candidates	Education Background	Work Experience	Current Position	Shares
1	Independent Directors	Chiu, Joun-Fu	MBA, Chang Jung Christian University	Chairman of Dongguan Construction Co., Ltd President of Dongsheng Construction Co., Ltd.	Chairman of Dongguan Construction Co., Ltd	50,000

(4) Please proceed with approval.

Election results: The list of elected candidates is as follows

Job Title	Account number /ID number	Name	Elected by number of shares
Independent director	S1013XXXX	Chiu, Joun-Fu	183,983,204

Questions and Motions

Adjournment