

Stock Code:3018



LUNG MING

GREEN ENERGY TECHNOLOGY ENGINEERING CO., LTD.

Lung Ming Green Energy Technology Engineering Co., Ltd.

**(Originally named: Tung Kai Technology
Engineering Co., Ltd.)**

2023 Regular Shareholders' Meeting

Parliamentary Procedure Handbook

Convention method: physical shareholders' meeting

Convention date: 9:00 am, June 30, 2023 (Friday)

**Convention venue: 3F, No. 8, Zhifu Rd, Zhongshan District, Taipei City
(Tsui Hall, Dazhi Denwell)**

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I. Meeting Procedures

**Lung Ming Green Energy Technology Engineering Co., Ltd.
(Originally named: Tung Kai Technology Engineering Co., Ltd.)**

Meeting Procedures for 2023 Regular Shareholders' Meeting

- (I) Call Meeting to Order
- (II) Address of Chairman
- (III) Reports
- (IV) Ratifications
- (V) Discussions
- (VI) Election
- (VII) Extempore Motion
- (VIII) Adjournment

II. Shareholders' Meeting Agenda

Lung Ming Green Energy Technology Engineering Co., Ltd.
(Originally named: Tung Kai Technology Engineering Co., Ltd.)

Meeting Agenda for 2023 Regular Shareholders' Meeting

I. Convention method: physical shareholders' meeting

II. Meeting time : 9:00 am, June 30, 2023 (Friday)

III. Meeting venue: 3F, No. 8, Zhifu Rd, Zhongshan District, Taipei City (Tsui Hall, Dazhi Denwell)

IV. Shareholders' Meeting Agenda

(I) Call Meeting to Order

(II) Address of Chairman

(III) Reports

(1) 2022 business report

(2) Auditing Committee audit report on audit of 2022 accounts and book settlement

(3) Report on the external endorsement and guarantee

(4) Report on 2022 implementation of private placement for common shares

(5) Report on 2022 capital decrease to compensate deficit

(6) Report on the loss reaching one half of the paid-in capital

(IV) Ratifications

(1) 2022 business report and financial report

(2) 2022 deficit compensation proposal

(V) Discussions

(1) Shareholder account number 27408, Mr. Lin, Chan-Hai; 27409, Ms. Lin, Yu-Hua; and shareholder account number 49449, Mr. Huang, Yi-Sheng; 51042, Mr. Wu, Cheng-Hsien; 51157, Ms. Wu, Chia-Chia; 23394, Mr. Chan, Li-Cheng; 53911, Ms. Lin, Huei-Rong proposed to “dismiss Yangming Spring Investment Ltd. and its representative, Yang, Chun-Yi (or replace the representative) from the directorship.”

(2) Shareholder account number 27410 Ms. Lin, Chin-Peng; 27411, Mr. Wu, Tai-Ping; and shareholder account number 48168, Mr. Kuo, Kuan-Huei; 51355, Mr. Yang, Huei-Chin; 48760, Ms. Chang, Yue-Yun proposed to “dismiss Yangming Spring Investment Ltd. and its representative, Lin-Lai

- Mei-Chih (or replace the representative) from the directorship.”
- (3) Shareholder account number 27414, Mr. Lin, Cheng-Hsien; 27415, Ms. Chen, Mei-Lin, shareholder account number 38784, Mr. Chen, Chung-Hung; 40397, Mr. Chen, Jie; and shareholder account number 48284, Ms. Huang, Su-Rong; 49355, Ms. Wang, Jing-Ru; 48342, Ms. Tsai, Chia-Wen; 48235; Mr. Wei-Nien-Chun proposed to “dismiss Yangming Spring Investment Ltd. and its representative, Liu, Chao-Sheng (or replace the representative) from the directorship.”
- (4) Shareholder account number 27412, Ms. Lin, Ching-Nu; 27413, Mr. Chen, Tian-Huo; shareholder account number 42393, Kai-Yi Industrial Co., Ltd.; 49942, Ms. Wang, Mei-Na; shareholder account number 13072, Mr. Liang, Hsin-Sheng proposed to “dismiss Chen, Yi-Jie from the directorship.”
- (5) Shareholder account number 51444, Mr. Lin, Chung-Tsi, and shareholder account number 53005, Lin-Lai Mei-Chih proposed to “fully re-elect directors (independent directors included) pursuant to laws.”
- (6) Shareholder account number 15186, Tung-Hua Investment Co., Ltd. proposed to “dismiss Huayang Venture Capital Co., Ltd. and its representative, Hsu, Chin-Lung (or replace the representative) from the directorship.”
- (7) Proposal of 2023 capital decrease to compensate deficit.
- (8) Proposal of 2023 private placement for common shares.
- (9) Proposal to issue new restricted employee shares.
- (VI) Election: by-election of independent director.
- (VII) Extempore Motion
- (VIII) Adjournment

III. Reporting matters

Proposal 1

Cause: Please review the 2022 business report.

Description: please refer to page 21-23, attachment 1 of the agenda handbook for the business report.

Proposal 2

Cause: Please review the Audit Committee's review report on the 2022 accounts and book settlement.

Description: please refer to page 24, attachment 2 of the agenda handbook for the Audit Committee's review report

Proposal 3

Cause: Please review the external endorsement and guarantee.

Description: as of the end of 2022, the external endorsements and guarantees are:

Endorsed/guaranteed company	Endorsement/guarantee Balance amount (NT\$ thousand)	Nature of endorsement/guarantee	Remarks
Tung Kai Construction	120,000	Contract guarantee	Project guarantee
	376,190	Contract guarantee	Project guarantee
	120,728	Contract guarantee	Project guarantee
	288,000	Contract guarantee	Project guarantee
	242,150	Contract guarantee	Project guarantee
	200,000	Contract guarantee	Project guarantee
	17,000	Bank financing guarantee	Bank financing facility guarantee

	20,000	Bank financing guarantee	Bank financing facility guarantee
Tung Chuang Resource	24,077	Contract guarantee	Project guarantee
	3,000	Bank financing guarantee	Bank financing facility guarantee
Shuang Chien Optoelectronics Co., Ltd	45,000	Bank financing guarantee	Bank financing facility guarantee
Total	1,456,145		

Proposal 4

Cause: Please review 2022 implementation of private placement for common shares

Description: I. Pursuant to Paragraph 7, Article 43-6 of the Securities and Exchange Act, the private placement of securities may be conducted in tranches within one year from the date of the resolution adopted by the shareholders' meeting. On June 1, 2022, the regular shareholders' meeting resolved to authorize the board of directors to privately place common shares within 10,000,000 shares, and on July 27, 2022, the special shareholders' meeting authorize the board of directors to privately place common shares within 20,000,000 shares. The placement shall be done in two tranches within one year from the date of the resolution adopted by the shareholders' meeting.

II. As of now, the private placement has not be done yet, and there is no plan to continue the placement during the remaining period. The board of directors has resolved to discontinue the private placement of common shares approved in the 2022 regular and special shareholders' meetings, and it is reported to the 2023 regular shareholders'

meeting.

Proposal 5

Cause: Please review 2022 implementation of capital decrease to compensate deficit.

Description: On July 27, 2022, the special shareholders' meeting resolved to decrease capital to offset losses. It was planned to offset the loss by decreasing capital of NT\$468,882,790 (counted as 46,888,279 common shares). The capital decrease ratio was 60%. However, on May 27, some shareholders filed the lawsuit against the Company for the invalidation or revocation of the resolution of the shareholders' meeting and claimed that the counterparty (namely, the Company) must not conduct the first proposal of the concerned shareholders' meeting, "capital decrease to offset losses," before the lawsuit is determined, withdrawn, or settled. Because the judgment of this lawsuit has not yet been finalized, the Company has been unable to conduct the 2022 capital decrease to offset losses.

Proposal 6

Cause: Please review the report on the loss reaching one half of the paid-in capital

Description: as of December 31, 2022, the Company's accumulated loss, audited by the attesting CPAs, has reached NT\$718,565,175 and more than one half of the paid-in capital, which is NT\$781,471,320; therefore, the loss shall be reported to the soonest shareholders' meeting, pursuant to Article 211 of the Company Act, along with the business improvement plan. Please review to page 25 of the agenda handbook, Attachment 3.

IV. Recognized matters

Proposal 1 (Proposed by the board of directors)

Cause: Please ratify the 2022 business report and financial statements.

Description: I. the Company's 2022 business report and parent-only and consolidated financial statements audited by CPAs, have been approved by the board of directors, and submitted to and audited by the Audit Committee.

II. For the business report and financial statements, please refer to page 21-23 Attachment 1, and page 27-44, Attachment 4 of the agenda handbook.

III. Please ratify.

Resolution:

Proposal 2 (Proposed by the board of directors)

Cause: Please ratify the 2022 deficit compensation proposal.

Description: I. please refer to page 45, Attachment 5 of the agenda handbook for the 2022 statement of deficit compensation.

II. Please ratify.

Resolution:

V. Discussions

Proposal 1 (Proposed by shareholders)

Cause: Shareholder account number 27408, Mr. Lin, Chan-Hai; 27409, Ms. Lin, Yu-Hua; and shareholder account number 49449, Mr. Huang, Yi-Sheng; 51042, Mr. Wu, Cheng-Hsien; 51157, Ms. Wu, Chia-Chia; 23394, Mr. Chan, Li-Cheng; 53911, Ms. Lin, Huei-Rong proposed to “dismiss Yangming Spring Investment Ltd. And its representative, Yang, Chun-Yi (or replace the representative) from the directorship.” Please discuss.

Description: I. Description of the joint proposal of shareholder account number 27408, Mr. Lin, Chan-Hai and 27409, Ms. Lin, Yu-Hua: according to the ruling by the FSC, the Company failed to announce and report the financial report for the third quarter of 2022 pursuant to the Securities and Exchange Act. The representative of corporate director, Yangming Spring was a director at the time of the action, and did not attend the board meeting in person nor appoint another director to attend the board meeting. As a result, the Company failed to submit the financial report for the third quarter of 2022 to the board of directors for announcing and reporting, resulting in the suspension of stock trading and seriously damaging shareholders' rights and interests. The corporate director, Yangming Spring, replaced its representatives for several times but refused to attend the board meetings to approve the financial reports. It is obvious that the corporate director, Yangming Spring, and its representatives are not suitable for the directorship.

II. Description of the joint proposal of shareholder account number 49449, Mr. Huang, Yi-Sheng; 51042, Mr. Wu, Cheng-Hsien; 51157, Ms. Wu, Chia-Chia; 23394, Mr. Chan, Li-Cheng; 53911, Ms. Lin, Huei-Rong: according to the ruling by the FSC, the representative of corporate director, Yangming Spring, did not attend the board

meeting in person on November 14, 2022, nor appoint another director as a proxy to attend the board meeting. As a result, the Company failed to submit the financial report for the third quarter of 2022 to the board of directors for announcing and reporting, resulting in the suspension of stock trading and seriously damaging shareholders' rights and interests. The corporate director, Yangming Spring, had replaced its representatives several times, which not only affecting the stability of the board of directors, they refused to attend the board meeting to approve the financial report for three consecutive days. Obviously, the corporate director, Yangming Spring, and its representatives are not competent for the post of director.

III. Pursuant to Article 172-1 of the Company Act, the Company's 112th Annual General Meeting of Shareholders accepts shareholders who hold more than 1% of the total number of issued shares to submit proposals to the Company for the General Meeting of Shareholders. Due to the review by the Board of Directors All have complied with the relevant regulations, so it will be submitted to the shareholders meeting for resolution.

IV. Please resolve.

Resolution:

Proposal 2 (Proposed by shareholders)

Cause: Shareholder account number 27410 Ms. Lin, Chin-Peng; 27411, Mr. Wu, Tai-Ping; and shareholder account number 48168, Mr. Kuo, Kuan-Huei; 51355, Mr. Yang, Huei-Chin; 48760, Ms. Chang, Yue-Yun proposed to “dismiss Yangming Spring Investment Ltd. and its representative, Lin-Lai Mei-Chih (or replace the representative) from the directorship.” Please discuss.

Description: I. Description of the joint proposal of shareholder account number 27410 Ms. Lin, Chin-Peng; 27411, Mr. Wu, Tai-Ping: according to the ruling by the FSC, the Company

failed to announce and report the financial report for the third quarter of 2022 pursuant to the Securities and Exchange Act. The representative of corporate director, Yangming Spring was a director at the time of the action, and did not attend the board meeting in person nor appoint another director to attend the board meeting. As a result, the Company failed to submit the financial report for the third quarter of 2022 to the board of directors for announcing and reporting, resulting in the suspension of stock trading and seriously damaging shareholders' rights and interests. The corporate director, Yangming Spring, replaced its representatives for several times but refused to attend the board meetings to approve the financial reports. It is obvious that the corporate director, Yangming Spring, and its representatives are not suitable for the directorship.

II. Description of the joint proposal of shareholder account number 48168, Mr. Kuo, Kuan-Huei; 51355, Mr. Yang, Huei-Chin; 48760, Ms. Chang, Yue-Yun: the representative of the corporate director, Yangming Spring, deliberately failed to attend the board meeting, causing it was impossible to report the financial report for the third quarter of 2022, and thus resulting in stock trading suspended. It is obviously incompetent to the directorship. The by-election of independent directors stipulated by the Company Act was not approved without justifiable reasons, and it is not incompetent that the director continued to be absent from board meetings.

III. Pursuant to Article 172-1 of the Company Act, the Company's 112th Annual General Meeting of Shareholders accepts shareholders who hold more than 1% of the total number of issued shares to submit proposals to the Company for the General Meeting of Shareholders. Due to the review by the Board of Directors All have

complied with the relevant regulations, so it will be submitted to the shareholders meeting for resolution.

IV. Please resolve.

Resolution:

Proposal 3 (Proposed by shareholders)

Cause: Shareholder account number 27414, Mr. Lin, Cheng-Hsien; 27415, Ms. Chen, Mei-Lin, shareholder account number 38784, Mr. Chen, Chung-Hung; 40397, Mr. Chen, Jie; and shareholder account number 48284, Ms. Huang, Su-Rong; 49355, Ms. Wang, Jing-Ru; 48342, Ms. Tsai, Chia-Wen; 48235; Mr. Wei-Nien-Chun proposed to “dismiss Yangming Spring Investment Ltd. and its representative, Liu, Chao-Sheng (or replace the representative) from the directorship.” Please discuss.

Description: I. Description of the joint proposal of shareholder account number 27414, Mr. Lin, Cheng-Hsien; 27415, Ms. Chen, Mei-Lin: according to the ruling by the FSC, the Company failed to announce and report the financial report for the third quarter of 2022 pursuant to the Securities and Exchange Act. The representative of corporate director, Yangming Spring was a director at the time of the action, and did not attend the board meeting in person nor appoint another director to attend the board meeting. As a result, the Company failed to submit the financial report for the third quarter of 2022 to the board of directors for announcing and reporting, resulting in the suspension of stock trading and seriously damaging shareholders' rights and interests. The corporate director, Yangming Spring, replaced its representatives for several times but refused to attend the board meetings to approve the financial reports. It is obvious that the corporate director, Yangming Spring, and its representatives are not suitable for the directorship.

II. Description of the joint proposal of shareholder account number 38784, Mr. Chen, Chung-Hung; 40397, Mr. Chen,

Jie: since November 17, 2022, the Company's shares have been suspended from trading because three representatives of the corporate director, Yangming Spring Investment Co., Ltd., did not attend the board meetings. I've learnt recently that the representative of the corporate director, Yangming Spring, Liu, Chao-Sheng intervened the financial report judgement of the former accounting firm, and claimed that "no financial report if Chairman Hsu stays." The financial reports that are relevant to all shareholders' interest, are used to seek personal benefit; this fact clearly shows that the corporate director, Yangming Spring, and its representatives are not suitable for the directorship.

III. Description of the joint proposal of shareholder account number 48284, Ms. Huang, Su-Rong; 49355, Ms. Wang, Jing-Ru; 48342, Ms. Tsai, Chia-Wen; 48235; Mr. Wei-Nien-Chun: the Company failed to announce and report the financial report for the third quarter of 2022, The representative of corporate director, Yangming Spring was a director at the time of the action, and did not attend the board meeting in person nor appoint another director to attend the board meeting, resulting in the suspension of stock trading and affected shareholders' rights and interests; it is obviously incompetent to the directorship.

IV. Pursuant to Article 172-1 of the Company Act, the Company's 2023 regular shareholders' meeting accepted proposals from shareholders who hold more than 1% of the total issued shares for the regular shareholders' meeting. As these proposals have been reviewed by the board of directors as compliant with the relevant regulations, so the proposals will be submitted to the shareholders meeting for resolution.

V. Please resolve.

Resolution:

Proposal 4 (Proposed by shareholders)

Cause: Shareholder account number 27412, Ms. Lin, Ching-Nu; 27413, Mr. Chen, Tian-Huo; shareholder account number 42393, Kai-Yi Industrial Co., Ltd.; 49942, Ms. Wang, Mei-Na; shareholder account number 13072, Mr. Liang, Hsin-Sheng proposed to “dismiss Chen, Yi-Jie from the directorship.” Please discuss.

Description: I. Description of the joint proposal of shareholder account number 27412, Ms. Lin, Ching-Nu; 27413, Mr. Chen, Tian-Huo: the Company failed to submit the financial report for the third quarter of 2022 audited by the CPAs to the board of directors, nor announced and reported such pursuant to the Securities and Exchange Act. Chen, Yi-Jie was a director at the time of the action, and did not attend the board meeting in person nor appoint another director to attend the board meeting. As a result, the Company failed to submit the financial report for the third quarter of 2022 to the board of directors for announcing and reporting, resulting in the suspension of stock trading and seriously damaging shareholders' rights and interests. It can be proved by the ruling of the FSC, and she is obviously incompetent to be a director. In addition, Director, Chen, Yi-Jie was involved in the Wingo fraud case of the Company, so she is obviously incompetent as a director.

II. Description of the joint proposal of shareholder account number 42393, Kai-Yi Industrial Co., Ltd.; 49942, Ms. Wang, Mei-Na: she failed to attend the board meeting in person on November 14, 2022, nor appointed another director as a proxy to attend the board meeting. As a result, the Company failed to submit the financial report for the third quarter of 2022 to the board of directors, and unable to announce and report, which led to the suspension of stock trading and seriously damaged the rights and interests of all shareholders; she is obviously incompetent

as a director. Director Chen, Yi-Jie graduated from Department of Law, but she violated the laws when she knows the laws, and deliberately violated the director's fiduciary duty, causing damage to shareholders' rights and interests, and she is obviously incompetent as a director.

III. Description of the proposal of shareholder account number 13072, Mr. Liang, Hsin-Sheng: the Company's director, Chen, Yi-Jie failed to attend the board meeting in person on November 14, 2022, nor appointed another director as a proxy to attend the board meeting. As a result, the Company failed to submit the financial report for the third quarter of 2022 to the board of directors, and unable to announce and report, which led to the suspension of stock trading and seriously damaged the rights and interests of all shareholders; she is obviously incompetent as a director. Director Chen, Yi-Jie was an outstanding graduate from Department of Law, and worked as a lawyer in Lee and Li, Attorneys-at-Law; but she violated the laws when she knows the laws, and deliberately violated the director's fiduciary duty, causing damage to shareholders' rights and interests, and she cannot be more obviously incompetent as a director.

IV Pursuant to Article 172-1 of the Company Act, the Company's 2023 regular shareholders' meeting accepted proposals from shareholders who hold more than 1% of the total issued shares for the regular shareholders' meeting. As these proposals have been reviewed by the board of directors as compliant with the relevant regulations, so the proposals will be submitted to the shareholders meeting for resolution.

V. Please resolve.

Resolution:

Proposal 5 (Proposed by shareholders)

Cause: Shareholder account number 51444, Mr. Lin, Chung-Tsi, and

shareholder account number 53005 Lin-Lai Mei-Chih proposed to “fully re-elect directors (independent directors included) pursuant to laws.” Please discuss.

Description: I. Description of the proposal of shareholder account number 51444, Mr. Lin, Chung-Tsi: the Company has suspended trading since November 17, 2022, which has seriously damaged shareholders' rights and interests. So far, the Company has not seen the dawn of resumption of trading. Obviously, the Company's internal war continues, and the board of directors is completely disabled. If there is no full re-election, and the tolerance to the current majority of directors to control the Company continues, the shareholders can only wait for the shares to become wallpaper, so it is urgent to re-elect directors.

II. Description of the proposal of shareholder account number 53005 Lin-Lai Mei-Chih: the Company failed to announce and report the financial report for the third quarter of 2022 and the whole year of 2022 by the statutory deadline, which resulted in the suspension of stock trading by the Taiwan Stock Exchange. So far no resolution adopted by the Company's Audit Committee and board of directors to approve the financial report audited or reviewed by the CPAs and with unqualified opinions, and the Company is facing a material risk of delisting. It is obvious that the operation of the Company's board of directors has been completely disabled and unable to maintain the normal operation of the Company. It is obviously necessary to re-elect directors (including independent directors) in advance.

III. Pursuant to Article 172-1 of the Company Act, the Company's 112th Annual General Meeting of Shareholders accepts shareholders who hold more than 1% of the total number of issued shares to submit proposals to the Company for the General Meeting of Shareholders. Due to the review by the Board of Directors All have complied with

the relevant regulations, so it will be submitted to the shareholders meeting for resolution.

IV. Please resolve.

Resolution:

Proposal 6 (Proposed by shareholders)

Cause: Shareholder account number 15186, Tung-Hua Investment Co., Ltd. proposed to “dismiss Huayang Venture Capital Co., Ltd. and its representative, Hsu, Chin-Lung (or replace the representative) from the directorship.” Please discuss.

Description: I. Description of the proposal of shareholder account number 15186, Tung-Hua Investment Co., Ltd.: since Director Hsu, Chin-Lung became the chairman and CEO in April 2022, his various serious breaches of duty has resulted in the Company's stocks suspended from trading since November 17, 2022; meanwhile, the financial report was not submitted to the board meeting on March 31, 2023, resulting in the Company's failure to announce and report the financial report for third quarter of 2022 and the financial report for the whole year of 2022 as scheduled. Therefore, the Company's stocks were unable to resume trading for a long time, and the Company has faced a material risk of being terminated from listing by the Taiwan Stock Exchange. Such breach of duty and disability have seriously damaged the interests of the Company's shareholders, and he is obviously incompetent for the position of director.

II. Pursuant to Article 172-1 of the Company Act, the Company's 2023 regular shareholders' meeting accepted proposals from shareholders who hold more than 1% of the total issued shares for the regular shareholders' meeting. As these proposals have been reviewed by the board of directors as compliant with the relevant regulations, so the proposals will be submitted to the shareholders meeting for resolution.

III. Please resolve.

Resolution:

Proposal 7 (Proposed by the board of directors)

Cause: The proposal of 2023 capital decrease to compensate deficit, please discuss.

Discussion: I. To improve the financial structure, strengthen the operating system, and improve the future development, since the consolidated financial statement on December 31, 2022 audited by the CPAs shows the accumulated loss to be offset is NT\$718,565,175, it is proposed to decrease the capital by NT\$390,735,660 (counted as 39,073,566 common shares) to offset the loss, with the capital decrease ratio of 50%. The shares are to be cancelled according to the shareholder's shareholding ratio recorded in the shareholder roster on the base date of capital decrease and exchange. After the capital decrease, the fractional shares less than one share combined by shareholders to be integer number of shares, and register these combined shares within five days before the book-closure date to one day before the transfer with the Company's shareholder service agency. If a shareholder fails to complete the registration within the time limit or if there are fractional shares less than one share after the combination, these shares will be translated to the cash at the par value (to offset the transfer fee of the centralized custody or non-physical registration fee), calculated up to one NTD (round down below one NTD) to pay to the shareholder. The chairman is authorized to contact specific persons to buy the fractional shares less than one share at the par value. This capital decrease to offset losses will issue new shares non-physically, and with the same rights and obligations as those of the former shares.

II. After the capital decrease, the paid-in capital is

NT\$390,735,660, which is counted as 39,073,566 common

shares. Based on the consolidated financial statements on December 31, 2022, the net worth per share is NT\$3.37.

III. This capital decrease to offset losses will be submitted for the resolution of the 2023 regular shareholders' meeting for implementation. Regarding the base date of capital decrease, the base date of capital decrease and share exchange, the operation plan for capital decrease and share exchange, or the adjustment to the proportion of capital decrease due to subsequent changes in share capital and other related matters, if it is required by the facts or revised by the competent authority, it is proposed to request the shareholders' meeting to authorize the chairman to handle the such matters in accordance with the Company Act or relevant laws and regulations.

IV. Please resolve.

Resolution:

Proposal 8 (Proposed by the board of directors)

Cause: The proposal of 2023 private placement for common shares, please discuss.

Description: I. Purpose and limit of fundraising: to introduce counterparties that can directly or indirectly benefit the Company's future operations, and then help the Company to conduct vertical or horizontal industrial integration, or diversify operations, to cope with the Company's long-term development, replenish working capital, and improve the financial structure and capital, as well as the Company intends to decrease the capital, it requests the shareholders' meeting to authorize the board of directors to conduct a private placement of common shares within the limit of 24,000,000 common shares, in two tranches within a year from the resolution date of the shareholders' meeting.

II. Pursuant to Paragraph 6, Article 43-6 of the Securities and

Exchange Act, and Directions for Public Companies Conducting Private Placements of Securities, the matters related to the private placement are described as below:

(1) The criteria for determination of the private placement price, and the reasonableness of the price

The issue price is no lower than 80% of the higher of the prices calculated at the following two criteria

1. The simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection with capital reduction.
2. The simple arithmetical average closing price of the ordinary shares of the Company for thirty trading days prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of shares cancelled in connection with capital reduction.
3. For the actual pricing date and the actual private placement price, within the extent not lower than the percentage resolved by shareholders' meeting, the board of directors is authorized to decide on the situation of specific persons in the future. For the determination of the aforesaid issue price, in addition to considering the three-year transfer restriction on privately placed securities under the Securities Exchange Act, it is based on relevant laws and regulations and the closing price of common shares, which shall be reasonable.
4. The issue price of this private placement of common shares may be lower than the par value of the share.

If it is lower than the par value of the share, the expected impact on shareholders' equity is the loss arising from the difference between the actual issue price and the par value, which will be gradually eliminated depending on the Company's operating conditions. In addition, after the expected benefits of the Company's capital increase appear, the financial structure will be improved, which will benefit the Company's stable and long-term development, with positive benefits for shareholders' equity.

(2) The method for selecting the specific persons

1. The common shares are only privately placed to the specific persons meeting the requirements specified in Article 43-6 of the Securities and Exchange Act, and (91) Tai-Cai-Yi-Zhi No. 0910003455 by the Financial Supervisory Commission on June 13, 2002. Currently no placee has been determined.

2. When the placee is an internal person or related person of the Company:

The possible internal person or related person to participate the private placement are listed as below; provided the list is only the potential placee:

Serial number	Name	Relationship with the Company	Selection method and purpose
1	Hsu, Chin-Lung	The Company's chairman	It is considered that he has a good understanding of the Company and can provide all kinds of support needed for the Company's operation or development.
2	Huayang Venture Capital Co., Ltd.	Institutional directors	

3	Chen, Rui-Fei	The Company's director	
4	Pan, Chi-Hsiu	The Company's director	

When the placee is an legal entity, the matters to be disclosed:

Legal entity placee	Names of the top ten shareholders and their shareholdings	Relationship with the Company
Huayang Venture Capital Co., Ltd.	Hsu, Chin-Lung 91.84%	The Company's chairman
	Hsu, Bao-Chen 7.28%	None
	TAIWAN RONG BAO ZHAI ART INC. 0.29%	None
	Chen, Rui-Fei 0.29%	Director of the Company
	Chen, Wei-Ling 0.29%	The Company's employee

3. When the placees are the strategic investors:

- (1) Selection method and purpose of the placees: The placee may be an individual or juristic person who can improve the Company's profits, or improve the Company's financial structure and provide business advantages by virtue of his/her/its own experience, technology, knowledge, among other things.
- (2)Necessity: the placement can enhance the Company's competitive advantage, improve the Company's financial health, and is obviously helpful and necessary for the Company's long-term business development.
- (3)Estimated benefits: it will help the Company's

business expansion, improve the Company's financial structure, and achieve the benefits of improving the Company's future operating performance.

(4) There has been no strategic investor determined:

(3) Reasons for the necessity of conducting the private placement:

1. Reasons for not adopting public offering:

considering factors such as capital market conditions, issuance costs, and the relative timeliness and convenience of private placement, to facilitate the introduction of strategic investors and internal persons, with the restrictions on the transfer of privately placed shares, it is more likely to ensure a long-term cooperative relationship with strategic investors; therefore, the Company adopts private placement to handle cash capital increase and issue new shares rather than public offering.

2. Purpose of funds from private placement and expected benefits:

Depending on the conditions of the market and the places, the Company will authorize the board of directors to place the shares in two tranches within one year from the resolution of the shareholders' meeting. The purpose of funds for each tranche and the estimated benefits are as follows:

(1) The number of shares for each tranche of private placement: 24,000,000 shares is the upper limit for the first time, and the upper limit is within the

remaining quota of 24,000,000 shares for the second time.

(2) The purpose of funds in each tranche:

both tranches are to replenish the working capital, strengthen financial structure, and capital needs for business expansion.

Estimated benefits for each tranche: the estimated benefits of both tranches are to replenish working capital, for strengthening the financial structure and meeting capital needs for future operational development, strengthening the Company's operating health and competitiveness, and enhancing the overall shareholder's equity.

(4) Whether independent directors have objections or qualified opinion: no.

III. Pursuant to the “Directions for Public Companies

Conducting Private Placements of Securities,” if there has been any 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, the Company shall engage a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement. In addition, the Company's shareholders will propose a full re-election of directors, and the seats of directors may change up to one-third. After this private placement, the Company has no possibility of changing the seats of directors or managerial control due to operational adjustments, but the Company still has

engaged a professional securities underwriter to issue an evaluation opinion on the necessity and reasonableness of this private placement of common shares. (Please refer to page 46-55, Attachment 6 of the agenda handbook)

IV In principle, the rights and obligations of the common shares in this private placement are the same as those of the common shares issued by the Company. However, pursuant to the Securities and Exchange Act, the common shares of this private placement cannot be freely transferred in principle within three years after the issuance. Upon the lapse of the three full years, the Company intends to apply for the public offering and listing of common shares under this private placement pursuant to the Securities and Exchange Act to the competent authorities.

V. For matters not mentioned in this private placement of common shares, it is proposed to request the shareholders' meeting to authorize the board of directors to adjust, formulate, and handle the matters depending on the industry situation. In the future, if any change is required due to the revision instructed by the competent authority, or based on operational evaluation, or due to changes in the objective environment, the board of directors also has the full authority to handle. For the matters not mentioned above, unless otherwise stipulated by laws and regulations, the chairman is authorized to handle them with full authority pursuant to laws.

VI. Please resolve.

Resolution:

Proposal 9 (Proposed by the board of directors)

Cause: The proposal to issue new restricted employee shares, please discuss

Description: I. Pursuant to the Company Act and the "Regulations Governing

the Offering and Issuance of Securities by Securities Issuers” (the “Regulations”), the new restricted employee shares are to be issued.

II Please refer to the attachment for the details of the regulations governing issuance and subscription , and the relevant contents are explained as follows:

(I) Issuance Price: The issuance price shall not exceed TWD \$10 per share and may also be issued free of charge. The actual issuance price will be determined by the resolution of the Board of Directors.

(II) The total issuance amount is TWD \$25,000,000 with a par value of TWD \$10 per share and a total of 2,500,000 shares.

(III) Issue conditions:

1. Vesting conditions: After being granted restricted employee stock, employees must still be employed by the Company on the completion date of the following vesting periods, have not violated any labor contracts, work rules, or company regulations, and have achieved the performance goals set by the Company for the year prior to the completion as approved by the Chairman.

The proportion of vested shares is as follows:

- (1) Upon completion of one year: 30% vested
- (2) Upon completion of two years: 30% vested
- (3) Upon completion of three years: 40% vested

2. Handling of the not vested shares: the Company may retrieve the issued new restricted employee shares and cancel them (see the Company's regulations governing the issuance and subscription for details).

(IV) Qualifications of the employees:

- 1. Limited to the permanent employees of the Company who have been employed as of the grant date of the restricted employee stock.
- 2. The employees and the actual number of shares allocated to them through the restricted employee stock

will be determined by seniority, job level, work performance, overall contribution, special achievements, or other management-related criteria.

The allocations shall be reviewed by the Chairman and submitted to the Board of Directors for approval.

3. The number of shares allocated to a single employee shall be handled in accordance with the Regulations.

(V) Reasons of necessity for the new restricted employee shares: to attract and retain the professional talents needed by the Company, to motivate employees, and to enhance the loyalty of employees, to jointly create higher interests of the Company and shareholders.

(VI) Amount possibly accounted as expense: if all the new restricted employee shares expected to be issued this time meet the vesting conditions, based on the 2,500,000 shares and the issue price at NT\$10 per share, the estimated total amount of expenses is calculated as NT\$0, because the closing price on the last trading day before suspension, November 16, 2022, was NT\$7.38 per share, which was lower than the par value of NT\$10 specified in the Article 4 of the Regulations Governing the Issuance of New Restricted Employee Shares, so it is first calculated at NT\$10, and then there is no expense generated.

(VII) The dilution of the Company's earnings per share and other matters affecting shareholders' equity:

If the estimation is calculated based on the planned issuance of 2,500,000 common shares and the issue price at NT\$10 per share, it will not affect the Company's earnings per share.

(VIII) Restrictions prior to meeting vesting conditions:

1. May not sell, pledge, transfer, gift, establish, or otherwise dispose of their restricted employee stock before meeting the vesting conditions.
2. Eligible in share distribution, dividend distribution and cash capital increase subscription.

3. Not required to deposit rights offerings and dividend received during the vesting period into trust custody.
- (IX) Other important agreement (share trust for custody included)
1. The issuance of restricted employee stock shall be handled through a stock trust custody arrangement. Employees may not request the return of restricted employee stock from the trustee for any reason or by any means before meeting the vesting criteria.
 2. The Company shall have full authority to represent the employees in dealing with the stock trust institution (including but not limited to) for negotiation, signing, amendment, extension, termination, and matters related to the trust property delivery, utilization, and disposal instructions during the period of trust custody for the restricted employee stock.
 3. Employees shall entrust the trust custody institution to exercise the attendance, proposals, speeches, voting rights, and other shareholders' rights at the general shareholders' meetings before meeting the vesting criteria.
- (X) Other matters to be specified:
1. The issuance may be carried out at once or in multiple batches depending on actual needs within one year from the receipt date of the effective notification from the regulatory authority. The actual issuance date shall be determined by the Chairman of the Board authorized by the Board of Directors.
 2. If any subsequent amendments are necessary due to changes in laws and regulations, supervisory requests from regulatory authorities, or changes in objective circumstances after the plan has been approved by the Board of Directors, the Chairman is authorized to amend the plan and later submitted to the Board of Directors for subsequent ratification before issuance, except for cases where approval is required from the general shareholders' meeting in accordance with laws and regulations.

3. Any matters not covered in this plan shall follow relevant laws and regulations.

III. Please resolve.

Resolution:

VI.Election matters

Proposal 1 Proposed by the Board

Cause: Proposal to by-elect independent directors.

Description: I. The former independent director, Wu, Hsu-Hui resigned on September 1, 2022, and it is intended to by-elect one seat of independent director in the 2023 regular shareholders' meeting.

II. The new independent director takes the office on the date of election, and the term of the office is from June 30, 2023 to May 31, 2025.

III. During the nomination period, the Company received the nomination of candidates for independent directors from shareholder account number 47226 Hsu, Chin-Lung, and shareholder account number 15186, Tung-Hua Investment Co., Ltd.. The approved list upon the resolution of the board meeting on May 29, 2023 is as below:

Name of Candidate	Education	Experience	Current positions	Shareholding (unit: shares)
Li, Meng-Chieh	1. PhD, Institute of Architecture, NTUST 2. Doctorate program, Institute of Architecture, Technical University of Munich	1. Chairman, The Association of DAAD-Friends, Taiwan, ROC 2. Chair, Taiwan Alumni, Scholarship Winner of DAAD 3. Chairman, Taiwan Chapter of ASHRAE 4. Secretary-General and Deputy Secretary-General, Chartered Association of Interior Designers, Taiwan	1. Professor, Department of Interior Design, National Taichung University of Science and Technology, and CTO of NUTC Higher Education Sprout Project 2. Consulting expert, Big Data Center, National Chung Hsing University 3. Prime Investigator, Lab of Smart	0

			Green Environment and Technology, Department of Interior Design, National Taichung University of Science and Technology	
Yang, He-Jin	1. Master of Law, National Chengchi University 2. PhD of Political Science, Chinese Culture University	1. Director and Division Chief, Ministry of Justice 2. Scholar Expert, Public Construction Commission, Executive Yuan	Assistant Professor, Chinese Culture University	0

IV. Please elect.

Election results:

Seven. Extempore Motion

Eight. Adjournment

Attachment 1.

Lung Ming Green Energy Technology Engineering Co., Ltd.

Business Report

In retrospect, in 2022, COVID-19 continued to ravage globally, with countries imposing stringent restrictive measures such as locking down cities, closing borders, and restricting the movement of individuals to prevent the spread of the disease, resulting in the global demand to come close to a pause. It was only until this year that restrictions and lockdowns were loosened gradually under the concept of coexisting with the virus that the economy began to recover. However, the economy is estimated to recover slowly in the first half of the year because of the Russian invasion of Ukraine, which caused international crude oil and raw materials prices to surge and inflicts inflation risks, as well as increasing interest rates. Even though Taiwan had proper prevention measures against the epidemic, Lung Ming Green Energy Group's mechatronics and construction projects, which continued from the previous period and included large-scale wind power development, mechatronics integration of smart prisons, etc., entered the final phases of construction, resulting in a lower revenue compared to the previous year. In addition, with surging prices and sluggish economic recovery, the Company had a conservative operations plan last year in response to the needy capital structure.

The main businesses of the Lung Ming Green Energy Group include three major categories, mechatronics engineering, construction projects, and others. Mechatronics engineering and construction projects are the main sources of income, taking up more than 99% of the total revenue. Other than the incomplete projects that are working in progress, which include plant constructions for cooking oil and grain manufacturing industries and offshore wind farm-related works that are close to completion, as well as the mechatronics construction project for the Bade Minimum-Security

Prison of Agency of Corrections, Ministry of Justice that will be completed by Q3 this year, we also continue to develop major projects such as clean room design and expansion project for US-based tech firms and public construction projects; as of December 31, 2022, the Group had a consolidated revenue of \$1,283,006 thousand, a negative gross profit of \$114,043 thousand, a net loss after tax of \$213,585 thousand, and an EPS of \$ -2.73, the overall financial performance remained tighter than last year. This is mainly due to the large-scale public works in 2022 that influenced current assets and the adoption of the percentage of completion method, resulting in peaking revenue recognition, increased construction cost recognition, and reduced overheads.

Looking ahead to 2023, Lung Ming Green Energy's management team will start out from the business direction of "reinforce the core and expand businesses" to seize the business opportunities in the green energy and environmental protection technology market and proactively transition towards the ESG market. Regarding the business strategy to "reinforce the core," in the past 27 years of construction and mechatronics engineering businesses, we have spanned across different industries and types of works, winning orders from many customers in the high-tech industry, public works, wind power industry, etc. For the mechatronics business, we have already adopted the strategy to optimize the project structure of incoming mechatronics engineering projects. Besides the existing construction projects that are adequate and maintain a steady work in progress, we also target tender public works with over one hundred million in tender amount for assessment and subsequent bidding. At the same time, we will improve the overall management processes, introduce the trending "modular framework systems" of green buildings, raise the added value to constructions, and increase the profitability and achievements of the Group. Also, on the basis of existing businesses, we will adopt the "expand businesses" strategy to extend the scope of applications of environmental protection technologies, with a plan to tackle in two ways, "solid recovered fuel (SRF)" and "food waste-to-electricity," to

create a circular economy and the new growth momentum for Lung Ming Green Energy through turning waste to fuel and food wastes and food loss to biomass energy.

Lung Ming Green Energy Group, while continuing to undertake mechatronics and construction projects and complete the works on schedule to generate income, will not only maintain its focus on the core businesses to expand the revenue base but also aim to identify business-related industries for a diversification strategy and cultivate high value-added markets. Looking into the future, as high-tech companies continue to expand their plants and the government proactively drives urban renewal and public construction projects, there are opportunities to gain market share in different areas, which is expected to drive the Group' s overall revenue performance and continuous optimization to gross margin, progressively enhancing the Company' s profitability. Moreover, the fund acquired from the private placement of common stock will help Lung Ming Green Energy to enhance the Company' s financial performance and improve the capital structure.

We hereby reports our business operations in 2022 as follows:

I. 2022 Standalone Financial Statements

(1) Business results:

Unit: NTD

thousand

Item	2022	2021	Variation
Operating revenue	985,170	1,016,187	-3.05%
Operating gross profit	(6,113)	31,994	-119.11%
Net operating profit (loss)	(101,003)	(80,126)	26.06%
Non-operating income and expenses	(133,544)	(144,727)	-7.73%
Net income (loss) after tax	(213,585)	(305,978)	-30.20%

(II) Profitability Analysis:

Analysis		2022	2021
Profitability	Return on assets	-20.22%	-24.32%
	Return on shareholders' equity	-106.22%	-76.12%
	Operating Income to Paid-in capital ratio	-12.92%	-10.95%
	EBT to Paid-in capital ratio	-30.01%	-30.74%
	Net profit margin	-21.68%	-30.11%
	Earnings per share (dollars)	(2.73)	(4.18)

II. 2022 Consolidated Financial Statements

(1) Business results:

Unit: NTD

thousand

Item	2022	2021	Variation
Operating revenue	1,283,006	1,618,649	-20.74%
Operating gross profit	(114,043)	54,406	-309.61%
Net operating profit (loss)	(232,375)	(111,429)	108.54%
Non-operating income and expenses	(30,112)	(102,290)	-70.56%
Net income (loss) after tax	(213,585)	(305,978)	-30.20%

(II) Profitability Analysis:

Analysis		2022	2021
Profitability	Return on assets	-15.96%	-18.28%
	Return on shareholders' equity	-106.22%	-77.62%
	Operating Income to Paid-in capital ratio	-29.74%	-15.23%
	EBT to Paid-in capital ratio	-33.59%	-29.22%
	Net profit margin	-16.65%	-18.90%
	Earnings per share (dollars)	(2.73)	(4.18)

Chairman: CHIEN-LUNG HSU

Manager: CHIEN-LUNG HSU

Chief Accountant: CHI-TING CHANG

Attachment 2.

Audit Committee' s Review Report

The 2022 business report, financial report (including the consolidated and parent-only financial statements), and deficit compensation proposal have been prepared and submitted by the board of directors; the financial report has been audited by Crown & Co., CPAs with the independent auditor' s report presented.

The aforesaid business report, financial report, and deficit compensation proposal have been reviewed by the Audit Committee without inconsistency found. It is hereby presented the report pursuant to Article 14 of the Securities and Exchange Act and Article 219 of the Company Act. Please review

For

the 2023 Regular Shareholders' Meeting

Lung Ming Green Energy Technology Engineering Co.,
Ltd.

Convener of the Audit Committee: Cheng, Yun-Da

May 29, 2023

Attachment 3.

Lung Ming Green Energy Technology Engineering Co., Ltd.

Business Improvement Plan

- I. It is hereby stated first, that as of December 31, 2022, the Company's accumulated loss, audited by the attesting CPAs, has reached NT\$718,565,175 and more than one half of the paid-in capital, which is NT\$781,471,320; therefore, the loss shall be reported to the 2023 Regular Shareholders' Meeting pursuant to Article 211 of the Company Act.
- II. The Company's loss has reached one half of the paid-in capital, mainly because some projects' costs increased as the clients changed the drawings or working methods, and the overall profitability of these projects is eroded. Meanwhile, the Company has attempted to diversify clients, and undertaken some public construction projects, such as the turnkey project of new building construction in Bade Open Prison, to which the client either added, reduced, or modified design, but the Company is inexperienced in cost estimation, as well as the increased prices of labor and materials due to COVID-19 pandemic, resulting in the benefit of such project under the expectation. In addition, the Company's reinvested subsidiaries are under the economic scale, with insufficient operation to support the fixed expenditure and personnel expenses. These are the reasons causing the accumulated loss.
- III. Countermeasures:
 - (I) Operating strategies and management aspect:
 1. Retaining the current customers: the high-tech plants have been the Company's profitable area, and the current international customers have long-term partnerships with the Company, with trust in the Company's professionalism and working quality. Therefore, the Company is still their first choice in case of the subsequent expansion, maintenance, and equipment replacement, which contributes to the Company's profit stably.
 2. Cultivating the records of public construction projects: based on the experience in undertaking the project of Bade Open Prison, the Company will gradually increased the records of public construction projects in the future, to improve the Company's operating scales, while stably infusing the Company's profit.
 3. Optimizing the cost evaluation model for the current construction projects: in the past, the losses were generated from drawing moderation, working methods, and being inexperienced in estimation. The Company has

Lung Ming Green Energy Technology Engineering Co., Ltd.

learnt the lessons, and will add more staff to participate the evaluation procedures. In addition to the design department, the personnel with related records in construction, and personnel from the Finance and Account Departments will form the evaluation committee to call the project meetings, to reduce the financial risks resulted from imprecise estimation.

4. Adjusting the current operation of current subsidiaries and integrating operating entities to generate synergies: some of current subsidiaries have made losses for years without substantial profit-seeking activities.

Therefore, it is considered to streamline the Group's entities based on the development needs of the Group, and assess the possible options, such as merger, dissolution, or disposal, to lower the compliance costs of retaining entities.

5. Integrating the resources in the Group, improving the operating efficiency, and lowering the operating costs: in the future, the backend administration staff of two major engineering businesses in the Group, namely the mechanical and electrical engineering and construction, as well as the current information system of the Company will be integrated, while reducing the manual operating procedures and manpower required by the improvement of process, to lower the chance of errors due to manual operation, release manpower to be input in projects, and achieve the goal of operating cost reduction.

(II) Financial aspect:

1. Improving the financial structure via the capital decrease plan, and replenish working capital by private placement of common shares: the Company will assess the scale of capital decrease depending on the future profitability and expected amount of private placement, and execute the capital decrease to compensate the deficit. Subsequently, the working capital will be replenished with privately placed common shares, seeking to recover to the credit trading standard, i.e. the net worth per share as the par value of the share.

2. It is planned to pay the short-term demands with short-term capital, and long-term demands with long-term capital (long-term borrowings, among other things).

IV. Furthermore, the Company expects to resolve in the board meeting on May 25,

Lung Ming Green Energy Technology Engineering Co., Ltd.

2023, to approve the cash capital increase with the private placement of common shares, and the capital decrease to compensate the deficit. The estimates based on the ending equity of 2022 after the audit are as below. These are to be discussed and resolved in the board meeting on the same day:

Scale of capital decrease				
Outstanding shares				
Ending equity				
Net worth per share				

- V. The contents above will be reported to the board meeting for approval, and the countermeasures will be reported in the soonest regular shareholders' meeting.

Independent Auditor's Audit Report

To: Lung Ming Green Energy Technology Engineering Co., LTD. (originally Tung Kai Technology Engineering Co., LTD.)

Audit opinion

Lung Ming Green Energy Technology Engineering Co., LTD. (originally Tung Kai Technology Engineering Co., LTD., "the Company") presents the parent-company only balance sheet as of December 31, 2022, and the parent-company only statements of comprehensive income, changes in equity, and cash flows from January 1 to December 31, 2022, along with the notes to the parent-company only financial statements (including a summary of significant accounting policies). These statements have been audited and reviewed by our CPAs.

In our opinion, all material disclosures of the parent-company only financial statements mentioned above were prepared in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers, and presented a fair view of the consolidated financial position of the Company as at December 31, 2022, and parent-company only business performance and cash flow for the periods January 1 to December 31, 2022.

Basis for the audit opinion

We have conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards. Our responsibility to the standards will be explained in the paragraph of auditor's responsibilities when auditing the parent company only financial reports. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe we have obtained sufficient appropriate audit evidence to serve as the basis for the audit opinion.

Material uncertainty of the going concern

As described in Note 12 (2) to the parent-company only financial report, the net loss of the Company during January 1, to December 31, 2022 is NT\$213,585 thousand, and the the accumulated loss as of December 31, 2022 is NT\$718,565 thousand, reaching one-half of the paid-in capital. In this circumstance, a material uncertainty of the Company's ability to continue as a going concern is demonstrated. We have not revised the audit opinion due to this factor.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters are described as below:

- － 、 Assessment to the loss allowance of receivables

Matter description

Please refer to item 5 of Note 4 of the parent-company only financial statements for accounting policies regarding the impairment assessment of the receivables; please refer to Note 5 for details on significant accounting estimates and assumptions; please refer to item 3 of Note 6 of the parent-company only financial statements for descriptions of the accounts receivable.

The assessment to the loss allowance of receivables is the best estimate made by the management for the possible default of the receivables that existed on the balance sheet date. The estimate involves of multiple assessments and forecasts of the management such as the past events, current circumstance, and future macroeconomic situations, and the measurement results will directly affect the recognition of relevant amounts. Therefore, we consider the estimate of the Company's loss allowance for receivables is the most important matter in the audit.

Corresponding audit process

The audit procedures implemented by us to the aforesaid key audit matter included (but not limited to):

1. Understood and assessed the provision policy of the Company for loss allowance of receivables (including the relevance of the macroeconomic indicators of forward-looking information), and assessed the reasonableness of the policy.
2. Assessed the receivables by referring to the probability of overdue credit losses in the past years, and set aside the loss allowance in accordance with the Company's policies. We understood and assessed the ratio of losses to overdue receivables in the past years and forward-looking information, to test and assess the appropriateness of the classification of receivable groups.
3. Sampled to inspect the adequacy of the supporting documents and the amount provided in cases at the management level.
4. Computed whether the loss allowance is provided based on the Company's policy.

二、Recognition of construction revenue - Assessment of the percentage of completion

Matter description

Please refer to item 13 of Note 4 of the parent-company only financial statements for accounting policies regarding construction contracts; please refer to Note 5 of the parent-company only financial statements for important judgments, accounting estimates, and assumptions with uncertainties related to the adoption of construction contract accounting policies; please refer to item 17 of Note 6 of the parent-company only financial statements for details on engineering contract revenue and related contract assets and liabilities.

The construction revenue and costs of the Company are primarily generated from contracted projects. When the outcome of a construction contract can be reasonably estimated, revenue is recognized based on the percentage-of-completion method and calculated based on the degree of completion during the contract period. The degree of completion is determined by the costs incurred for each contract up to the end of the financial reporting period as a percentage of the estimated total costs of that contract. The estimate of the aforementioned total costs, including subcontracting, material, labor, and other project expenses, is based on management's assessments of the varying nature of each project and fluctuations in market conditions.

As the estimated total cost affects the degree of completion and the recognition of revenue from projects, and the overall project cost items are complex, often involving subjective judgments, resulting in high uncertainty, so our assessment regarded the degree of completion used in the recognition of revenue from project as one of the key matter for the audit.

Corresponding audit process

The audit procedures implemented by us to the aforesaid key audit matter included (but not

limited to):

1. Based on the understanding of its operations and the nature of the industry, we assessed the reasonableness of its internal operating procedures for estimating the total cost of the project, including the basis for estimating the total cost of project contracts with the same nature.
2. Assessed and tested the management's internal control procedures for recognizing revenue from project based on the degree of completion, including checking supporting documents for works added or reduced and major projects priced in the current period.
3. Sampled and inspected the contracts that have already been awarded, and assessed the basis and reasonableness of the estimated costs for the parts that have not yet been awarded.
4. Conducted relevant verification procedures for the income statement of the project at the end of the period, including sampling the incurred costs of the current period to appropriate certificates, and recalculating the revenue from project recognized based on the degree of completion, and it has been properly recorded.

III. The environmental business involving pending litigious cases

Matter description

Please refer to item 12 of Note 4 of the parent-company only financial statements for accounting policies for provisions for liabilities; please refer to Note 9 of the parent-company only financial statements for details on pending litigation.

Due to violations of the Waste Disposal Act, the Company has made a provision for liabilities in the amount of TWD \$26,832 thousand as of December 31, 2022. Due to the contingent litigation, the estimate of liabilities involves management's judgment regarding the outcome of the final court decision. Therefore, our CPAs have identified the evaluation of provisions for liabilities related to litigations as one of the most significant matters in the audit.

Corresponding audit process

The audit procedures implemented by us to the aforesaid key audit matter included (but not limited to):

1. Understood the progress of relevant litigation.
2. Assessed the reasonableness of the management's provision for liabilities and judgments on related litigation.
3. Sent letters to external lawyers to obtain the latest progress of relevant litigation and judgments on relevant cases.

Other matters

The parent-company only financial statements of the Company for 2021 were audited by other CPAs, who issued the audit report on March 31, 2022 with unqualified opinion in addition to significant uncertainties related to the going concern, as well as paragraphs highlighting specific matters and other items.

The investments under the equity method listed in aforesaid parent-company only financial statements, the 2022 financial report of the associate, Shuang Chien Optoelectronics Co., Ltd. was audited by other CPAs. Thus, our opinion on the recognition of the share of profit or loss from the investment under the equity method of that company in the aforesaid parent-company only financial

statements is based on the audit reports issued by other CPAs. On December 31, 2022, the investment in the aforesaid investee company under the equity method was NT\$15,140 thousand, accounting for 1.68% of the total assets of the parent company. From January 1 to December 31, 2022, the share of profit recognized under the equity method is NT\$262 thousand, accounting for 0.11% of the parent company's net loss before tax.

The responsibility of the management and the governing body for the parent company only financial statements

The management is responsible for preparing the appropriate parent company only financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers. Additionally, it is responsible for maintaining the internal control mechanism that is related to and necessary for the preparation of the parent company only financial statements. As a result, it can ensure material misstatement due to fraud or error is not pertained in the parent company only financial statements.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Our responsibility for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards will always detect a material misstatement when it exists. Misstatement might result from fraud or error. are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also perform the following work:

1. We identify the material misstatement resulting from fraud or error in the parent company only financial statement and assess its risk. We design and implement appropriate corresponding measures for the assessed risk. We acquire sufficient and appropriate audit evidence to serve as the basis for the audit opinion. Due to the fact that fraud might include collusion, forgery, intended omission, misstatement and violation of internal control, the risk of the misstatement resulting from fraud is higher than that resulting from error.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence acquired as of the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence for the financial information of entities composing the Company, to express opinions regarding the parent-company only financial statements. We are responsible to guide, supervise and implement the audit for the parent company. In addition, we are responsible for the formulation of opinions for parent-company only financial statements.

We communicate with the governing body on the scope and time of the audit as well as the significant findings (including significant deficiencies of the internal control mechanism identified during the audit process).

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022, and are therefore the key audit matters. We clearly state all above matters in the audit report, unless the law prohibits us to publicly disclose certain matters, or under rare circumstances we decide not to include certain matters in the audit report since we can reasonably expect the resulting negative impact is greater than the public interest they bring.

Crown & Co., CPAs

CPA: 張進德

CPA: 黃致富

No. of Approval Document by the Competent
Authority

Letter (79)Tai-Cai-Zheng-(I) No.00351

Jin-Guan-Huei-Zheng-Zhi No.5793

May 29, 2023

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., Ltd.)
Individual Balance Sheet
December 31 of 2021 and 2022

Assets		December 31, 2022		December 31, 2021		Liabilities and equity		Unit: NTD thousand			
		Amount	%	Amount	%			December 31, 2022		December 31, 2021	
								Amount	%	Amount	%
Current assets						Current liabilities					
1100	Cash and cash equivalent (Note 4 and 6)	\$ 31,967	4	\$ 108,519	10	2100	Short-term loans (Note 4, 6, and 8)	\$ 28,000	3	\$ 30,000	3
1110	Financial assets measured at fair values through profit or loss - Current (Note 4 and 6)	1,364	-	2,115	-	2130	Contract liabilities - Current (Note 6)	79,572	9	83,154	7
1136	Financial assets measured at amortized cost - Current (Note 6 and 8)	27,106	3	46,700	4	2150	Notes payable	17,863	2	50,100	4
1140	Contract assets - Current (Note 4 and 6)	89,756	10	178,891	16	2170	Accounts payable	166,066	18	212,131	18
1150	Notes receivable - Net (Note 4 and 6)	-	-	1,479	-	2180	Accounts payable - Related parties (Note 7)	18,172	2	41,118	4
1170	Accounts receivable - Net (Note 4 and 6)	207,190	23	291,193	26	2200	Other payable	24,669	3	32,541	3
1180	Accounts receivable - Related parties (Note 7)	27,092	3	3,062	-	2220	Other payables - Related parties (Note 7)	12,247	1	-	-
1200	Other receivables (Note 6)	1,806	-	4,124	-	2250	Liabilities reserve - Current (Note 6)	26,931	3	41,834	4
1210	Other receivables - Related parties (Note 7)	6,293	1	9,304	-	2280	Lease liabilities (Note 6)	7,535	1	6,651	-
1220	Current income tax assets (Note 4 and 6)	7	-	40	-	2320	Current portion of long-term loan (Note 6 and 8)	-	-	10,625	-
1310	Inventories (Note 4 and 6)	-	-	535	-	2399	Other current liabilities	3,148	-	4,004	-
1410	Prepayments (Note 6)	48,161	5	110,100	9	21XX	Total of current liabilities	384,203	42	512,158	43
1478	Guarantee deposits paid	1,764	-	1,764	-	Non-current liabilities					
11XX	Total of Current Assets	442,506	49	757,826	65	2500	Financial liabilities at fair value through profit or loss- Non-current (Note 6)	7,070	1	455	-
Non-current assets						2530	Corporate bond payables (Note 6 and 8)	341,292	38	336,295	29
1535	Financial assets measured at amortized cost (Note 6 and 8)	81,408	9	87,608	8	2540	Long-term loans (Note 6 and 8)	-	-	15,833	2
1550	Investments accounted using the equity method (Note 4 and 6)	55,324	6	78,191	7	2550	Liabilities reserve - Non-current (Note 6)	21,615	2	1,000	-
1600	Property, plant and equipment (Note 4, 6, and 8)	135,150	15	152,052	13	2580	Lease liabilities (Note 6)	8,546	1	19,310	2
1755	Right-of-use assets (Note 4 and 6)	15,340	2	25,057	2	2640	Net defined benefit liability - Non-current (Note 6)	4,790	1	5,271	-
1780	Intangible assets (Note 4 and 6)	1,152	-	2,316	-	25XX	Total of non-current liabilities	383,313	43	378,164	33
1840	Deferred income tax assets (Note 4 and 6)	64,621	7	43,729	4	2XXX	Total liabilities	767,516	85	890,322	76
1920	Guarantee deposits paid (Note 8)	19,527	2	12,139	1	Equity (Note 6)					
1960	Prepaid investment (Note 7)	84,033	10	2,000	-	3110	Common stock share capital	781,471	87	731,471	63
15XX	Total of Non-Current Assets	456,555	51	403,092	35	3200	Additional paid-in capital	69,473	8	44,723	4
						3300	Retained earnings				
						3350	Accumulated deficit	(718,565)	(80)	(505,260)	(43)
						3400	Other equity	(834)	-	(338)	-
						3XXX	Total equity	131,545	15	270,596	24
1XXX	Total assets	\$ 899,061	100	\$ 1,160,918	100	Total liabilities and equity		\$ 899,061	100	\$ 1,160,918	100

(Please refer to the notes to the individual financial statements)

Chairman:

Manager:

Chief Accountant

Tung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., Ltd.)
Parent Company Only Consolidated Income Statement
January 1 to December 31 of 2021 and 2022

Unit: NTD thousand

		2022		2021	
		Amount	%	Amount	%
4000	Net operating income (Note 4, 6, and 7)	\$ 985,170	100	\$ 1,016,187	100
5000	Operating costs (Note 4 and 6)	(991,283)	(101)	(984,193)	(97)
5900	Gross profit (loss)	(6,113)	(1)	31,994	3
6000	Operating expenses (Note 4, 6, and 7)				
6200	Management expense	(94,457)	(10)	(110,002)	(11)
6450	Expected loss from credit impairment	(433)	-	(2,118)	-
6000	Total operating expenses	(94,890)	(10)	(112,120)	(11)
6900	Net operating profit (loss)	(101,003)	(11)	(80,126)	(8)
Non-operating income and expenses (Note 4, 6, and 7)					
7010	Other revenue	8,860	1	11,748	1
7020	Other profits and losses	(13,390)	(1)	(52,378)	(5)
7050	Financial cost	(6,643)	(1)	(6,829)	(1)
7055	Expected loss from credit impairment	-	-	(2,641)	-
7060	Shareholding in the profit or loss of the affiliated company under the equity method	(122,371)	(12)	(94,627)	(9)
7000	Total of non-operating income and expense	(133,544)	(13)	(144,727)	(14)
7900	Net income (loss) before tax	(234,547)	(24)	(224,853)	(22)
7950	Income tax benefits (expenses) (Note 4 and 6)	20,962	2	(81,125)	(8)
8200	Net income (loss)	(213,585)	(22)	(305,978)	(30)
Other consolidated income/loss					
8310	Titles not reclassified into income				
8311	Re-measurement of defined benefit plan Unrealized gain (loss) from investments in equity instruments measured at fair value through other consolidated income or loss of the subsidiary under the equity method	350	-	1,118	-
8336	and income taxes related to items not subject to reclassification	-	-	(758)	-
8349	Titles potentially reclassified into income subsequently	(70)	-	(224)	-
8360	Exchange difference in the financial statement	(496)	-	(1,650)	-
8361	Exchange difference in the financial statements of foreign operations of the affiliate company under the equity method	-	-	(5)	-
8381	Other consolidated income (loss) - Net	(216)	-	(1,519)	-
8300	Total comprehensive income	\$ (213,801)	(22)	\$ (307,497)	(30)
Loss per share (TWD)					
9750	Basic loss per share	\$ (2.73)		\$ (4.18)	
9850	Diluted loss per share	\$ (2.73)		\$ (4.18)	

(Please refer to the notes to the individual financial statements)

Chairman:

Manager:

Chief Accountant

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., Ltd.)

Parent Company Only Statement of Changes in Shareholders' Equity

January 1 to December 31 of 2021 and 2022

Unit: NTD thousand

				Retained earnings	Other equities		
				Accumulated deficit	Exchange difference in the financial statements of foreign operations	Unrealized gain (loss) of the financial assets measured at fair values through other consolidated income or loss	Total equities
	Common stock share	Additional paid-in cap					
A1 Balance as of January 1, 2021	\$ 731,471	\$ 3,464	\$ (203,640)		\$ 2,642	\$ (567)	\$ 533,370
C5 Elements of equity recognized upon issuance of convertible corporate bonds - Generated from recognition of equity	-	44,723	-		-	-	44,723
C11 Additional paid-in capital used to make up loss	-	(3,464)	3,464		-	-	-
D1 Net income (loss)	-	-	(305,978)		-	-	(305,978)
D3 Other consolidated income (loss)	-	-	894		(1,655)	(758)	(1,519)
D5 Total consolidated income (loss)	-	-	(305,084)		(1,655)	(758)	(307,497)
Z1 Balance as on December 31, 2021	<u>\$ 731,471</u>	<u>\$ 44,723</u>	<u>\$ (505,260)</u>		<u>\$ 987</u>	<u>\$ (1,325)</u>	<u>\$ 270,596</u>
A1 Balance as on January 1, 2022	\$ 731,471	\$ 44,723	\$ (505,260)		\$ 987	\$ (1,325)	\$ 270,596
D1 Net income (loss)	-	-	(213,585)		-	-	(213,585)
D3 Other consolidated income (loss)	-	-	280		(496)	-	(216)
D5 Total consolidated income (loss)	-	-	(213,305)		(496)	-	(213,801)
E1 Capital increase in cash	50,000	24,750	-		-	-	74,750
Z1 Balance as on December 31, 2022	<u>\$ 781,471</u>	<u>\$ 69,473</u>	<u>\$ (718,565)</u>		<u>\$ 491</u>	<u>\$ (1,325)</u>	<u>\$ 131,545</u>

(Please refer to the notes to the individual financial statements)

Chairman:

Manager:

Chief Accountant

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., Ltd.)
Parent Company Only Statement of Cash Flows
January 1 to December 31 of 2021 and 2022

		Unit: NTD thousand	
		2022	2021
AAAA	Cash flow from operating activities:		
A10000	Net income (loss) before tax	\$ (234,547)	\$ (224,853)
A20010	Income/expenses:		
A20100	Depreciation expense	26,309	31,522
A20200	Amortization expense	1,164	1,355
A20300	Amount of expected loss from credit impairment	433	4,759
A20400	Net loss of financial assets and liabilities measured at fair	7,366	1,959
A20900	Financial cost	6,643	6,829
A21200	Interest income	(338)	(343)
A22300	Shareholding in the profit or loss of the affiliated company	122,371	94,627
A22500	Loss (Gain) from the disposal and obsolescence of proper	-	(5)
A29900	Loss from inventory write-down	535	-
A29900	Profit from lease modification	(1,136)	(98)
A29900	Designated reserve for liabilities	20,801	-
A30000	Changes in assets/liabilities related to operating activities - Net		
A31115	Decrease in financial assets at fair value enforced through	-	122
A31125	Decrease (increase) in contract assets	89,135	(2,541)
A31130	Decrease (increase) of note receivables	85,049	(1,447)
A31150	Decrease in accounts receivable	-	41,432
A31160	Decrease (increase) of account receivables -related parties	(24,030)	1,032
A31180	Decrease (increase) in other receivables	2,318	(2,407)
A31190	Decrease in other receivables - Related parties	3,011	5,325
A31230	Decrease (increase) in prepayments	61,939	(78,947)
A31990	Construction deposits paid (increase)	-	(1,764)
A32125	Contract liabilities (decrease)	(3,582)	(26,927)
A32130	Increase (decrease) in notes payables	(32,237)	26,298
A32150	Accounts payables (decrease)	(46,065)	(44,298)
A32160	Account payables - Related parties (decrease)	(22,946)	(40,667)
A32180	Other payable (decrease)	(7,799)	(3,633)
A32190	Decrease (increase) of other payables - related parties	12,247	(3)
A32200	Increase (decrease) of provisions for debts	(15,089)	38,638
A32230	Other current liabilities (decrease)	(856)	(561)
A32240	Net defined benefit liability - Non-current (decrease)	(131)	(178)
A33000	Cash inflow (outflow) from operating activities	50,565	(174,774)
A33100	Interest received	338	36,867
A33200	Dividend received	-	350
A33300	Interest paid	(1,719)	(5,258)
A33500	Income tax refunded	33	38
AAAA	Net cash inflow (outflow) from operating activities	49,217	(142,777)
BBBB	Cash flow from investing activities:		
B00040	Acquired financial assets measured at amortized cost	25,794	28,580
B01800	Acquisition of investments under the equity method	-	(3,000)
B02000	Increase in prepaid investment	(182,033)	(2,000)
B02400	Refunds from decapitalization of the invested company or	-	13,000
B02700	Acquisition of property, plant, and equipment	(124)	(2,086)
B02800	Disposal of property, plant, and equipment	-	5
B03700	Increase in guaranteed deposits paid	(7,388)	-
B03800	Decrease in guarantee deposits paid	-	3,184
BBBB	Net cash inflow (outflow) from investing activities	(163,751)	37,683
CCCC	Cash flow from financing activities:		
C00200	Decrease in short-term loans	(2,000)	(68,358)
C01200	Issuance of corporate bonds	-	380,940
C01700	Retirement of long-term loans	(26,458)	(83,117)
C03100	Decrease in guarantee deposits received	-	(15,853)
C04020	Lease principal payment	(8,310)	(12,301)
C04600	Capital increase in cash	74,750	-
CCCC	Net cash inflow from financing activities	37,982	201,311
EEEE	Current cash and cash equivalents increase (decrease)	(76,552)	96,217
E00100	Opening balance of cash and cash equivalents	108,519	12,302
E00200	Closing balance of cash and cash equivalents	\$ 31,967	\$ 108,519

(Please refer to the notes to the individual financial statements)

Chairman:

Manager:

Chief Accountant:

Independent Auditor's Audit Report

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., LTD.) and its subsidiaries present the following information for review:

Audit opinion

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., LTD.) and its subsidiaries (hereinafter referred to as "Lung Ming Green Energy Group") present the consolidated balance sheet as of December 31, 2022, and the consolidated statements of comprehensive income, changes in equity, and cash flows from January 1 to December 31, 2022, along with the notes to the consolidated financial statements (including a summary of significant accounting policies). These statements have been audited and reviewed by our CPAs.

In our opinion, all material disclosures of the consolidated financial statements mentioned above were prepared in accordance with Regulations Governing the Preparation of Financial Reports by Securities Firms, the International Financial Reporting Standards approved by the Financial Supervisory Commission, the International Accounting Standards and interpretations thereof, and presented a fair view of the consolidated financial position of Lung Ming Green Energy Group as at December 31, 2022, and consolidated business performance and cash flow for the periods January 1 to December 31, 2022.

Basis for the audit opinion

We have conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards. Our responsibility to the standards will be explained in the paragraph of auditor's responsibilities when auditing the consolidated financial statements. All relevant independent personnel subject to the CPA professional ethics within the firm remain independent from the Lung Ming Green Energy Group and implement responsibilities regulated in the ethics. We believe we have obtained sufficient appropriate audit evidence to serve as the basis for the audit opinion.

Material uncertainty of the going concern

As disclosed in Item 2 of Note 12 of the consolidated financial statements, Lung Ming Green Energy Group reported a net loss of TWD \$213,585 thousand from January 1 to December 31, 2022 and an accumulated deficit of TWD \$718,565 thousand as of December 31, 2022. The total amount of loss has reached half of the paid-in capital, indicating that there is significant uncertainty regarding the Group's ability to continue as a going concern. We have not revised the audit opinion due to this factor.

Key audit matters

Key audit matters are the most important matters that we audit in the 2022 consolidated financial

statements of the Lung Ming Green Energy Group based on our professional judgment. All relevant matters were audited during the audit of the consolidated financial statements and the formulation of the audit opinions. We will not express our opinions on those matters separately.

The key audit matters are described as below:

I. Assessment to the loss allowance of receivables

Matter description

Please refer to item 8 of Note 4 of the consolidated financial statements for accounting policies regarding the impairment assessment of the accounts receivables; please refer to Note 5 for details on significant accounting estimates and assumptions; please refer to item 3 of Note 6 of the consolidated financial statements for descriptions of the accounts receivables.

The assessment to the loss allowance of receivables is the best estimate made by the management for the possible default of the receivables that existed on the balance sheet date. The estimate involves of multiple assessments and forecasts of the management such as the past events, current circumstance, and future macroeconomic situations, and the measurement results will directly affect the recognition of relevant amounts. Therefore, we consider the estimate of the Company's loss allowance for receivables is the most important matter in the audit.

Corresponding audit process

The audit procedures implemented by us to the aforesaid key audit matter included (but not limited to):

1. Understood and assessed the provision policy of the Company for loss allowance of receivables (including the relevance of the macroeconomic indicators of forward-looking information), and assessed the reasonableness of the policy.
2. Assessed the receivables by referring to the probability of overdue credit losses in the past years, and set aside the loss allowance in accordance with the Company's policies. We understood and assessed the ratio of losses to overdue receivables in the past years and forward-looking information, to test and assess the appropriateness of the classification of receivable groups.
3. Sampled to inspect the adequacy of the supporting documents and the amount provided in cases at the management level.
4. Computed whether the loss allowance is provided based on the Company's policy.

II. Recognition of construction revenue - Assessment of the percentage of completion

Matter description

Please refer to item 16 of Note 4 of the consolidated financial statements for accounting policies regarding construction contracts; please refer to Note 5 of the consolidated financial statements for important judgments, accounting estimates, and assumptions with uncertainties related to the adoption of construction contract accounting policies; please refer to item 19 of Note 6 of the consolidated financial statements for details on engineering contract revenue and related contract assets and liabilities.

The construction revenue and costs of Lung Ming Green Energy Group are primarily generated from contracted projects. When the outcome of a construction contract can be reasonably estimated,

revenue is recognized based on the percentage-of-completion method and calculated based on the degree of completion during the contract period. The degree of completion is determined by the costs incurred for each contract up to the end of the financial reporting period as a percentage of the estimated total costs of that contract. The estimate of the aforementioned total costs, including subcontracting, material, labor, and other project expenses, is based on management's assessments of the varying nature of each project and fluctuations in market conditions.

As the estimated total cost affects the degree of completion and the recognition of revenue from projects, and the overall project cost items are complex, often involving subjective judgments, resulting in high uncertainty, so our assessment regarded the degree of completion used in the recognition of revenue from project as one of the key matter for the audit.

Corresponding audit process

The audit procedures implemented by us to the aforesaid key audit matter included (but not limited to):

1. Based on the understanding of its operations and the nature of the industry, we assessed the reasonableness of its internal operating procedures for estimating the total cost of the project, including the basis for estimating the total cost of project contracts with the same nature.
2. Assessed and tested the management's internal control procedures for recognizing revenue from project based on the degree of completion, including checking supporting documents for works added or reduced and major projects priced in the current period.
3. Sampled and inspected the contracts that have already been awarded, and assessed the basis and reasonableness of the estimated costs for the parts that have not yet been awarded.
4. Conducted relevant verification procedures for the income statement of the project at the end of the period, including sampling the incurred costs of the current period to appropriate certificates, and recalculating the revenue from project recognized based on the degree of completion, and it has been properly recorded.

III. The environmental business involving pending litigious cases

Matter description

Please refer to item 15 of Note 4 of the consolidated financial statements for accounting policies for provisions for liabilities; please refer to Note 9 of the consolidated financial statements for details on contingent litigation.

Due to violations of the Waste Disposal Act, Lung Ming Green Energy Group has made a provision for liabilities in the amount of TWD \$26,832 thousand as of December 31, 2022. Due to the contingent litigation, the estimate of liabilities involves management's judgment regarding the outcome of the final court decision. Therefore, our CPAs have identified the evaluation of provisions for liabilities related to litigations as one of the most significant matters in the audit.

Corresponding audit process

The audit procedures implemented by us to the aforesaid key audit matter included (but not limited to):

1. Understood the progress of relevant litigation.
2. Assessed the reasonableness of the management's provision for liabilities and judgments on related

litigation.

3. Sent letters to external lawyers to obtain the latest progress of relevant litigation and judgments on relevant cases.

Other matters

The consolidated financial statements of Lung Ming Green Energy Group for 2021 were audited by other CPAs, who issued the audit report on March 31, 2022 with unqualified opinion in addition to significant uncertainties related to the going concern, as well as paragraphs highlighting specific matters and other items.

The investments under the equity method for affiliated companies Shuang Chien Optoelectronics Co., Ltd. and Wingo Investment Co., Ltd. listed in the 2022 consolidated financial statements were audited by other CPAs. Thus, our opinion on the recognition of the share of profit or loss from these investments under the equity method in the 2022 consolidated financial statements is based on the audit reports issued by other CPAs. As of December 31, 2022, the investments in the aforementioned companies under the equity method were TWD \$15,140 thousand and TWD \$19,982 thousand, accounting for 1.44% and 1.90% of the total consolidated assets, respectively. From January 1 to December 31, 2022, the share of (loss) profit recognized under the equity method was TWD \$262 thousand and TWD \$(3,076) thousand, accounting for 0.1% and (1.17)% of the consolidated net loss before tax, respectively.

Lung Ming Green Energy Technology Engineering Co., Ltd. has prepared the individual financial statements for 2022 and 2021. The 2022 individual financial statements have been audited by us with the issuance of unqualified opinion in addition to significant uncertainties related to the going concern and other items. The 2021 individual financial statements were audited by other CPAs, who issued the audit report with unqualified opinion in addition to significant uncertainties related to the going concern, as well as paragraphs highlighting specific matters and other items. These reports are available for reference.

The responsibility of the management and the governing body for the consolidated financial statements

The management is responsible for preparing the appropriate consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Firms, the International Financial Reporting Standards approved by the Financial Supervisory Commission, the International Accounting Standards and interpretations thereof. Additionally, it is responsible for maintaining the internal control mechanism that is related to and necessary for the preparation of the consolidated financial statements. As a result, it can ensure material misstatement due to fraud or error is not pertained in the consolidated financial statements.

Other than the situation that the management intends to liquidate Lung Ming Green Energy Group or stop the business, or no other approaches can be used except for these two measures, during the preparation of the consolidated financial statements, the responsibility of the management also includes evaluating the going concern capacity of the Lung Ming Green Energy Group, disclosure of relative matters, and adoption of the going concern accounting basis.

The governing body of the Lung Ming Green Energy Group (including the Audit Committee) has the responsibility to supervise the financial reporting procedures.

Our responsibility for the audit of the consolidated financial statements

The purpose for us to audit the consolidated financial statements is to obtain reasonable assurance that there is no material misstatement due to fraud or error in the consolidated financial statements, and we issue the audit report afterwards. Reasonable assurance means high assurance. Only that the audit work implemented in accordance with the auditing standards cannot give the promise that every material misstatement in the consolidated financial statements are found. Misstatement might result from fraud or error. If we can reasonably expect the individual amounts or the total amount in the misstatement would influence the financial decision made by the user of the consolidated financial statements, the misstatement is considered material.

As part of an audit in accordance with the auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also perform the following work:

1. We identify the material misstatement resulting from fraud or error in the consolidated financial statement and assess its risk. We design and implement appropriate corresponding measures for the assessed risk. We acquire sufficient and appropriate audit evidence to serve as the basis for the audit opinion.

Due to the fact that fraud might include collusion, forgery, intended omission, misstatement and violation of internal control, the risk of the misstatement resulting from fraud is higher than that resulting from error.

2. We acquire necessary understanding of the internal control mechanism that is related to the audit to design appropriate audit process for the situation at the time. The purpose of the knowledge is not expressing opinions to the effectiveness of the internal control mechanism of the Lung Ming Green Energy Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Based on the acquired audit evidence, we decide whether the going concern accounting basis adopted by the management is suitable, whether events that might affect the going concern capacity of Lung Ming Green Energy Group exist, and whether there is major uncertainty. A conclusion will be made afterwards. We believe under the circumstances that there is major uncertainty, a reminder shall be included in the audit report to inform the consolidated financial statements user to pay attention to relative disclosures in the statements. We shall modify the audit opinion when the disclosure is considered improper. Our conclusion is based on the audit evidence acquired as of the date of the audit report. Future events or circumstances might still result in the fact that Lung Ming Green Energy Group no longer has the going concern capacity.
5. We evaluate the overall statements, structures and contents of the consolidated financial statements (including relative notes) and see whether the statements appropriately state

relevant transactions and events.

6. We examine the financial information of individual companies within the Group to acquire sufficient and appropriate audit evidence for expressing opinions in the consolidated financial statements. We are responsible to guide, supervise and implement the audit for the Company.

In addition, we are responsible for the formulation of opinions for the Company.

We communicate with the governing body on the scope and time of the audit as well as the significant findings (including significant deficiencies of the internal control mechanism identified during the audit process).

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

After communicating the above matters with the governing body, we decide the key audit matters in the 2022 consolidated financial report of Lung Ming Green Energy Group. We clearly state all above matters in the audit report, unless the law prohibits us to publicly disclose certain matters, or under rare circumstances we decide not to include certain matters in the audit report since we can reasonably expect the resulting negative impact is greater than the public interest they bring.

Crown & Co., CPAs

CPA:

張進德



CPA:

黃致富



No. of Approval Document by the Competent
Authority

Letter (79)Tai-Cai-Zheng-(I) No.00351

Jin-Guan-Huei-Zheng-Zhi No.5793

May 29, 2023

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., LTD.) and its subsidiaries
Consolidated Balance Sheet
December 31 of 2021 and 2022

												Unit: NTD thousand			
Assets		December 31, 2022		December 31, 2021		Liabilities and equity		December 31, 2022		December 31, 2021					
		Amount	%	Amount	%			Amount	%	Amount	%				
Current assets						Current liabilities									
1100	Cash and cash equivalent (Note 4 and 6)	\$	33,619	3	\$	162,296	11	2100	Short-term loans (Note 4, 6, and 8)	\$	28,000	3	\$	90,000	6
1110	Financial assets measured at fair values through profit (Note 4 and 6)		2,426	-		3,760	-	2130	Contract liabilities - Current (Note 6)		79,572	8		110,314	7
								2150	Notes payable		29,710	3		100,224	7
1136	Financial assets measured at amortized cost - Current (Note 6 and 8)		77,600	8		185,199	12	2160	Notes payable - Related parties (Note 7)		-	-		13,579	-
								2170	Accounts payable		282,470	27		345,776	24
1140	Contract assets - Current (Note 4 and 6)		133,238	13		213,028	14	2180	Accounts payable – Related parties (Note 7)		3,685	-		2,783	-
1150	Notes receivable - Net (Note 4 and 6)		-	-		1,479	-	2200	Other payable		36,264	3		52,875	3
1170	Accounts receivable - Net (Note 4 and 6)		297,173	28		357,735	23	2220	Other payables - Related parties (Note 7)		12,079	1		-	-
1200	Other receivables (Note 6)		11,685	1		6,240	-	2250	Liabilities reserve - Current (Note 6)		31,128	3		42,253	3
1220	Current income tax assets (Note 4 and 6)		130	-		187	-	2280	Lease liabilities (Note 6)		7,535	1		6,889	-
1310	Inventories (Note 4 and 6)		-	-		535	-	2320	Current portion of long-term loan (Note 6 and 8)		4,476	-		63,871	4
1410	Prepayments (Note 6)		63,322	6		147,509	10	2399	Other current liabilities		4,205	-		4,425	-
1470	Other current assets		158	-		-	-	21XX	Total of current liabilities		519,124	49		832,989	54
1478	Guarantee deposits paid		13,754	1		17,964	-	Non-current liabilities							
11XX	Total of Current Assets		633,105	60		1,095,932	70	2500	Financial liabilities at fair value through profit or loss- Non-current (Note 6)		7,070	1		455	-
Non-current assets															
1535	Financial assets measured at amortized cost (Note 6 and 8)		90,073	9		96,318	7	2530	Corporate bond payables (Note 6 and 8)		341,292	33		336,295	24
1550	Investments accounted using the equity method (Note 6 and 8)		35,122	3		38,293	3	2540	Long-term loans (Note 6 and 8)		9,229	1		49,941	3
1600	Property, plant and equipment (Note 4, 6, and 8)		143,605	14		162,558	11	2550	Liabilities reserve - Non-current (Note 6)		26,001	2		5,385	-
1755	Right-of-use assets (Note 4 and 6)		15,340	2		25,291	2	2580	Lease liabilities (Note 6)		8,546	1		19,310	1
1780	Intangible assets (Note 4 and 6)		4,709	-		6,182	-	2640	Net defined benefit liability - Non-current (Note 6)		4,790	-		5,271	-
1840	Deferred income tax assets (Note 4 and 6)		105,512	10		56,680	4	2645	Deposits received		1,689	-		3,300	-
1915	Prepayment for equipment purchase		1,250	-		1,250	-	25XX	Total of non-current liabilities		398,617	38		419,957	28
1920	Guarantee deposits paid (Note 8)		20,570	2		41,038	3	2XXX	Total liabilities		917,741	87		1,252,946	82
15XX	Total of Non-Current Assets		416,181	40		427,610	30	Equity attributable to the owners of the parent company (Note 6)							
								3110	Common stock share capital		781,471	75		731,471	48
								3200	Additional paid-in capital		69,473	7		44,723	3
								3300	Retained earnings						
								3350	Accumulated deficit		(718,565)	(69)		(505,260)	(33)
								3400	Other equity		(834)	-		(338)	-
								31XX	Total equity of the parent company		131,545	13		270,596	18
								36XX	Non-controlling interests		-	-		-	-
								3XXX	Total equity		131,545	13		270,596	18
1XXX	Total assets	\$	1,049,286	100	\$	1,523,542	100	Total liabilities and equity		\$	1,049,286	100	\$	1,523,542	100

(Please refer to the notes to the consolidated financial statements)

Chairman:

Manager:

Chief Accountant

Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., LTD.) and its subsidiaries
Consolidated comprehensive income statement
January 1 to December 31 of 2021 and 2022

Unit: NTD thousand

		2022		2021	
		Amount	%	Amount	%
4000	Net operating income (Note 4, 6, and 7)	\$ 1,283,006	100	\$ 1,618,649	100
5000	Operating costs (Note 4 and 6)	(1,397,049)	(109)	(1,564,243)	(97)
5900	Gross profit (loss)	(114,043)	(9)	54,406	3
6000	Operating expenses (Note 4, 6, and 7)				
6200	Management expense	(118,632)	(9)	(163,282)	(10)
6450	Expected gain from credit impairment	300	-	(2,553)	-
6000	Total operating expenses	(118,332)	(9)	(165,835)	(10)
6900	Net operating profit (loss)	(232,375)	(18)	(111,429)	(7)
Non-operating income and expenses (Note 4, 6, and 7)					
7010	Other revenue	7,053	1	1,570	-
7020	Other profits and losses	(23,722)	(2)	(19,861)	(2)
7050	Financial cost	(10,354)	(1)	(11,716)	(1)
7055	Expected loss from credit impairment	(275)	-	(71,586)	(4)
7060	Shareholding in the profit or loss of the affiliated company under the equity method	(2,814)	-	(697)	-
7000	Total of non-operating income and expenses	(30,112)	(2)	(102,290)	(7)
7900	Net income (loss) before tax	(262,487)	(20)	(213,719)	(14)
7950	Income tax benefits (expenses) (Note 4 and 6)	48,902	4	(96,465)	(6)
8200	Net income (loss)	(213,585)	(16)	(310,184)	(20)
Other consolidated income/loss					
8310	Titles not reclassified into income				
8311	Re-measurement of defined benefit plan	350	-	1,118	-
8316	Unrealized gain (loss) from investments in equity instruments measured at fair value through other consolidated income or loss and income taxes related to items not subject to reclassification	-	-	(758)	-
8349		(70)	-	(224)	
8360	Titles potentially reclassified into income subsequently				
8361	Exchange difference in the financial statements	(496)	-	(1,246)	-
8381	Exchange difference in the financial statements of foreign operations of the affiliate company under the equity method	-	-	(5)	-
8300	Other consolidated income (loss) - Net	(216)	-	(1,115)	-
8500	Total comprehensive income	\$ (213,801)	(16)	\$ (311,299)	(20)
8600	Net (loss) attributable to				
8610	Parent company shareholders	\$ (213,585)	(16)	\$ (305,978)	(20)
8620	Non-controlling interests	-	-	(4,206)	-
		\$ (213,585)	(16)	\$ (310,184)	(20)
8700	Consolidated income or loss attributable to				
8710	Parent company shareholders	\$ (213,801)	(16)	\$ (307,497)	(20)
8720	Non-controlling interests	-	-	(3,802)	-
		\$ (213,801)	(16)	\$ (311,299)	(20)
Loss per share (TWD)					
9750	Basic loss per share	\$ (2.73)		\$ (4.18)	
9850	Diluted loss per share	\$ (2.73)		\$ (4.18)	

(Please refer to the notes to the consolidated financial statements)

Chairman:

Manager:

Chief Accountant

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., LTD.) and its subsidiaries
Consolidated Statement of Changes in Shareholders' Equity
January 1 to December 31 of 2021 and 2022

Unit: NTD thousand

		Equity attributable to the owners of the parent company							
				Retained earnings	Other equities				
		Common stock share	Additional paid-in cap	Accumulated deficit	Exchange difference in the financial statements of foreign operations	the financial assets measured at fair values through other consolidated income or loss	Total equity of the parent company	Non-controlling interests	Total equities
A1	Balance as of January 1, 2021	\$ 731,471	\$ 3,464	\$ (203,640)	\$ 2,642	\$ (567)	\$ 533,370	\$ (15,521)	\$ 517,849
C5	Elements of equity recognized upon issuance of convertible corporate bonds - Generated from recognition of equity	-	44,723	-	-	-	44,723	-	44,723
C11	Additional paid-in capital used to make up loss	-	(3,464)	3,464	-	-	-	-	-
D1	Net income (loss)	-	-	(305,978)	-	-	(305,978)	(4,206)	(310,184)
D3	Other consolidated income (loss)	-	-	894	(1,655)	(758)	(1,519)	404	(1,115)
D5	Total consolidated income (loss)	-	-	(305,084)	(1,655)	(758)	(307,497)	(3,802)	(311,299)
M3	Disposal of subsidiaries	-	-	-	-	-	-	19,323	19,323
Z1	Balance as on December 31, 2021	<u>\$ 731,471</u>	<u>\$ 44,723</u>	<u>\$ (505,260)</u>	<u>\$ 987</u>	<u>\$ (1,325)</u>	<u>\$ 270,596</u>	<u>\$ -</u>	<u>\$ 270,596</u>
A1	Balance as on January 1, 2022	\$ 731,471	\$ 44,723	\$ (505,260)	\$ 987	\$ (1,325)	\$ 270,596	\$ -	\$ 270,596
D1	Net income (loss)	-	-	(213,585)	-	-	(213,585)	-	(213,585)
D3	Other consolidated income (loss)	-	-	280	(496)	-	(216)	-	(216)
D5	Total consolidated income (loss)	-	-	(213,305)	(496)	-	(213,801)	-	(213,801)
E1	Capital increase in cash	50,000	24,750	-	-	-	74,750	-	74,750
Z1	Balance as on December 31, 2022	<u>\$ 781,471</u>	<u>\$ 69,473</u>	<u>\$ (718,565)</u>	<u>\$ 491</u>	<u>\$ (1,325)</u>	<u>\$ 131,545</u>	<u>\$ -</u>	<u>\$ 131,545</u>

(Please refer to the notes to the consolidated financial statements)

Chairman:

Manager:

Chief Accountant:

Lung Ming Green Energy Technology Engineering Co., Ltd. (originally Tung Kai Technology Engineering Co., LTD.) and its subsidiaries

Consolidated Statement of Cash Flow
January 1 to December 31 of 2021 and 2022

		Unit: NTD thousand	
		2022	2021
AAAA	Cash flow from operating activities:		
A10000	Net income (loss) before tax	\$ (262,487)	\$ (213,719)
A20010	Income/expenses:		
A20100	Depreciation expense	28,522	43,416
A20200	Amortization expense	1,473	9,692
A20300	Amount of expected loss (gain) from credit impairment	(25)	74,139
A20400	Net loss of financial assets and liabilities measured at fair	7,949	1,434
A20900	Financial cost	10,354	11,716
A21200	Interest income	(402)	(404)
A22300	Shareholding in the profit or loss of the affiliated company	2,814	697
A22500	Disposal of property, plant, and equipment	-	(5)
A23200	Disposal of investment gain	-	(66,908)
A23700	Impairment of non-financial assets	-	17,753
A29900	Loss from inventory write-down	535	-
A29900	Profit from lease modification	(506)	(107)
A29900	Designated reserve for liabilities	9,491	36,159
A29900	Income taxes related to items not subject to reclassification		
A30000	Changes in assets/liabilities related to operating activities - Net		
A31115	Decrease in financial assets at fair value enforced through	-	1,555
A31125	Decrease (increase) in contract assets	79,790	(2,617)
A31130	Decrease (increase) of note receivables	62,066	(1,333)
A31150	Decrease in accounts receivable	-	7,766
A31180	Other receivables (increase)	(5,445)	(65,786)
A31200	Decrease in inventory	-	1,057
A31230	Decrease (increase) in prepayments	84,187	(38,656)
A31240	Decrease(increase)in other current assets	(158)	-
A31990	Decrease (increase) in construction deposits paid	4,210	(1,766)
A32125	Contract liabilities (decrease)	(30,742)	(39,703)
A32130	Increase(decrease) in notes payable	(70,514)	39,136
A32140	Increase(decrease)in notes payable - Related parties	(13,579)	13,579
A32150	Accounts payables (decrease)	(63,306)	(70,041)
A32160	Increase in accounts payable - Related parties	902	-
A32180	Increase (decrease) in other payables	(16,538)	34,746
A32190	Increase in other payables - Related parties	12,079	44,923
A32230	Other current liabilities (decrease)	(220)	(2,791)
A32240	Net defined benefit liability - Non-current (decrease)	(131)	(178)
A33000	Cash inflow (outflow) from operating activities	<u>(159,681)</u>	<u>(166,246)</u>
A33100	Interest received	402	411
A33300	Interest paid	(5,430)	(11,317)
A33500	Returned income tax (paid)	57	(323)
AAAA	Net cash inflow (outflow) from operating activities	<u>(164,652)</u>	<u>(177,475)</u>

(To be continued)

Consolidated Statement of Cash Flow
January 1 to December 31 of 2021 and 2022

(Please refer to the notes to the consolidated financial statements)

Chief Accountant:

Attachment 5.

Lung Ming Green Energy Technology Engineering Co., Ltd.

Table for loss appropriation

2022

Unit: TWD

Summary	Subtotal
Beginning balance of the accumulated deficit	(505,260,645)
Plus: 2022 net loss after tax	(213,584,635)
Minus: 2022 re-measurement of defined benefit plan	280,105
Ending balance of the accumulated deficit	(718,565,175)
Accumulated items:	
Use additional paid-in capital to make up the deficit	0
Ending balance of the accumulated deficit	(718,565,175)

Chairman: CHIEN-LUNG HSU

Manager: CHIEN-LUNG HSU

Chief Accountant: CHI-TING CHANG

Attachment 6.

Lung Ming Green Energy Technology Engineering Co., Ltd.

Evaluation opinion on the necessity and reasonableness of a private
placement

Principal of the evaluation opinion: Lung Ming Green Energy Technology Engineering Co.,
Ltd.

Recipient of the evaluation opinion: Lung Ming Green Energy Technology Engineering
Co., Ltd.

Designated purpose of the evaluation opinion: Solely for the use of Lung Ming Green
Energy Technology Engineering Co., Ltd. in conducting a private placement in 2023

Type of report: Evaluation opinion on the necessity and reasonableness of a private
placement

Assessment agency: Taishin Securities Co.,Ltd.

Representative: CHIA-HUNG KUO

(The contents of this evaluation opinion are solely for the reference of the 2023 Board of Directors and general shareholders' meeting of Lung Ming Green Energy Co., Ltd. in the resolution of the current private placement case and shall not be used for other purposes. This evaluation opinion is based on the financial data provided by Lung Ming Green Energy Co., Ltd. and the information disclosed on the Market Observation Post System. This statement serves as a formal disclaimer that the we shall not be held responsible for any legal liabilities for any effects on the evaluation opinion due to changes in the Company's private placement plan or other circumstances in the future.)

May 29, 2023

Lung Ming Green Energy Technology Engineering Co., Ltd. plans to improve its working capital and strengthen its financial structure by raising funds in a timely and convenient manner in accordance with the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities. Per Article 43-6 of the Securities and Exchange Act, the Company intends to discuss related matters regarding the private placement of securities at the Board of Directors' meeting on May 29, 2023, and plans to discuss the limitation of common shares issuance to 24,000,000 shares at the general shareholders' meeting on June 30, 2023. Per Paragraph 3 in Article 4 of the Directions for Public Companies Conducting Private Placements of Securities, if there has been a significant change in ownership within one year prior to the private placement of securities and up to one year from the delivery date of such securities, the Company shall consult with the underwriter to obtain an evaluation opinion on the necessity and reasonableness of conducting the private placement. The evaluation opinion shall be included in the notice of the general shareholders' meeting as a reference for shareholders to decide whether or not to approve the private placement. The underwriter's assessment is as follows:

I. Introduction to Company

Lung Ming Green Energy Technology Engineering Co., Ltd. (code: 3018) was founded in 1996, and its current capital is TWD \$781,471,320. The Company's main business is divided into three categories: mechanical and electrical engineering, construction engineering, and others. Mechanical and electrical engineering and construction engineering are the main sources of revenue, accounting for more than 90% of the total revenue. The Company mainly provides engineering services for high-tech industries such as semiconductors, electronics, information technology, optoelectronics, biochemistry, and medicine,

aiming to maintain high precision, high production yield, and stable product quality for the clients in a dust-free and well-controlled, constant temperature and humidity environment. The Company's mechanical and electrical engineering technology for the dust-free rooms has reached the highest professional level of pureness (class-1) and has been acknowledged by the customers and obtained multiple independent construction projects. The Company has gained much engineering experience and established a high-level professional image up to date.

In response to changes in the industry, Lung Ming Green Energy Technology Co., LTD. has continuously extended its business scope. In 2005, the Company expanded into civil engineering and construction services. In 2008, the Company began promoting green energy and environmental protection businesses and built a sewage treatment plant in the Taoyuan Environmental Science Park to provide sewage treatment and recycling and to implement the concept of sustainable resource utilization. In 2015, the Company obtained a Waste Clearance and Disposal permit from the Taoyuan City Government and engaged in sewage regeneration treatment to produce stabilized materials as Controlled-Low-Strength-Materials (CLSM), creating business opportunities for sustainable resource development.

Lung Ming Green Energy Technology Co., LTD. continues to promote business diversification. The Company actively adjusts the structure of orders for mechanical and electrical engineering projects, increases orders with better gross profit margins, and complies with government green energy policies. In addition to its expertise in electrical engineering for high-tech factories and medical institutions, the Company is also diligently involved in construction projects such as offshore wind power plants. Based on stable construction progress and continuous revenue growth, the Company continues to diminish the impact of significant revenue fluctuations due to seasonal orders in the mechanical and electrical engineering industry which provides overall robust growth for the Company's operations.

Along with the continuous expansion of high-tech factories and the active promotion of urban renewal and public construction projects by the Government, the Company sees an opportunity to increase market share in various fields to optimize overall revenue performance and gross profit margins and improve profitability. Through the capital injections from the private placement of common shares, Lung Ming Green Energy Technology Co., LTD. could advance its financial performance and strengthen its capital structure.

Summarized individual balance sheet (adopting International Financial Reporting Standards)

Unit: NTD thousand

Year Item		Financial information for the last 5 years (Note)				
		107 years	108 years	109 years	110 years	111 years
Current assets		1,051,578	741,756	744,275	757,826	442,506
Property, plant and equipment		189,038	168,261	159,604	152,052	135,150
Intangible assets		1,588	1,567	3,671	2,316	1,152
Other assets		337,080	370,930	402,716	248,724	320,253
Total assets		1,579,284	1,282,514	1,310,266	1,160,918	899,061
Current liabilities	Before dividend	702,398	646,928	652,862	512,158	384,203
	After dividend	702,398	646,928	652,862	512,158	384,203
Non-current liabilities		66,614	44,215	124,034	378,164	383,313
Total liabilities	Before dividend	769,012	691,143	776,896	890,322	767,516
	After dividend	769,012	691,143	776,896	890,322	767,516
Equity attributable to the owners of the parent company		810,272	591,371	533,370	270,596	131,545
Share capital		735,121	735,121	731,471	731,471	781,471
Additional paid-in capital		239,114	90,522	3,464	44,723	69,473
Retained earnings	Before dividend	(137,897)	(207,890)	(203,640)	(505,260)	(718,565)
	After dividend	(137,897)	(207,890)	(203,640)	(505,260)	(718,565)
Other equity		(394)	(710)	2,075	(338)	(834)
Treasury stocks		(25,672)	(25,672)	-	-	-
Non-controlling interests		-	-	-	-	-
Total equities	Before dividend	810,272	591,371	533,370	270,596	131,545
	After dividend	810,272	591,371	533,370	270,596	131,545

Note: All financial information from 2018 to 2021 has been audited and reviewed by CPAs. The amounts on the table are revised and compiled in accordance with the Financial Supervisory Commission's letter No. 1080361168 for 2018.

Summarized individual income statement (adopting International Financial Reporting Standards)

Unit: NTD thousand

Item \ Year	Financial information for the last 5 years (Note)				
	107 years	108 years	109 years	110 years	111 years
Operating revenue	1,116,090	909,091	1,103,576	1,016,187	985,170
Operating gross profit	43,836	(87,925)	27,833	31,994	(6,113)
Operating profits and losses	(61,247)	(199,401)	(97,702)	(80,126)	(101,003)
Other revenue and expenses	(107,281)	(53,430)	12,155	(144,727)	(133,544)
Net income before tax	(168,528)	(252,831)	(85,547)	(224,853)	(234,547)
Net profit from continuing operations	(147,272)	(218,349)	(58,414)	(305,978)	(213,585)
Losses from discontinued operations	—	—	—	—	—
Net income(loss)	(147,272)	(218,349)	(58,414)	(305,978)	(213,585)
Other comprehensive income - current (net, after tax)	1,515	39	363	(1,519)	(216)
Total comprehensive income	(145,757)	(218,310)	(58,051)	(307,497)	(213,801)
Net income attributable to parent company shareholders	—	—	—	—	—
Net profit attributable to non-controlled interests	—	—	—	—	—
Comprehensive profit (loss) attributable to the owners of the parent company	—	—	—	—	—
Comprehensive income attributable to non-controlling shareholders	—	—	—	—	—
Earnings per share	(2.03)	(2.99)	(0.80)	(4.18)	(2.77)

Note: All financial information from 2018 to 2022 has been audited and reviewed by CPAs.

The amounts on the table are revised and compiled in accordance with the Financial Supervisory Commission's letter No. 1080361168 for 2018.

Consolidated balance sheet (adopting International Financial Reporting Standards)

Unit: NTD thousand

Year Item		Financial information for the last 5 years (Note)				
		107 years	108 years	109 years	110 years	111 years
Current assets		1,332,136	1,023,938	1,155,510	1,095,932	633,105
Property, plant and equipment		232,226	223,172	192,534	162,558	143,605
Intangible assets		74,652	61,815	40,768	6,182	4,709
Other assets		155,757	207,152	333,097	258,870	267,867
Total assets		1,794,771	1,516,077	1,721,909	1,523,542	1,049,286
Current liabilities	Before dividend	880,866	871,091	1,024,417	832,989	519,124
	After dividend	880,866	871,091	1,024,417	832,989	519,124

Non-current liabilities		70,865	47,653	179,643	419,957	398,617
Total liabilities	Before dividend	951,731	918,744	1,204,060	1,252,946	917,741
	After dividend	951,731	918,744	1,204,060	1,252,946	917,741
Equity attributable to the owners of the parent company		810,272	591,371	533,370	270,596	131,545
Share capital		735,121	735,121	731,471	731,471	781,471
Additional paid-in capital		239,114	90,522	3,464	44,723	69,473
Retained earnings	Before dividend	(137,897)	(207,890)	(203,640)	(505,260)	(718,565)
	After dividend	(137,897)	(207,890)	(203,640)	(505,260)	(718,565)
Other equity		(394)	(710)	2,075	(338)	(834)
Treasury stocks		(25,672)	(25,672)	—	—	—
Non-controlling interests		32,768	5,962	(15,521)	—	—
Total equities	Before dividend	843,040	597,333	517,849	270,596	131,545
	After dividend	843,040	597,333	517,849	270,596	131,545

Note: All financial information from 2018 to 2022 has been audited and reviewed by CPAs.

The amounts on the table are revised and compiled in accordance with the Financial Supervisory Commission's letter No. 1080361168 for 2018.

Consolidated income statement (adopting International Financial Reporting Standards)

Unit: NTD thousand

Item \ Year	Financial information for the last 5 years (Note)				
	107 years	108 years	109 years	110 years	111 years
Operating revenue	1,313,127	1,064,833	1,633,103	1,618,649	1,283,006
Operating gross profit	91,112	(68,724)	144,401	54,406	(114,043)
Net operating profits	(112,553)	(305,566)	(60,541)	(111,429)	(232,375)
Other revenue and expenses	(110,368)	28,055	(19,121)	(102,290)	(30,112)
Net income before tax	(222,921)	(277,511)	(79,662)	(213,719)	(262,487)
Net profit from continuing operations	(165,586)	(245,582)	(67,479)	(310,184)	(213,585)
Losses from discontinued operations	—	—	—	—	—
Net income(loss)	(165,586)	(245,582)	(67,479)	(310,184)	(213,585)
Current term other comprehensive profit/loss (net amount after tax)	1,297	466	614	(1,115)	(216)
Total comprehensive income	(164,289)	(245,116)	(66,865)	(311,299)	(213,801)
Net income attributable to parent company shareholders	(147,272)	(218,349)	(58,414)	(305,978)	(213,585)

Net profit attributable to non-controlled interests	(18,314)	(27,233)	(9,065)	(4,206)	—
Comprehensive profit (loss) attributable to the owners of the parent company	(145,757)	(218,310)	(58,051)	(307,497)	(213,801)
Comprehensive income attributable to non-controlling shareholders	(18,532)	(26,806)	(8,814)	(3,802)	—
Earnings per share	(2.03)	(2.99)	(0.80)	(4.18)	(2.73)

Note: All financial information from 2018 to 2022 has been audited and reviewed by CPAs.

The amounts on the table are revised and compiled in accordance with the Financial Supervisory Commission's letter No. 1080361168 for 2018.

II. Examination of significant changes in management rights within one year prior to the board resolution for conducting a private placement

Upon examining the relevant information, the Company went through a comprehensive re-election of directors at the general shareholders' meeting on June 1, 2022 due to the expiration of directors' service terms. The current term for the elected directors is from June 1, 2022 to May 31, 2025. An independent director, HSU-HUI WU, voluntarily resigned on September 1, 2022. **As of May 29, 2023**, there have been no changed in the remaining board members (as summarized in the table below).

Title	After re-election in June 2022 List of directors	May 2023 (Current) List of directors	Has there been any changes
Chairman	Huayang Venture Capital Co., Ltd. Representative: CHIEN-LUNG HSU	Huayang Venture Capital Co., Ltd. Representative: CHIEN-LUNG HSU	No
Director	Yangming Spring Investment Ltd. Representative: HSUAN-FEI CHEN	Yangming Spring Investment Ltd. Representative: HSUAN-FEI CHEN	No (changes in the appointed representative)
Director	Yangming Spring Investment Ltd. Representative: CHI-HSIU PAN	Yangming Spring Investment Ltd. Representative: CHI-HSIU PAN	No (changes in the appointed representative)
Director	Yangming Spring Investment Ltd. Representative: NAI-JUNG CHEN	Yangming Spring Investment Ltd. Representative: NAI-JUNG CHEN	No (changes in the appointed representative)
Director	Songshan Investment Co., Ltd. Representative: KUO-LUN PENG	Songshan Investment Co., Ltd. Representative: KUO-LUN PENG	No
Director	Chen, Yi-Jie	Chen, Yi-Jie	No
Independent Director	Cheng, Yun-Da	Cheng, Yun-Da	No
Independent Director	Shi, Yun-Ting	Shi, Yun-Ting	No

Title	After re-election in June 2022 List of directors	May 2023 (Current) List of directors	Has there been any changes
Independent Director	HSU-HUI WU	Resigned in September, 2022	Yes (Resigned on September 1, 2022)

Corporate shareholder, Yang Ming Spring Investment Co., Ltd., has reappointed representatives multiple times from August 12, 2022 to May 16, 2023 (see attached Table 1 for summary). The most recent reappointment occurred on May 16, 2023 due to the temporary status order and emergency measures taken between the Chairman CHIEN-LUNG HSU and the corporate shareholder, Yang Ming Spring Investment Co., Ltd., in accordance with the civil ruling issued by Taiwan High Court on May 15, 2023 (Kang Keng Yi Tzu No. 15 in 2023). The corporate shareholder as a debtor (i.e., Yang Ming Spring Investment Co., Ltd.) is deemed as express its intention for reappointment after the Chairman CHIEN-LUNG HSU (i.e., the creditor) deposited a guarantee in New Taiwan Dollar in accordance with Article 140, applied mutatis mutandis with Article 130, under the Law of Compulsory Execution. HSUAN-FEI CHEN, CHI-HSIU PAN, and NAI-JUNG CHEN were reappointed as representatives for Yang Ming Spring Investment Co., Ltd. on May 16, 2023 (same as the representatives for directors re-elected at the general shareholders' meeting on June 1, 2022).

Overall, according to the letter No.1110382817 issued by the Financial Supervisory Commission R.O.C. (Taiwan), the calculation of the proportion of changes in directors of publicly traded companies is required when more than one-third of the directors of the corporate shareholders were changed and reappointed. However, upon inspection of the recent changes in registration of Yang Ming Spring Investment Co., Ltd., there has been no occurrence of changes or reappointments for more than one-third of the directors; thus, the change was not included in the calculation of the proportion of changes in directors. The change in the board of directors one year prior to the private placement has been resolved to be 1/9. There have been no incidents of shift or losses in management control due to structural changes in equity one year prior to the private placement as described in Paragraph 3 under Article 4 of the "Directions for Public Companies Conducting Private Placements of Securities".

III. No conclusion has been drawn upon whether private placement would cause a significant change in management control while introducing specific investors

The Company is planning to conduct private placement of common shares after the general shareholders' meeting in 2023. The potential subscribers have not been determined yet, and it is still uncertain whether the strategic investors

introduced through this private placement will obtain a certain number of director seats that could result in a significant change in management control. However, the selection of specific subscribers for the private placement of common shares would comply with Article 43-6 of the Securities and Exchange Act and the regulations set forth in the order No.0910003455(91) issued by the Financial Supervisory Commission on June 13, 2002. The primary consideration for the selection are individuals who have a good understanding of the Company's operations and can be beneficial to the Company's future operations. The private placement is expected to attract the Company's directors and major shareholders, with additional potential subscribers currently under negotiation. The actual selection of subscribers will be carried out in accordance with relevant regulations after the negotiations have been concluded to ensure the selection process for subscribers to be appropriate.

Considering that the Company currently has approximately 78,147 thousand shares outstanding and has accumulated a net loss of TWD \$718,565,175 as of December 31, 2022 in its financial statements audited by CROWN&CO.,CPAs, the Board of Directors has approved the proposal to offset the accumulated losses by reducing capital at the board meeting on May 25, 2023. To improve the financial structure, strengthen the operational capacity, and ensure the future development, the Company plans to reduce the capital by TWD \$390,735,660 to offset accumulated losses and reduce 39,073,566 issued shares. After the capital reduction, the paid-in capital will be TWD \$390,735,660, and there will be a total of 39,073,566 issued shares with a par value of TWD \$10 per share.

The total shares will be approximately 63,073 thousand shares included the issuance of new shares up to 24,000 thousand shares for the proposed private placement. The total number of shares from the private placement is expected to account for approximately 38.05% of the post-placement capital. It is plausible that the subscribers may acquire seats on the board of directors and supervisors of the Company, resulting in a significant change in management control. Therefore, the Company has consulted us for the assessment regarding the necessity and reasonableness of the private placement in accordance with the regulations of "Directions for Public Companies Conducting Private Placements of Securities". However, no specific investors have been confirmed at the moment. Thus, whether introducing specific investors through the private placement will cause a significant change in control remains inconclusive.

IV. Contents of the current private placement plan

In response to the need for additional working capital for future business development, the Company plans to issue new shares for increase in cash capital

through private placement in accordance with Article 7 and Article 43-6 of the Securities Exchange Act, considering the difficulty of obtaining the required funds in the short term through fundraising and issuance of securities as well as the timeliness and convenience of private placement. The issuance of new shares for the private placement would be limited to 24,000 thousand shares and would be conducted in compliance with relevant laws and regulations. The issuance of common shares for the private placement will be carried out in two installments within one year from the date of the resolution at the general shareholders' meeting. The price per share shall not be lower than 80% of the higher value calculated based on the following two reference prices before the Company's pricing date:

1. The simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection with capital reduction.
2. The simple arithmetical average closing price of the ordinary shares of the Company for thirty trading days prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of shares cancelled in connection with capital reduction.

V. Assessment on the necessity and reasonableness of the private placement

(I) Necessity of conducting the private placement

The operating revenue and net profit listed in the consolidated financial statements of Lung Ming Green Energy for the past three years are shown as below:

Unit: NTD thousand			
Item \ Year	2020	2021	2022
Operating revenue	1,633,103	1,618,649	1,317,724
Operating gross profit	144,401	54,406	(114,043)
Operating income (loss) – net	(60,541)	(111,429)	(235,837)
Net income (loss) before tax	(79,662)	(213,719)	(262,487)

Source: Consolidated financial statements audited and reviewed by CPAs.

The above financial information indicates that Lung Ming Green Energy remains in a deficit position. Despite changes in the external environment in recent years, the Company has continued to focus on electromechanical system integration projects. The Company also actively pursues the development of large-scale wind power generation in the green energy industry, aiming to diversify its business while significantly enhancing

its competitive advantage in terms of cost, quality, and technology. However, the diversification process requires substantial capital investments, which has consequently affected the Company's profitability. Improvements in business performance cannot be proven in a short amount of time yet additional capital is needed. Given the Company's current status, it may be difficult to attract investors through an public offering of new shares. Considering that the issuance cost and fundraising process for private placement of common shares are relatively easy, straightforward, time efficient, and more beneficial for the operating arrangement in 2023, the Company has chosen to raise long-term capital through private placement of common shares.

In conclusion, considering the need for timely and convenient fundraising, it is deemed necessary to adopt the private placement approach to promote the long-term operational development for Lung Ming Green Energy.

(II) Reasonableness of conducting the private placement

Lung Ming Green Energy is expected to pass the resolution at the general shareholders' meeting on June 30, 2023 and will provide an explanation of private placement-related matters in the meeting agenda in accordance with Paragraph 6 under Article 43-6 of the Securities and Exchange Act. There shall be no significant abnormal matters.

The purpose of the Company's fundraising is to enhance working capital. The expected benefits include improving financial structure, enhancing operational performance, strengthening the Company's competitiveness, and making positive contributions to the shareholders' interests.

In addition to obtaining long-term stable funding, the private placement includes a restriction on the free transfer of common shares within three years as opposed to a public offering. This limitation ensures a long-term cooperative relationship between the Company and the specific investors introduced, facilitating the Company's growth for medium-term operations in the future. The subscription price for the private placement shall not be lower than 80% of the reference price in accordance with relevant laws and regulations.

In conclusion, we believes that the private placement for Lung Ming Green Energy execution is necessary and reasonable in accordance with the "Directions for Public Companies Conducting Private Placements of Securities."

VI. Necessity and reasonableness of changes in management control due to the private placement

(I) Impact of significant changes in management control on the Company's business, finances, and shareholders' equity

1. Impact on the Company's business

In order to facilitate business development, improve financial structure, and enhance working capital, the Company plans to conduct a private placement to raise funds, aiming to introduce subscribers or strategic investors who can directly or indirectly benefit the Company's future operations and ensuring long-term cooperative relationships between the Company and its investment partners. The collaboration with subscribers or strategic investors is expected to provide positive impacts for the Company's business development and collectively strengthen the Company's overall competitiveness through improvements in industry integration, technological research, and product quality, and expansion or joint development in markets and products.

2. Impact on the Company's finances

The Company plans to limit the issuance of new shares for the private placement to 24,000 thousand shares. The reference price is the simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection with capital reduction, or the simple arithmetical average closing price of the ordinary shares of the Company for thirty trading days prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of shares cancelled in connection with capital reduction. The higher of the two values will be used as the reference for the issuing price of the private placement of common shares, which shall not be lower than 80% of the reference price. The capital raised from the private placement will be used to enhance working capital, strengthen financial structure, or support other capital needs for the Company's long-term development, aiming to improve the Company's overall operational competitiveness. The immediate and effective injection of capital from private placement will have a positive impact on the Company's financial position.

3. Impact on the Company's shareholders' equity

The capital raised from the private placement will be used to enhance working capital, strengthen financial structure, or support other capital needs for the Company's long-term development, providing benefits such as improving the Company's industry position, long-term competitiveness, and financial structure. Furthermore, the private placement will be executed at a subscription price not lower than 80% of the reference price in accordance with relevant laws and regulations. Thus, the impact on shareholders' equity is considerably limited.

(II) The selection for the subscribers and its reasonableness and necessity

The selection of specific subscribers for the private placement of common shares would comply with Article 43-6 of the Securities and Exchange Act and the regulations set forth in the order No.0910003455(91) issued by the Financial Supervisory Commission on June 13, 2002. The primary consideration for the selection are individuals who can provide direct or indirect benefits to the Company. The actual selection of subscribers will be carried out in accordance with relevant regulations after the negotiations have been concluded to ensure the selection process for subscribers to be appropriate.

The purpose of the private placement is to improve the Company's financial structure and effectively expand its business scale, ensuring continuous operational development and protecting the rights and interests of employees and shareholders. The inquiry for the subscribers for the private placement is deemed reasonable and necessary.

(III) Reasonableness of expected benefits from the private placement

The Company will use the capital raised in the private placement to enhance working capital. The expected benefits include improving long-term competitiveness, enhancing financial structure, and reducing interest expenses, which will positively impact the shareholders' equity. If the subscribers being introduced are strategic investors, their capital, experience, or networks are expected to bring in collaboration in terms of technology, knowledge, or market access, leading to strategic cooperative benefits such as increased profitability, improved efficiency, and expanded market size. The overall shareholders' equity of the Company is expected to be enhanced, providing positive contributions to the Company's financial position and shareholders' interests. Given that the capital raised will be used to enhance working capital, the expected benefits are considered reasonable.

Overall, the Company intends to conduct a private placement to raise

funds to enhance working capital, strengthen business structure and competitiveness, and improve overall shareholders' equity. Given the current operational status of the Company and the timeliness and feasibility of the fundraising, it is deemed necessary and reasonable for the Company to issue new shares for increase in cash capital through private placement. The anticipated benefits and the selection of subscribers of the private placement are based on comprehensive considerations of the impact on the Company's business, finances, and shareholders' equity, which is expected to improve the Company's overall business, finances, and shareholders' equity.

Attached table 1

Title	List of directors after re-election in June 2022	August 12, 2022	August 15, 2022	September 1, 2022	November 14, 2022	December 1, 2022	February 1, 2023	March 16, 2023	April 17, 2023	May 11, 2023	May 16, 2023	May 2023 List of directors as of the published date of the report
Chairman	Representative of Hua Yang Venture Capital Co., Ltd.: CHIEN-LUNG HSU	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Representative of Hua Yang Venture Capital Co., Ltd.: CHIEN-LUNG HSU
Director	Representative of Yang Ming Spring Investment Co., Ltd.: HSUAN-FEI CHEN	Reappointed Representative YA-KUEI WEN	Maintained	Maintained	Maintained	Maintained	Reappointed Representative: HSIANG-CHI FANG	Maintained	Reappointed Representative: CHUN-YI YANG	Reappointed Representative: WEI-LIANG HSU	Reappointed Representative: HSUAN-FEI CHEN	Representative of Yang Ming Spring Investment Co., Ltd.: HSUAN-FEI CHEN
Director	Representative of Yang Ming Spring Investment Co., Ltd.: NAI-JUNG CHEN	Maintained	Reappointed Representative CHUN-HUNG LIN	Maintained	Maintained	Maintained	Maintained	Reappointed Representative LAI MEI-CHIH LIN	Maintained	Maintained	Reappointed Representative: NAI-JUNG CHEN	Representative of Yang Ming Spring Investment Co., Ltd.: NAI-JUNG CHEN

Director	Representative of Sung Shan Investment Co., Ltd.: KUO-LUN PENG	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Representative of Sung Shan Investment Co., Ltd.: KUO-LUN PENG
Director	Chen, Yi-Jie	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Chen, Yi-Jie
Director	Representative of Yang Ming Spring Investment Co., Ltd.: CHI-HSIU PAN	Reappointed Representative: WAN-JOU CHANG	Reappointed Representative: CHUN-HSIANG CHEN	Maintained	Reappointed Representative: SHU-HAO SUNG	Reappointed Representative: CHAO-SHENG LIU	Maintained	Maintained	Maintained	Maintained	Reappointed Representative: CHI-HSIU PAN	Representative of Yang Ming Spring Investment Co., Ltd.: CHI-HSIU PAN
Independent Director	Cheng, Yun-Da	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Cheng, Yun-Da
Independent Director	Shi, Yun-Ting	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Maintained	Shi, Yun-Ting
Independent Director	HSU-HUI WU	Maintained	Maintained	Resigned	-	-	-	-	-	-	-	-

Attachment 7.

Lung Ming Green Energy Technology Engineering Co., Ltd. (Originally named: Tung Kai Technology Engineering Co., Ltd.) Issuance and subscription plan for restricted employee stock in 2023

Article I: Purpose

In order to attract and retain the necessary professional talents, motivate employees, and enhance internal cohesion, the Company has established related rules regarding the issuance and subscription plan for restricted employee stock in accordance with the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter referred to as the Offering Guidelines) published by the Financial Supervisory Commission, aiming to generate greater benefits for the Company and its shareholders.

Article II: Applicable parties

The term "employee" as used in this guideline refers to the official full-time employees of the Company.

Article III: Issuance period

The issuance may be carried out at once or in multiple batches depending on actual needs within one year from the receipt date of the effective notification from the regulatory authority. The actual issuance date shall be determined by the Chairman of the Board authorized by the Board of Directors.

Article IV: Total issuance amount

The total issuance amount is TWD \$25,000,000 with a par value of TWD \$10 per share and a total of 2,500,000 shares.

Article V: Eligibility for employees' stock

- I. Official full-time employees of the Company who have been employed as of the grant date of the restricted employee stock.
- II. The employees and the actual number of shares allocated to them through the restricted employee stock will be determined by seniority, job level, work performance, overall contribution, special achievements, or other management-related criteria. The allocations shall be reviewed by the Chairman and submitted to the Board of Directors for approval.
- III. The number of shares allocated to a single employee shall be processed in accordance with the Offering Guidelines.

Article VI: Issuance criteria

- I. Issuance Price: The issuance price shall not exceed TWD \$10 per share and may also be issued free of charge. The actual issuance price will be determined by the resolution of the Board of Directors.
- II. Vesting Criteria: After being granted restricted employee stock, employees

must still be employed by the Company on the completion date of the following vesting periods, have not violated any labor contracts, work rules, or company regulations, and have achieved the performance goals set by the Company for the year prior to the completion as approved by the Chairman. The proportion of vested shares is as follows:

1. Upon completion of one year: 30% vested
2. Upon completion of two years: 30% vested
3. Upon completion of three years: 40% vested

III. Handling of unvested shares:

1. In the event of general resignation from the Company within the vesting period (voluntary resignation, termination, severance, retirement, or death), the employees will lose their vested rights as of the date such event. The Company will repurchase any shares granted but not yet vested at the original subscription price and proceed with cancellation.
2. Employees on unpaid leave during the vesting period could reinstate their rights from the date they resume their position; however, the vesting period shall be extended by the duration of the unpaid leave.
3. In case of death due to work-related accidents or general causes, any unvested restricted employee stock shall be deemed as fully vested as of the date of death. The heir may apply to receive the inherited shares or proceeds from the disposition of the equity interests upon completing the necessary legal procedures and providing relevant documentation.
4. If an employee requests a transfer to a related enterprise or another company (excluding subsidiaries), the restricted employee stock shall be processed in the same manner as "general resignation" in subparagraph 1 of this article. However, if an employee is assigned to a related enterprise or another company due to operational needs at the Company's discretion, the vested restricted employee stock shall not be affected by the transfer.
5. If an employee does not meet the vesting criteria for the current year during the vesting period, the Company may repurchase any unvested shares at the original subscription price and proceed with cancellation.

IV. Shareholding restrictions for employees prior to meeting vesting criteria:

1. Employees may not sell, pledge, transfer, gift, establish, or otherwise dispose of their restricted employee stock before meeting the vesting criteria.
2. Employees may participate in rights offerings, dividend distribution, and subscription for increase in cash capital before meeting the vesting criteria.

3. Employees are not required to deposit rights offerings and dividend received during the vesting period into trust custody.

Article VII: Confidentiality

Employees granted with restricted employee stock shall comply with confidentiality regulations and shall not disclose the number of allocated shares and all related content unless required by laws or regulatory authorities.

If an employee violates these rules and the violation is considered to be significant by the Company, the employee will be disciplined based on the circumstances at the time. The employee will be immediately disqualified to receive any shares granted but not yet vested, and the Company may repurchase the shares at the original subscription price and proceed with cancellation.

Article VIII: Other matters and important agreements

- I. The issuance of restricted employee stock shall be handled through a stock trust custody arrangement. Employees may not request the return of restricted employee stock from the trustee for any reason or by any means before meeting the vesting criteria.
- II. The Company shall have full authority to represent the employees in dealing with the stock trust institution (including but not limited to) for negotiation, signing, amendment, extension, termination, and matters related to the trust property delivery, utilization, and disposal instructions during the period of trust custody for the restricted employee stock.
- III. Employees shall entrust the trust custody institution to exercise the attendance, proposals, speeches, voting rights, and other shareholders' rights at the general shareholders' meetings before meeting the vesting criteria.
- IV. If any subsequent amendments are necessary due to changes in laws and regulations, supervisory requests from regulatory authorities, or changes in objective circumstances after the plan has been approved by the Board of Directors, the Chairman is authorized to amend the plan and later submitted to the Board of Directors for subsequent ratification before issuance, except for cases where approval is required from the general shareholders' meeting in accordance with laws and regulations.

Article IX: Any matters not covered in this plan shall follow relevant laws and regulations.

Appendix 1.

Lung Ming Green Energy Technology Engineering Co., Ltd.

Articles of Incorporation

Chapter I General Rules

Article 1: The Company, in accordance with the regulations of the Company Act, has been organized and officially named as "隆銘綠能科技工程股份有限公司" in Chinese characters. The corresponding English name of the company is "LUNG MING GREEN ENERGY TECHNOLOGY ENGINEERING CO., LTD."

Article 2: The Company's business services are as follows:

1. E502010 Fuel Pipeline Installation Engineering
2. E599010 Piping Engineering.
3. E602011 Refrigeration and Air Conditioning Engineering.
4. E603010 Cable Installation Engineering.
5. E603040 Fire Safety Equipment Installation Engineering.
6. E603050 Automatic Control Equipment Engineering.
7. E603090 Lighting Equipment Installation Engineering.
8. E604010 Mechanical Installation.
9. E701010 Telecommunication Engineering.
10. EZ09010 Electrostatic Protection and Elimination Engineering.
11. F401010 International Trade.
12. E501011 Water Supply Pipe Contractor.
13. E601010 Electrical Equipment Installation.
14. E801010 Interior Decoration.
15. I503010 Landscape and Interior Design Business.
16. J101030 Waste Disposal.
17. J101040 Waste Treatment.
18. J101080 Resource Recycling.
19. J101090 Waste Cleanup.
20. F106010 Wholesale of Hardware.
21. F119010 Wholesale of Electronic Materials.
22. F199010 Wholesale of Recycling Materials.
23. F206010 Retail of Hardware.
24. F219010 Retail of Electronic Materials.
25. H701010 Residents and Buildings Development and Rental Business.
26. H701020 Industrial Plant Development and Rental Business.
27. H703090 Real Estate Trade Business.
28. H703100 Real Estate Rental Business.
29. IG03010 Service Sector of Energy Technology.
30. CC01110 Computer and Peripheral Equipment Manufacturing.
31. I301030 Service Sector of Electronic Information.
32. F118010 Wholesale of Information Software.
33. F218010 Retail of Information Software.

34. I301010 Service Sector of Information Software.
35. I301020 Service Sector of Data Processing.
36. F109070 Wholesale of Cultural, Educational, and Recreational Products.
37. F209060 Retail of Cultural, Educational, and Recreational Products.
38. I401010 Service Sector of General Advertising.
39. J305010 Audio Publishing.
40. D101060 Self-Use Renewable Energy Generation Equipment Business.
41. I103060 Management Consulting.
42. D401010 Heat Supply.
43. EZ99990 Other Engineering.
44. J101060 Wastewater Treatment.
45. I199990 Service Sector of Other Consulting.
46. D101091 Renewable Energy Sales and Distribution.
47. CC01010 Generation, Transmission, and Distribution Machinery Manufacturing.
48. CC01080 Electronic Parts and Components Manufacturing.
49. CC01090 Battery Manufacturing.
50. CB01010 Machinery and Equipment Manufacturing.
51. C801110 Fertilizer Manufacturing.
52. CB01030 Pollution Prevention and Control Equipment Manufacturing.
53. C501010 Timber Business.
54. A202020 Charcoal Business.
55. C501990 Other Wood Product Manufacturing.
56. CZ99990 Unclassified Manufacturing of Other Industrial Products.
57. D101050 Cogeneration Business.
58. F107050 Wholesale of Fertilizer.
59. F111090 Wholesale of Construction Materials.
60. F113100 Wholesale of Pollution Prevention and Control Equipment.
61. J101050 Service Sector of Environmental Testing.
62. J101990 Service Sector of Other Environmental Sanitation and Pollution Control.
63. H701040 Specific Professional Area Development Business.
64. H701050 Investments in the Construction of Public Works Business.
65. H701060 New Towns and New Community Development Business.
66. H701070 Agency Services for Land Acquisition and Urban Redevelopment.
67. H701080 Urban Renewal and Reconstruction Business.
68. H701090 Urban Renewal, Reconstruction, and Maintenance Services.
69. H702010 Construction Management.
70. H703110 Senior Homes Business.
71. H706011 Rental Housing Management Services.
72. H706021 Rental Housing Leasing Services.
73. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company has its headquarters located in Taipei City and if necessary, branches can be established domestically or overseas with the approval of the Board of

Directors.

Article 4: The total amount of investment by The Company in other businesses may exceed forty percent of the company's paid-in capital amount.

Article 5: The Company may act as a guarantor in favor of a third party outside the company for business purpose.

Chapter II Shares

Article 6: The total capital of The Company is set at NT\$3.84 billion, divided into 384 million ordinary shares, with a par value of NT\$10 per share. The Board of Directors is authorized to issue the shares in multiple tranches as required by the company's business needs.

Within the aforementioned total capital, up to NT\$90 million is eligible for the issuance of subscription rights certificates, totaling 9 million shares, with a par value of NT\$10 per share. The Board of Directors is authorized to issue these shares in multiple tranches as required by the company's business needs.

Articles 7: The Company issues registered shares with the authorized signatures/specimen seals of the company's Directors affixed to each stock certificate subject to certification as required by law before issuance. Upon the request of a securities central depository institution, The Company may consolidate the issued shares and replace them with shares of larger denominations. When issuing new shares, The Company may print consolidated stock certificates for the total number of shares issued in that particular round, or may choose to issue shares without physical certificates, provided that they are kept or recorded by a securities central depository institution.

Article 8: The handling of stock affairs by The Company is conducted in accordance with relevant laws and regulations set forth by the regulatory authorities. Furthermore, when necessary, the Board of Directors may pass a resolution to delegate stock affairs to a shareholder services agent duly approved by the regulatory authorities. In cases where stock affairs are entrusted to a shareholder services agent, shareholders should approach the appointed agent for any stock-related matters, rather than directly contacting the company.

Article 9: The transfer of shares shall be suspended by 60 days before General Meeting, or 30 days before Special Meeting, or within 5 days before the Company decides to distribute stock dividends or other benefits.

Chapter III Shareholders' Meeting

Article 10: Shareholders' meetings are divided into two types: general shareholders' meetings and extraordinary shareholders' meetings. A general shareholders' meeting is convened annually within six months after each fiscal year ends. Shareholders must be notified at least thirty days in advance. An extraordinary shareholders' meeting is convened, when necessary. Shareholders must be notified at least fifteen days in advance. The Board of Directors shall call for the sessions of the General Meeting of

Shareholders unless the Company Act otherwise specified. The notice of the shareholders' meeting should include the meeting date, location, and purpose of the meeting.

Article 11: If a shareholder is unable to attend the shareholders' meeting due to circumstances, they should provide a proxy letter issued by the company, specifying the authorized scope of the proxy. In case of multiple proxy letters, the one received first shall prevail, except when the original grantor declares the revocation, which is not subject to this limitation. With the exception of trust institutions, when an individual is entrusted by two or more shareholders, their voting rights as a proxy shall not exceed three percent of the total voting rights represented by the issued shares. Any excess portion of voting rights shall not be counted. Unless otherwise provided in the Company Act, the shareholders' attendance by proxy at shareholders' meetings shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" provided by the competent authority.

Article 12: During a shareholders' meeting, unless otherwise specified by the Company Act, the Chairman of the Board of Directors shall serve as the chairperson. In the event of the Chairman's absence, a director designated by the Chairman shall act as a proxy. If no designation is made, the directors shall mutually elect one person to act as a proxy. When a shareholders' meeting is convened by a person other than the Board of Directors, the convening person shall serve as the chairperson. If there are two or more convening persons, they shall mutually elect one person to serve as the chairperson. The Company's shareholders' meetings are handled in accordance with the "Rules of Procedure for Shareholders' Meetings."

Article 13: Each share held by a shareholder of The Company carries one voting right, unless otherwise specified by the Company Act or our Articles of Incorporation. The shares held by the company itself do not carry any voting rights, in accordance with the law.

Article 14: The resolution reached in the Company's shareholders' meeting, unless otherwise provided for in the related laws, must be approved with the majority votes of the shareholders present that represent a majority shareholdings.

Article 15: All resolutions of the General Meeting of Shareholders shall be kept as minutes of the meeting on record, signed or sealed by the Chairman, and release to all shareholders within 20 days after the meeting. The distribution of the minutes of the meeting mentioned above may be made through public announcement. The content of the minutes of the shareholders' meeting on record shall contain information on the date, month, year, time, venue, number of shares represented by the attending shareholders, name of chairman, the process of discussion, the summary and result, method of resolution, and shall be kept during the entire perpetuity of the company. The attendance register and proxy forms of a shareholders' meeting shall be retained for at least 1 year. If legal action is instituted by shareholders pursuant to Article 189 of the Company Act, the ballots shall be retained until the final ruling of the action.

Chapter IV Board of Directors and Audit Committee

Article 16: The Company has a board of directors consisting of seven to eleven members, and the

number of directors to be appointed is determined by the Board of Directors. Among them, the number of independent directors must not be less than three and should account for at least one-fifth of the total number of directors' seats. The election of directors is carried out by the shareholders' meeting based on the candidate list, and the term of office is three years.

The election of directors follows a candidate nomination system. The acceptance procedure for director nominations, as well as related matters such as announcements, shall be conducted in accordance with the relevant laws and regulations of the Company Act and the Securities and Exchange Act.

The total number of shares held by all directors in the company's registered stock must not be less than a certain percentage, which is calculated according to the regulations set forth in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" issued by the competent authority of securities.

Article 16-1: In accordance with Article 14-4 of the Securities Exchange Act, The Company establishes an Audit Committee to replace the role of supervisors. The Audit Committee consists of all independent directors. From the date of establishment of the Audit Committee, the provisions of the Company Act, Securities Exchange Act, and other laws relating to supervisors shall be applicable to the Audit Committee.

The exercise of powers and responsibilities by the Audit Committee and its members, as well as related matters, shall be carried out in accordance with relevant laws and regulations, and further defined by the Board of Directors.

Article 17: The Company's business policies and other important matters are to be resolved by the Board of Directors. The Board of Directors is organized by the directors, and its exercise of authority shall be in accordance with legal provisions, the articles of incorporation, and resolutions of the shareholders' meeting. The election of the Chairman of the Board shall require the attendance of at least two-thirds of the directors and the affirmative votes of a majority of the attending directors. Similarly, a Vice Chairman may be elected to assist the Chairman, following the same procedure. The Chairman is responsible for all matters internally and represents the Company externally.

Article 18: The Board of Directors is convened by the Chairman of the Board. However, for the first meeting of each term, it shall be convened by the director who received the highest number of votes representing voting rights. The convening of the Board of Directors shall provide a notice stating the agenda at least seven days in advance to all directors. In case of emergency, director meetings may be convened at any time. The Board may call for special session with notice in writing, fax, or e-mail.

Article 19: The Board may convene via teleconferencing and the Directors participating in the teleconference shall be deemed attending the Board session in person.

Article 20: If a director is unable to attend a Board meeting due to reasons, they may issue a power of attorney specifying the scope of authority and appoint another director as a proxy to attend the meeting on their behalf. However, one director can only act as a proxy for one other director.

Article 21: During Board meetings, the Chairman of the Board serves as the presiding officer. In the absence of the Chairman or the Chairman cannot perform its duties, the Vice

Chairman shall act on behalf of and in the name of the Chairman to preside over the meeting. In the absence of the Vice Chairman or where the Vice Chairman cannot perform his duties, the Chairman shall appoint an agent to preside over the meeting, or, the Directors shall nominate one among themselves to preside over the meeting.

Article 22: Unless the Company Act or the articles of incorporation specifies otherwise, resolutions of the Board may be made by a session with the presence of at least half of the seats of Directors and by a simple majority of these Directors.

Articles 23: The authority granted to the Chairman of the Board during the adjournment of Board meetings shall be specific and explicit, without general authorization. Matters involving significant interests of the company still require approval by the Board.

Article 24: (The Article is Deleted)

Article 25: In the event that one-third of the director positions are vacant or all independent directors are removed, the Board shall convene a special shareholders' meeting within sixty days to fill the vacancies or appoint new directors.

Article 26:

When directors carry out the business of the company, regardless of the company's profitability, the company may provide compensation. The Board of Directors is authorized to determine the compensation standards based on the level of involvement of each director in the company's operations and taking into account industry norms.

Article 27: The Company may purchase liability insurance to cover the directors' liability for damages incurred during their term of office in accordance with the scope of their business responsibilities and legal obligations.

Chapter V Managers

Article 28:

The company may appoint several executives, and the appointment, dismissal, and remuneration of executives shall be conducted by the Board of Directors, subject to the presence of a majority of directors and the approval of a majority of directors present, unless otherwise provided by relevant laws or the Articles of Incorporation.

Chapter VI Accounting

Article 29: The Company's fiscal year is from January 1 to December 31. At the end of the fiscal year, the Board shall prepare the following reports and submit them to the General Meeting for approval.

1. Business report
2. Financial statements
3. Proposal for earnings distribution or loss supplement

Article 30: Annual profits concluded by the Company shall be subject to employee remuneration

from 1% to 8%; in addition, directors' remuneration may be provided up to 5% of annual profit. However, when the company has accumulated losses, it should first reserve an amount for offsetting the losses and then allocate employee and director remuneration in proportion to the aforementioned requirement.

The employee remuneration mentioned above may be provided in the form of stocks or cash, subject to the decision of the Board of Directors and reporting to the Shareholders' Meeting.

In each fiscal year, after deducting income tax in accordance with the law, The Company should first offset any accumulated losses from previous years with the surplus. If there is still a remaining balance, 10% should be allocated to the legal reserve until the legal reserve reaches the amount of the company's paid-in capital. Any additional balance should be allocated or transferred to the special reserve in accordance with laws and regulations. If there is still a surplus, together with undistributed profits from previous years, the Board of Directors shall propose a profit distribution plan based on the company's situation and submit it for resolution at the Shareholders' Meeting.

Article 31: In the retained shares distribution plan for each fiscal year, the method of distributing dividends and profit distribution to shareholders may involve offering of new shares and distributing cash. The specific proportion of each method shall be determined and planned by the Board of Directors based on actual needs. However, the amount distributed through the cash dividend method shall not be less than 20% of the total amount of proposed dividends for the year. If the calculated cash dividend per share based on the aforementioned minimum percentage is less than NT\$0.5, the Board of Directors may, at its discretion and based on the prevailing circumstances, adjust the distribution method, and it will not be subject to the aforementioned minimum percentage requirement for cash dividend distribution.

Article 32: The recipients of the distribution of employee remuneration in The Company may include not only employees of the company itself but also employees of subsidiary companies who meet certain conditions. The Board of Directors has the authority to determine the conditions and distribution methods for the aforementioned employees to receive employee remuneration

Chapter VII Bylaw

Article 33: The Company's Articles of Incorporation and enforcement rules are stipulated separately by the Board of Directors.

Article 34: Matters that are not addressed in the Articles of Incorporation are to be governed in accordance with the Company Law and other relevant laws and regulations.

Article 35: Instituted on December 29, 1995.

The 1st amendment was on February 25, 1998.

The 2nd amendment was on June 25, 1998.

The 3rd amendment was on October 28, 1998.

The 4th amendment was on June 1, 1999.

The 5th amendment was on May 6, 1999.

The 6th amendment was on May 15, 2001.

The 7th amendment was on May 15, 2001.

The 8th amendment was on February 6, 2002.
The 9th amendment was on June 29, 2005.
The 10th amendment was on June 14, 2006.
The 11th amendment was on June 21, 2007.
The 12th amendment was on June 13, 2008.
The 13th amendment was on June 19, 2009.
The 14th amendment was on June 18, 2010.
The 15th amendment was on June 17, 2011.
The 16th amendment was on June 28, 2012.
The 17th amendment was on June 11, 2015.
The 18th amendment was on June 23, 2016.
The 19th amendment was on March 2, 2018.
The 20th amendment was on June 8, 2018.
The 21st amendment was on June 25, 2019.
The 22nd amendment was on June 24, 2020.
The 23rd amendment was on June 1, 2022.
The 24th amendment was on July 27, 2022.

Appendix 2.

Lung Ming Green Energy Technology Engineering Co., Ltd. Rules of Procedure for Shareholders' Meetings

As amended by the Shareholders' Meeting on June 23, 2016

Article 1: Unless otherwise provided by law or regulation, the shareholders' meetings of the Company shall be conducted in accordance with these Rules.

Article 2: The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

Article 3: An attendance register shall be furnished at the shareholders' meeting for the attending shareholders to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The attendees' shareholding is calculated in accordance with the attendance register or the attendance cards collected.

Article 4: Attendance and voting at shareholders' meetings shall be calculated based on numbers of shares.

Article 5: If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair. If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 6: The Company may appoint its attorneys, certified public accountants or related persons retained by it, and the persons in charge of the Company's finance and business or related persons to attend a shareholders' meeting

in a non-voting capacity.

Articles 7: The service personnel for the shareholders' meeting shall wear identification badges or armbands.

Article 8: Proceedings of a shareholders' meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for at least one year.

Article 9: The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. A pseudo-resolution could be reached in accordance with Article 175 Section 1 of the Company Law if there are insufficient attendees to attend the meeting after two meeting postponements that represent more than one thirds of shareholders. After a tentative resolution is made, when, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10: If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The above provisions apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the above meeting agenda (including extraordinary motions), except by a resolution of the shareholders' meeting. After the chair declares the meeting adjourned, shareholders shall not elect another chair to hold another meeting at the same place or at any other place. If the chair declares the meeting adjourned in violation of the rules of procedure, the attending shareholders may elect a new chair by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

Article 11: The legal person entrusted to attend the shareholders' meeting is entitled

to appoint only one person. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 12: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number, and account name. The order in which shareholders speak will be set by the chair.

Article 13: The attending shareholders who present a statement slip but do not speak shall be deemed as not speaking. The content of the speech shall prevail if it is inconsistent with the statement slip.

Article 14: The speech of the attending shareholders may not be interrupted by other shareholders, unless otherwise with the consent of the chairman and the speaking shareholder. The chairman must stop the offender from speaking.

Article 15: Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Article 16: After an attending shareholder has spoken, chair may respond in person or designate relevant personnel to respond.

Article 17: When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 18: Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The results of the voting on shareholders' meeting proposals shall be announced on-site at the meeting, and a record made of the vote.

Article 19: Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the

attending shareholders. The Chairman is to consult the motion ready for balloting with the attendees at the meeting and it is deemed as having been passed if there are no objections raised.

Article 20: When there is an amendment or an alternative to a proposal and it is not presented together with the original proposal, the chair shall decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 21: When a meeting is in progress, the chair may announce a break based on time considerations.

Article 22: If the topics or activities listed in the shareholders' meeting agenda cannot be fully covered in a meeting session, a resolution may be adopted at the shareholders' meeting to resume the meeting within five days, and no meeting notices and public announcements shall be required.

Articles 23: The chair may direct the marshals (or security guards) to help maintain order at the meeting place. The marshals (or security guards) at the meeting venue assisting with maintenance of order shall wear armbands marked "Marshal."

Article 24: These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 3.

Lung Ming Green Energy Technology Engineering Co., Ltd. Rules Governing the Election of Directors

Article 1: Except as otherwise provided by law and regulation or by the Company's Articles of Incorporation, elections of directors shall be conducted in accordance with these Rules.

Article 2: The open-ballot cumulative voting method shall be used for election of the directors at the Company. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 3: Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

The candidates nomination system shall be adopted for election of the directors of the Company in accordance with the provisions of Article 192-1 of the Company Act. The Company's independent and non-independent directors shall be elected at the same time, but in separately calculated numbers.

Article 4: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Shareholders attending the election may only enter one candidate in each ballot.

In the election of directors of the Company, shareholders may elect to exercise their voting rights electronically or on site. However, no separate ballot papers shall be issued for those who exercise their voting rights electronically.

Shareholders exercising their voting rights electronically in the preceding paragraph shall do so on the electronic voting platform designated by the Company.

Article 5: Director candidates shall be persons with capacity to make juridical acts. If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-

shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

Article 6: Before the election begins, the chair shall appoint persons to perform the respective duties of vote monitoring and counting personnel, provided that all monitoring personnel shall be shareholders of the Company.

Article 7: The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 8: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair or emcee on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If legal action is instituted by shareholders pursuant to Article 189 of the Company Act, the ballots shall be retained until the final ruling of the action.

Article 9: A ballot is invalid under any of the following circumstances:

- I. The ballot prepared uniformly by the board of directors for the election is not used.
- II. A blank ballot is placed in the ballot box.
- III. Neither account name of the candidate nor shareholder account number (or identity card number) is entered.
- IV. The writing is unclear and indecipherable or has been altered.
- V. Two or more candidates are entered in the same ballot.

VI. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.

VII. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number).

Article 10: Within the limit on the number of directors as specified in the Articles of Incorporation of the Company, the candidates receiving ballots representing the highest numbers of voting rights will be elected sequentially as non-independent directors and independent directors according to the number of directors to be re-elected, additionally elected, or by-elected as resolved by the shareholders' meeting. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 11: After review and verification, the personal information of the elected directors does not match, or the election is invalid in accordance with relevant laws and regulations.

Article 12: Any matters not provided for in these Rules shall be governed by the Company Act, the Company's Articles of Incorporation, and relevant laws and regulations.

Article 13: These Rules, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.

Appendix 4.

Lung Ming Green Energy Technology Engineering Co., Ltd.

(Originally named: Tung Kai Technology Engineering Co., Ltd.)

Shareholdings of all directors as of the book-closure date for the shareholders' meeting

Date: May 2, 2023

Title	Name or title	No. of shares held	
		Number of shares	% to the total issued shares
Chairman	Huayang Venture Capital Co., Ltd. Representative: Hsu, Chin-Lung	114,000	0.15%
Director	Chen, Yi-Jie	604,445	0.77%
Director	Yangming Spring Investment Ltd. Representative: Liu, Chao-Sheng (Note)	2,055,888	2.63%
Director	Yangming Spring Investment Ltd. Representative: Yang, Chun-Yi (Note)		
Director	Yangming Spring Investment Ltd. Representative: Lin-Lai Mei-Chih (Note)		
Director	Songshan Investment Co., Ltd. Representative: Peng, Kuo-Lun	1,399,999	1.79%
Total shareholding of all directors other than the independent directors		4,174,332	5.34%
Independent Director	Cheng, Yun-Da	0	0.00%
Independent Director	Shi, Yun-Ting	0	0.00%
Total of all directors		4,174,332	5.34%

Note: On May 15, 2023, the Company received a civil ruling from the Taiwan High Court that the corporate representatives of Yangming Spring, Liu Chao-Sheng, Yang, Chun-Yi, and Lin-Lai Mei-Chih, should be reassigned to Chen, Rei-Fei, Pan, Chi-Hsiu, and Chen, Nai-Rong as the Company's corporate representative directors.

The total issued shares of the Company: 78,147,132 shares

Minimum statutory shareholding required for all directors 6,251,770 shares