



隆大營建事業股份有限公司

LONG DA CONSTRUCTION & DEVELOPMENT CORPORATION

**Reference materials for various proposals at the  
2024 Annual General Meeting of Shareholders**

# Reports

## Proposal 1

Proposal: The Company's 2023 Business Report

Description: For the 2023 Business Report, see Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 1 on page 9.

## Proposal 2

Proposal: The Audit Committee's review report on the Company's statements for 2023

Description: The Company's 2023 statements have been reviewed by the Audit Committee and the Audit Committee has issued a review report. Please refer to Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 2 on page 10.

## Proposal 3

Proposal: Distribution of employee remunerations and director remunerations in 2023

Description:

- I. According to Article 27 of the Articles of Incorporation of the Company: If the Company shows profits in the annual settlement, the losses should be compensated first. If there is still a surplus, 2% to 4% of the remainder should be allocated for employee remuneration and no more than 4% of directors' remuneration should be allocated.
- II. After deliberation by the Remuneration Committee and the Board of Directors, the allocation of employee compensation and directors' compensation for 2023 is as follows:
  1. Employee remunerations 4%: NT\$42,426,098, distributed in cash.
  2. Director remunerations 4%: NT\$42,426,098, distributed in cash.

#### Proposal 4

Proposal: Report on distribution of cash dividends for 2023.

Description:

- I. According to Article 27-1, Paragraph 3 of the Articles of Incorporation of the Company: The Board of Directors is authorized to distribute all or part of the dividends and bonuses in cash by special resolution and report to the shareholders' meeting.
- II. The Company resolved on March 11, 2024, to distribute cash dividends of about NT\$2.2 per share, totaling NT\$482,233,796. This distribution of cash dividends is made by use of the distribution ratio to the dollar (NT\$), rounded down to the dollar, and the total amount of the fraction of the dollar is distributed and transferred to other income of the Company.
- III. The proposal has been approved by the Board of Directors and the Board of Directors has been authorized to set another ex-dividend base date and process dividend distribution matters. If the dividend ratio changes due to subsequent changes in the number of outstanding shares of the Company, the Chairman is also authorized to handle relevant matters.

#### Proposal 5

Proposal: Report on the amendment to the "Rule and Procedure of Board of Directors Meeting".

Description: Pursuant to the provisions of the Company Act and the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, some articles of the Company's "Rule and Procedure of Board of Directors Meeting" are amended. For the comparison table of existing and amended articles, see Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 6 on page30.

## **Ratifications**

Proposal 1 (Submitted by the Board of Directors)

Proposal: The 2023 business report, financial statements and earnings distribution are hereby submitted for approval.

Description:

- I. The Company's 2023 financial statements have been reviewed by accountants Fang-Wen Lee and Calvin Chen from Ernst & Young.
- II. Please refer to Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 1 on page 9 and Attachments 3, 4 and 5 on pages 11 to 29 for the Company's 2023 business report, auditor's report, financial statements mentioned above and earnings distribution table.

Resolution:

## **Discussions**

### Proposal 1 (Submitted by the Board of Directors)

**Proposal:** Amendments to parts of the “Articles of Incorporation” are hereby submitted for resolution.

**Description:** In order to disclose the Company’s concrete and precise policy on dividends for investors’ easy access to relevant information, the Articles of Incorporation have been revised. Please refer to Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 7 on page 33 for the Comparison Table of the “Articles of Incorporation” Before and After Revision.

**Resolution:**

### Proposal 2 (Submitted by the Board of Directors)

**Proposal:** Amendments to Rules for Shareholders' Meetings are hereby submitted for resolution.

**Description:** Pursuant to the provisions under Article 172-2 of the Company Act, the Rules for Shareholders' Meetings are amended. Please see Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 8 on page 35 for the comparison table.

**Resolution:**

# Elections

Proposal 1 (Submitted by the Board of Directors)

Proposal: Election of the 17th term of directors is hereby submitted for election.

Description:

- I. The term of office of the current directors (including independent directors) of the Company expires on July 5, 2024. According to the company's Articles of Incorporation, the Board shall be fully re-elected at the annual meeting of shareholders.
- II. According to the Company's Articles of Incorporation, 7 directors (including 3 independent directors) are to be elected this time for a term of 3 years, from May 31, 2024 to May 30, 2027. Current directors shall be deemed as dismissed early.
- III. The election of directors (including independent directors) of the company adopts a candidate nomination system. The candidate qualifications for directors (including independent directors) have been reviewed and approved by the Company's Board of Directors on March 11, 2024. For the list of names, education, experience, and shareholdings of candidates for directors (including independent directors), please refer to Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 9 on page 39.

Election result:

## **Other Agenda**

Proposal 1 (Submitted by the Board of Directors)

Proposal: Proposal for the release of the non-competition restriction for new directors (including independent directors) and the juridical persons they represent. It is proposed for discussion.

Description:

- I. According to Article 209 of the Company Act: Handled in accordance with the regulation “directors are required to explain to shareholders and obtain permission before conducting business activities within the scope of the Company’s business for themselves or for others”.
- II. Due to the Company's business needs, the annual meeting of shareholders is requested to approve the removal of new directors (if elected) after this re-election from the restrictions on non-competition. For details on directors who have been removed from the restrictions on non-competition, please refer to Meeting Manual for the 2024 Annual Meeting of Shareholders Attachment 10 on page 41.

Resolution:

## **Special Motions**