

# **Redwood Group Ltd**

## **Procedure of 2025 Annual General Meeting**

- I. Call the Meeting to Order
- II. Chairman's Remarks
- III. Report Items
- IV. Proposed Resolutions
- V. Discussion Items
- VI. Elections
- VII. Special Motions
- VIII. Adjournment



# **Redwood Group Ltd**

## **Meeting Agenda of 2025 Annual General Meeting**

- I. Time: 9:00 a.m., Thursday, May 29, 2025
- II. Venue: Third-floor meeting room at the New Taipei Industrial Park Service Center (No. 95, Wugong Road, Xinzhuang District, New Taipei City)
- III. Shareholders meeting will be held by means of physical shareholders meeting.
- IV. Call the meeting to order.
- V. Chairman's remarks
- VI. Report items
  - (I) 2024 annual business report.
  - (II) Audit Committee's approval and audit report for 2024.
- VII. Proposed resolutions
  - (I) To adopt the 2024 annual financial statements.
  - (II) To adopt the 2024 earnings distribution.
- VIII. Discussion items  
Amendments to certain articles within the Company's "Articles of Incorporation".
- IX. Elections  
Election of the Company's sixth-term Directors (including Independent Directors).
- X. Special motions
- XI. Adjournment

## Report Items

Item 1 Proposed by the Board of Directors

Subject: To approve the 2024 business report.

Explanation: Please refer to Attachment I (P.8) of the Meeting Agenda.

Item 2 Proposed by the Board of Directors

Subject: To approve the Audit Committee's approval and audit report for 2024.

Explanation: Please refer to Attachment II (P.11) of the Meeting Agenda.

Item 3 Proposed by the Board of Directors

Subject: To approve the amendments of certain articles within the Company's "Rules of Procedure for the Board of Directors' Meetings."

Explanation: Please refer to Attachment III (P.12) of the Meeting Agenda.

## Proposed Resolutions

Item 1 Proposed by the Board of Directors

Subject: To adopt the 2024 annual financial statements.

Explanation: The Company's 2024 annual financial statements were audited by the Certified Public Accountants (CPAs) of Deloitte Taiwan, Li-huang Lee and Tsung-yuan Tsai. Relevant reports were reviewed by the Audit Committee and approved by a resolution by the Board of Directors. Please refer to Attachment III (P.12) of the Meeting Agenda.

Resolution:

Item 2 Proposed by the Board of Directors

Subject: To adopt the 2024 earnings distribution.

Explanation:

1. The Company's consolidated net income after tax in 2024 was NT\$252,695,811, add reversal of special reserve (including adjustment to accommodate exchange differences in the financial statements of foreign operations) NT\$104,530,742, and deduct special reserve of NT\$12,634,788, the available distribution surplus was NT\$481,676,561. Please refer to Attachment IV (P.22) for the earnings distribution table.
2. The cash dividend ex-dividend base date, payment date and other related matters will be approved by the shareholders' meeting, then authorize the Chairman of the board to formulate it.
3. For the current cash dividend distribution, the dividend will be calculated to the amount of one whole NTD. and any decimal point below one NTD will be rounded down. Less than one NTD will be transferred to other income of the company. Subsequently, if changes occur to the Company's share capital, affecting the number of shares outstanding, leading to

adjustments to the rate of shareholders' dividend distribution, the Company proposes to delegate the Chairman with all competent authority to handle related matters. In addition, the Company also proposes to delegate the Chairman to establish related matters, including setting an ex-dividend date.

Resolution:



## Discussion Items

- Item 1 Proposed by the Board of Directors
- Subject: To approve the amendments of certain articles within the Company's "Articles of Incorporation."
- Explanation: In line with changes in laws and regulations, it is proposed to amend the Company's "Articles of Incorporation." Please refer to Attachment V (P.22) of the Meeting Agenda for a comparison table of amendments.
- Resolution:

## **Elections**

- Item 1 Proposed by the Board of Directors
- Subject: To elect the Company's sixth-term Directors (including Independent Directors).
- Explanation:
1. The tenure of the Company's fifth-term Directors and Independent Directors is to expire on June 26, 2025. However, to accommodate the convention of 2025 Annual General Meeting, it is proposed to expire the term of outgoing Directors after the election which is to be held during the meeting on May 29, 2025.
  2. According to the securities acts and regulations of the Republic of China as well as Articles 23 and 25 of the Company's Articles of Incorporation, the Company shall have at least five (5) Directors, among which, at least three (3) shall be Independent Directors. Both Directors and Independent Directors are to serve a term of three years. They are elected from shareholders with legal capacity and are eligible for re-election.
  3. The Audit Committee is established in accordance with the securities acts and regulations of the Republic of China and Article 38 of the Company's Articles of Incorporation. This new term of the Audit Committee comprises all newly-elected Independent Directors. Its exercise of power shall comply with the securities acts and regulations of the Republic of China and the Company's Articles of Incorporation.

4. The tenure of the Company's fifth-term Directors and Independent Directors will expire immediately after the tenure of new Directors and Independent Directors elected in the Annual General Meeting on May 29, 2025 commences.
5. Matters pertaining to the election of the sixth-term Directors and Independent Directors:
  - (1) Proposed number of seats: A total of five (5) Directors, including three (3) Independent Directors.
  - (2) Tenure: Three years. It commences immediately after the election in the Annual General Meeting on May 29, 2025 and expires on May 28, 2028. Directors and Independent Directors are eligible for re-election.
6. In compliance with the securities acts and regulations of the Republic of China and Article 25.2 of the Company's Articles of Incorporation, the election of directors (including independent directors) adopts the candidate nomination system. Shareholders shall elect from the list of Directors (include independent directors) candidates announced before the Annual General Meeting. Please refer to Attachment VI (P.26) of the Meeting Agenda for candidates' education, work experience, and other relevant information.

Election results:

## **Special Motions**

## **Adjournment**

