



Stock Code : 3593

Logah Technology Corporation

Meeting Notice for Annual Shareholders' Meeting

The 2022 Annual Shareholders' Meeting will start from 9am on June 16, 2022 at No. 15, Lane 62, Caigong 1st Road, Zuoying District, Kaohsiung City (the Company's Meeting Room No. 1).

I. The agenda for the Meeting is as follows:

1. Report items:

- (1) 2021 Business Report.
- (2) 2021 Audit Committee's Review Report.
- (3) Implementation of the deficiency improvement measures regarding the lending from the subsidiary Leyang Investment to Suzhou Longdeng Electronic Technology Co., Ltd.

2. Ratification items:

- (1) 2021 Business Report and Financial Statements
- (2) 2021 Appropriation for Loss Offsetting

3. Discussion items:

- (1) Amendment to the Company's Articles of Incorporation
- (2) Amendment to the Company's Rules of Procedure for Shareholders' Meetings
- (3) Amendment to the Company's Procedures for Asset Acquisitions or Disposals
- (4) Issuance of ordinary shares via private placement

4. Extempore motion

II. Please refer to the explanations on the behind for the Company's issuance of ordinary shares via private placement.

III. The main contents required by Article 172 of the Company are available on the Market Observation Post System (<http://mops.twse.com.tw>).

IV. An attendance notice and a proxy are attached. If you would like to attend in person, please kindly sign or affix a seal on the attendance notice (no need to send it back) and bring this to the venue on the day for sign-in. If you authorize a representative to attend, please sign or affix a seal on the proxy, fill in the name and the address of the representative and send it to our shareholder service agent, Transfer Agency Department of CTBC Bank. The proxy should arrive five days before the meeting, so that attendance cards can be sent to the authorized representatives.

V. The Company will produce and publish on May 16, 2022 the summary table of the shareholders soliciting proxies via the Securities & Futures Institute's website.

Investors can inquire the data by visiting the website <https://free.sfi.org.tw> and enter the details into Free Inquiry System for Proxies.

- VI. Voting rights may be exercised by electronic means for this shareholders' meeting. The exercise period starts from May 17, 2022 to June 13, 2022. Please kindly visit the shareholders' meeting e-voting platform operated by Taiwan Depository & Clearing Corporation at <https://www.stockvote.com.tw> and follow the instructions.
- VII. The tally and validation of proxies for this shareholders' meeting are processed by CHINATRUST COMMETRIAL BANK TRANSFER AGENCY DEPARTMENT.
- VIII. Please kindly proceed as abovementioned.

Board of Directors
Logah Technology Corp.

Key contents of the issuance of ordinary shares via private placement

- I. To expand businesses, repay debts or to fund the Company's other future development needs (including but not limited to working capital enhancement), the Company intends to raise capital by issuing ordinary shares via private placement in accordance with Article 43-6 of the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities.
- II. The issuance is structured as follows according to Article 43-6 of the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities:
 - (I) Basis and reasonableness of pricing
 1. The reference price is the higher of the following two base prices:
 - (1) Simple arithmetic mean of the ordinary share closing prices of one trading day, three trading days or five trading days before the pricing day, less ex-right of bonus shares and cash dividends, and adding reverse ex-right due to capital reduction
 - (2) Simple arithmetic mean of the ordinary share closing prices of thirty trading days before the pricing day, less ex-right of bonus shares and cash dividends, and adding reverse ex-right due to capital reduction
 2. The issuing price of this private placement shall be based on no lower than 80% of the reference price. The shareholders' meeting is requested to authorize the Board of Directors to determine the pricing according to market circumstances, general conditions and the aforesaid regulatory requirements.
 3. To cope with market changes and to consider the Company's operational stability and financial structure safety, it may be necessary to issue ordinary shares below the face value for this private placement. Pricing is based on the regulatory requirements and reflective of market conditions and hence should be necessary and reasonable. In case of accumulated losses caused by the actual price in this private placement lower than the face value of the shares based on the aforesaid pricing method, the Company plans to offset these losses via capital reduction or with earnings or capital surplus, depending on operational and market conditions.
 4. As the pricing for this private placement is based on relevant rules set forth by the competent authority, the pricing method should be reasonable.
 5. The actual pricing date shall be set by the Board of Directors under authorization, depending on the situation of contacting specific persons.
 - (II) Method of selecting specific persons

This private placement of ordinary shares selects specific persons who are qualified by Article 43-6 of the Securities and Exchange Act and limited to strategic investors. The Company will assess and select specific persons based on the principle of no material change in management. However, no specific places have been determined to date. The shareholders' meeting is requested to authorize the Board of Directors with full discretion in matters associated with the determination of specific persons.
 - (III) Reason for the necessity of the private placement
 1. Reason for not conducting a public offering: This is in consideration of the capital market

conditions, timeliness, feasibility and issuance cost of capital raising, and the actual requirement of introducing strategic investors. The restrictions on free transfer of privately placed marketable shares within three years can ensure the long-standing and stable cooperation between the Company and the strategic investors. Hence, no public offering is adopted and the shareholders' meeting is requested to authorize the Board of Directors to conduct the rights issue via private placement.

2. Maximum number of shares for the private placement: The maximum number of shares is 40,000 thousand shares, at a face value of NT\$10 per share. The maximum total in the face value is NT\$400,000 thousand. The total proceeds depends on the finalized pricing for the private placement. The shareholders' meeting is requested to authorize the Board of Directors to conduct the private place in one tranche within one year after the resolution from the shareholders' meeting.

3. Use of proceeds and expected benefits

The proceeds will be used for business expansion, debt repayments, or the Company's other future developments (including but not limited to working capital enhancement).

The expected benefits are business expansion, financial structure improvement and market competitiveness strengthening.

III. Rights and obligations associated with this private placement of marketable securities: Except for the transfer subject to Article 43-8 of the Securities and Exchange Act within three years after delivery, the ordinary shares of this private placement will have the same rights and obligations with the Company's issued ordinary shares. It is planned that the Board of Directors shall be authorized to conduct a public offering and listing of the privately placed shares by applying to the competent authority, in accordance with the Securities and Exchange Act and relevant regulations, after three years of the delivery of the privately placed shares.

IV. There was no material change to management within one year before the Board of Directors resolved on the conducting of this private placement.

V. Except for the pricing percentage compared to the reference price, the key contents of this private placement such as the actual pricing date, number of shares issued, issuance conditions, project items, amount to be raised, expected progress and expected potential benefits and other matters in relation to the issuance plan are intended to be authorized to the Board of Directors, with approval from the shareholders' meeting, to adjust, decide and proceed depending on market conditions and without breaching the principles and scope explained in this proposal. In need of changes due to regulatory amendments, instructions from the competent authority, operational assessments or requirements from the macro environment in the future, the shareholders' meeting is requested to authorize the Board of Directors with full discretion for handling without breaching the principles and scope explained in this proposal.

VI. To conduct this rights issue by issuing ordinary shares via private placement, the Company's Chairman or his designated representatives are authorized with full discretion for handling and to represent the Company to sign all the contracts and documents in relation to the private placement of ordinary shares.

VII. Independent directors have no objections or reserved opinions

VIII. This proposal was reviewed and approved by the 14th meeting of the 4th Audit Committee.

IX. For any inquiry about this private placement, please visit the Market Observation Post System's website at <http://mops.twse.com.tw/mops/web/t116sb01> and our Company's website at [http://www.logah.com/Investors/Shareholders' - meeting-information/](http://www.logah.com/Investors/Shareholders%20meeting-information/) ◦