

Stock Code : 2542



Highwealth Construction Corporation

## 2020 Annual Shareholders' Meeting Agenda

Time of shareholders' meeting: June 10, 2020  
Place of shareholders' meeting: No.8 Zhifu Rd, Jhongshan  
District, Taipei City (Serendipity Lounge, Dazhi Denwell Hotel)

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**Highwealth Construction Corporation**  
**Procedures of 2020 Annual Shareholders' Meeting**

- I. Call Meeting to Order
- II. Chairman's Address
- III. Report Items
- IV. Proposals for Acceptance and Approval
- V. Discussion Items
- VI. Election Matters
- VII. Other Proposals
- VIII. Extemporaneous Motions
- IX. Adjournment

# **Highwealth Construction Corporation**

## **Agenda of 2020 Annual Shareholders' Meeting**

**Time:** June 10, 2020 (Wednesday) at 9:00 a.m.

**Location:** No.8 Zhifu Rd, Jhongshan District, Taipei City  
(Serendipity Lounge, Dazhi Denwell Hotel)

### **I. Call Meeting to Order**

### **II. Chairman's Address**

### **III. Report Items**

- (I) Business Report of 2019.
- (II) Final Statement Report of Audit Committee reviewing the Company of 2019.
- (III) Compensation Distribution for Employees and Directors of 2019.
- (IV) Distribution of Cash Dividends from Retained Earnings of 2019.
- (V) Report on Operating Condition of Endorsement and Guarantee of 2019.
- (VI) Report on Offering and Issuance Status of Corporate Bonds.
- (VII) Report on the Amendment to the Ethical Corporate Management Best Practice Principles.
- (VIII) Report on the Establishment of the Procedures for Ethical Management and Guidelines for Conduct.

### **IV. Proposals for Acceptance and Approval**

- (I) Business Report and Financial Statements of 2019.
- (II) Appropriation of 2019 earnings.

### **V. Discussion Items**

- (I) 2019 Capital Increase from Retained Earnings and Issuance of New Stocks.
- (II) Amendment of partial articles of Articles of Incorporation.
- (III) Amendment of partial articles of the Rules of Procedure for Shareholders' Meetings.

### **VI. Election Matters**

Re-election of all the Directors of the Company.

### **VII. Other Proposals**

Proposal for the Release on Prohibition of Newly Elected Directors and their Representatives Working in Competing Companies.

### **VIII. Extemporary Motions**

### **IX. Adjournment**

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## **Report Items**

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### **Report Item I**

Proposal: The Company's annual Business Report of 2019 shall be submitted to the Board of Directors and Shareholders.

Explanation: The Company's Business Report of 2019 and Business Prospect of 2019 shall be submitted to the Board of Directors and Shareholders.

Please refer to the Business Report

# Highwealth Construction Corporation Business Report



Hello, ladies and gentlemen:

On behalf of all my colleagues in Highwealth Construction Corporation, I would like to thank all shareholders again for your support and care over the past year!

2019 marks the 50<sup>th</sup> anniversary of the first humans landing on the Moon. Humans have always gazed into the vast sky and dreamed about being astronauts in the cosmos. However, the ecology system of the Earth, we relied on, is suffering from extreme climate and our environmental health has been challenged. 2019 also celebrates 30<sup>th</sup> anniversary of the fall of the Berlin Wall. On the other hand, Europe is facing new split. Brexit is like a sitcom hard to expect its scenario. In addition, the sustained US-China trade war shocked the world came along with Hong Kong Anti-Extradition Movement, affecting the sensitive nerve of the money investment in the Mainland, Taiwan and Hong Kong; in Taiwan, in respond to the trend of Global Anti-Tax Avoidance CRS, the Legislative Yuan proposed “Special Act Promoting Foreign Fund Investment in Taiwan”. Hence, the willingness for return of funds from Taiwanese business increased. According to the data issued by the Directorate General of Budget, Accounting and Statistics, the exceeding deposit around Taiwan has make a breakthrough of 200 billion NT dollars for consecutive five years. As a result, it shows that the current funds in the market is abundant. The real estate will become purchase-money target.

In 2020, US-China conflict, deceleration of China’s economic and risk distribution awareness raised by coronavirus have accelerated the removal of foreign funds from China, people and funds from Taiwanese businessman return to Taiwan. After the epidemic had passed, housing market in Taiwan will welcome the “golden five to ten years”. This is an opportunity for Taiwan. In addition to an increase of domestic fund investments, the huge demands of buying rather than renting in the housing market make the investment core of the corporate group in Taiwan for the next 5 to 10 years. Taiwan has gone through 2 to 3 years of first-purchase markets. The presidential election this year had given us a direction, that is, there are 4,700,000 people aged in the range of 20~34 in Taiwan, where the first-time voters group of 20~24 years old is up to 1,180,000 people. Assume that people were to form a family of two, there would be nearly 600,000 household with first purchase demands in the next 3 to 4 years. For Highwealth, our annual number of property settlement is around 3,000 to 4,000 properties. This is a potential opportunity for future housing market.

In 2019, Highwealth and the subsidiaries, in such a situation, the Company achieved the revenue of 23.8 billion NT dollars and maintained its leading position in the industry, which sufficiently showed that Highwealth Construction had always adhered to the stable, self-disciplined and professional philosophy, and could flexibly adjust its business strategy to meet the market demand and maintain a stable number of promoted cases in spite of the fast-changing environment with many uncertainties. Through multiple marketing channels and flexible

housing purchase schemes, Highwealth had gained recognition in the market, of which the overall performance was stable and remarkable. The capital stock of Highwealth has reached 11.6 billion NT dollars. Our corporate management required transformation, crossing from the original simple role as a construction company to development of land property. The Company shall also place its business focus on long-term and stable income. According to the current plans, in addition to the original housing cases, we also operate commercial real estate, such as commercial office building, hotels and even engage in community department stores. Recently, the Company obtained lands in the city center, which are expected for office buildings and luxurious hotels.

For the year 2020, we will continue to actively promote the land-purchasing cases in the north, central and south; if successful, the eye-catching new cases will include the North District Banqiao “Dahe” and Taoyuan Qingxi Section “New Forest Life” cases; for Taichung City, it will include Seventh Redeveloped Zone Taiwan Boulevard “Government Love”, top commercial office building “TOP 1”, Xitun District Huian Section; for Tainan City, it will include Anping District “Aegean Sea”; for Kaohsiung City, it will include Sanmin District Xin Du Section, Zuoying District Fushan Section, the Qianjin District Boxiao Section and Gushan District Qinghai Section. Meanwhile, the Company continues to pay attention to all kinds of changes to national economy, business environment changes related to livelihood wealth. This year, the number of promoted cases is expected to maintain steady growth, of course, we will also work harder to return the support and affirmation of shareholders.

Next, I would like to report to shareholders Highwealth’s good performances of recognized consolidated revenue, 23.8 billion NT dollars, in 2019, where the construction cases of recognized revenue include: Xinzhuang JieShiBao, Shuanghu Hui, Shuangmei Pavilion, Taipei CBD Times Square, Yuanshan No. 1 Courtyard, Taipei No.1 Courtyard, Haiyang Duxin, Mangrove Manor, Highwealth Manor, A+ in front of Chungpu Station, Chubei Giants, Water Park Case and disposal of Xinzhuang FuDoXin Land, etc. Construction cases of Taichung recognized revenue include Taichung Heng Yong, Shuhe Courtyard, Zhen Ai, and the Taichung National No.1 Courtyard, etc. In the south, recognized revenue cases include Huaren Hui, Minsheng Xiangxie, Bo Yue, Da Yue, and King’s No.1 Courtyard. Coupled with the revenue contributions from the Qiyu Construction Project - Group subsidiary, Taipei Chungshan Kaiyan, and Hanlin Town from Boyuan Construction, and the construction cases from Runlong Construction: Jingxin Wenhui, Taichung NTC State Commercial and Trade Center, Taichung Di Bao, Runlong, these figures enabled us to create an after-tax profit of 2.66 NT dollars per share in the year of 2019!

2020 will be the starting year for Highwealth to change and innovate. In addition to the recognizable performance of the continuing sales of existing houses, including sales cases of consolidated subsidiaries, there are new cases planned to be promoted in response to market demand in northern, central, and southern Taiwan. We will have 10 billion case entering the market. In the next four years, we expect to have completion of new housing expected to exceed 170 billion NT dollars. We will continue to maintain the leading position in the industry, store

lands and anticipate the corporate group can have good results in the promoting cases at all areas.

Managing assets is our best skill. Facing competitiveness from the same industry, we think of how to grow by doubling the income in the future. Our main focus will still be placed in construction industry where an important key is to get hold of consumers' demands. The Company has many promoting cases all over Taiwan. In respond to serious problem of lacking labors, we have acted out a year and a half ago. In addition to BIM Architectural Information Center, which has been promoted for 10 years, and the precast method, we will add in the R&D of aluminum mold in the future to enhance efficiency and environmental-friendly quality. Though the costs will also be enhanced, however, the new technology can be demonstrated and implemented in our sites at northern, central and southern Taiwan, which is helpful for engineering quality and the comprehensive enhancement of construction technology.

Real estate is the locomotive industry for economic growth. As the leading brand in Taiwan, we continue to invest more to build Taiwan and provide local job opportunities. The number of employees in the Group has increased eight times from 165 when it went public in 2000 to 1,288 so far. At the same time, with the expansion of the Group's new business, more partners will join us in the future to work together for Taiwan's economic growth!

Looking forward to the future, Highwealth Group will adhere to the "integrity principle" and "sustainable management" concept, continue to pay attention to the real estate market demand and economic environment changes, adhere to product refinement and high-quality service, and adhere to safety, active development, sound finance and other aspects, to create the greatest benefits and value for customers, shareholders, employees and Taiwan society.

Finally, I would like to thank all gentlemen and ladies who are here today for your continued support and care.

Thank you!



## I. Operating Condition of 2019

### (I) Business results

The Company's net consolidated revenue of 2019 was 23,798,201,000 NT dollars, representing a decrease of 20,406,770,000 NT dollars compared with 44,204,971,000 NT dollars of 2018.

The Company's consolidated net profit before tax of 2019 was 3,951,772,000 NT dollars, representing a decrease of 5,499,100,000 NT dollars compared with 9,450,872,000 NT dollars of 2018.

Mainly due to the previous transformation in real estate market, turning into small-size and low-price products with self-lived and rigid demands. As a result, the total amount of the closed cases of the current period has decreased. Also, the operating profits have also decreased compared with the previous period. Therefore, the net operating profit has decreased compared with the previous period.

### (II) Budget implementation status

In accordance with the public standards for information processing of the Company's public financial forecasting, there's no need for the Company to prepare financial forecasting of 2019.

### (III) Financial revenue and expenditure status

The consolidated financial revenue and expenditure status of the Company and subsidiaries for the last two years is summarized as follows:

Unit: 1,000 NT dollars

Items	Year 2019	Year 2018
Net operating profit	3,505,992	9,503,362
Non-operating income and expense	445,780	(52,490)
Pre-tax net profit	3,951,772	9,450,872
Net profit for the current period	3,489,017	8,738,331
Total comprehensive income for the current period	3,511,020	8,785,858

#### (IV) Profitability Capacity Analysis

The consolidated profitability analysis of the Company and subsidiaries for the last two years is summarized as follows:

Items	Year 2019	Year 2018
Return on Assets (%)	3.02	7.40
Return on Equity (%)	9.36	23.49
Pre-tax net profit to paid-in capital ratio (%)	33.87	81.01
Net Profit Ratio (%)	14.66	19.77
Earnings per share (NT dollar)	2.66	6.01

#### (V) Research and development status

1. In terms of construction planning and design: the most appropriate products shall be planned to meet the needs of consumers taking count of the three major principles of practicality, firmness and aesthetics in accordance with the characteristics of the promoted cases position and surrounding environment.
2. In terms of construction project and management: develop the most suitable construction technology and project management for different types of construction sites, strictly control the construction quality, cost and progress, and ensure the safety of the construction site.
3. In terms of market research and development: master the real estate market information, collect the land and housing market data of various districts, conduct regular discussions and analysis, provide the basis for product positioning and marketing strategy, and take creating high sales rate as the purpose.

## II. Prospects of 2020

Highwealth Group will continue to purchase land in Keelung, Taipei, Hsinpei, Taoyuan, Hsinchu, Taichung, Tainan, and Kaohsiung districts in 2020, and set foot in restaurants, shopping malls, hotels, and other new businesses. We will continue to strive to achieve new record through diversification operating method.

The objectives for the coming years are declared as follows:

#### (I) Operating Policy

1. In terms of development: expand product development to professionalism, diversify operating risks, ensure project quality, effectively control project progress, and plan vertical integration of upstream, midstream and downstream dealers, such as water electricity industry, building material industry, decoration industry, and housing intermediary companies with diversified operating strategies to reduce operating costs, to ensure profitability capacity, and provide consumers with more comprehensive services.

2. In terms of exploitation: Train professionals and establish project teams, strengthen inter-industry strategic alliances, and establish national land information systems, so as to enable the Company to obtain reliable and useful information for the land acquisition and development plans, as well as actively develop urban renewal plan cases.
3. In terms of planning: collect the characteristics of the design and planning of real estate buildings in various countries extensively, attach importance to the fire prevention labels, green buildings, building materials labels, intelligent building labels and earthquake-resistant building labels in public areas, and add the concepts of energy conservation, water conservation, ecology and environmental protection to encourage the improvement of building quality. Depending on the market demand differences and regional differences, plan and design exquisite and humanized high-quality products, and provide perfect after-sales service to establish a good brand image and reputation of the Company, so as to further enhance customer trust in the Company.
4. In terms of management system: in order to cope with the increasing business scale, strengthen the internal control, budget management and corporate governance, and make efforts to computerize various operations, so that the management process can be smooth, the internal control system can be perfected, and the Company can still improve its work and operating efficiency under the circumstance of performance growth.
5. In terms of finance: enhance the financial operating capability, maintain the appropriate ratio of equity capital, and raise the required long-term and short-term fund through the capital and money markets to enhance the competitiveness in the face of changes in market interest rate.
6. In terms of resources: continuously strengthen human resources training programs, train professionals and attract investment of talented people to enhance the competitiveness of the Company, in order to provide service of higher level.

(II) Important production and marketing policies

1. Production policies:

- (1) Based on the solid professional foundation of land development, fully grasp the information of land sources, closely screen, actively participate in urban renewal land development and joint development of MRT stations, and actively expand and reserve land resources of high-quality lots.
- (2) Give full play to the functions of design material selection and construction management to achieve the objectives of product refinement, cost control, shortening construction period, and residential safety, and ensure the realization of the rate of return on investment.
- (3) In respond to lack of labors in the current status, the Company will continue to develop BIM Architectural Information Center, precast method, aluminum

mold, enhance engineering techniques, quality, efficiency and environmental friendly and promote renovation to construction technology in Taiwan comprehensively.

2. Sales strategies:

- (1) Conduct analysis of market demand and work well in product positioning.
- (2) Establish enterprise brand identification and “customer-oriented” service orientation.
- (3) Adopt the most appropriate construction method to work well in quality control and cost control.
- (4) Sales conception of zero-residue house.
- (5) Establish diversified marketing channels and apply big data technology.
- (6) Strengthen the discussion of relevant laws and decrease the possibility of house purchase disputes.

(III) The expected sales and its basis

1. Intensively concentrate on the industry: for the Company’s existing building cases, effectively integrate the resources of all parties, strengthen the research and development of building materials, implement the policy of good quality, simplified cost and high speed to create the highest benefit of each case.
2. Sustainable development: In the future, continuously search for development plans with special niches at home and abroad and make use of the Company’s established management team and intelligence to continuously enhance the unique product value competitiveness of the Company.
3. Development of a second core industry: make use of existing commercial immovable property of construction cases to develop a fixed-income business entity to support the stable dividend policy.

(IV) Influences of external competitive environment, regulatory environment and the overall business environment

1. External competition: the real estate market in 2019 continues to recover. The number of annual transferred buildings has been grown for 4 years consecutively, reaching over 300 thousand this year. The transaction volume in the real estate market has also continued to rise up. It is expected that self-lived products will remain as the main player in the market; and on the other hand, commercial real estate has shown great results with annual transaction volume reaching 96.4 NT dollars billion and exceeding the 10-year average line of 92.6 billion NT dollars; as for the land transaction, it has reached the new threshold of 300 billion NT dollars, which made an unprecedented record in the land transaction market in Taiwan. Among them, the public sector contributed the most with an annual bid of 110.1 billion NT dollars, reflecting the confidence and ambition of developers in the

housing market in general. At present, most of the same trade mainly caters to the owner-occupied rigid demand for small square and low total price products, the turnover is growing slowly compared with the previous years, and the commercial office will become the focus of attention in the future market. Only by strengthening the brand, innovating the products, and simultaneously raising the value demand and flexible precision marketing, we can continue to lead the market and win the largest market share.

2. Regulatory environment: the regulatory environment widely includes Construction Regulations, taxes and government policies, such as integration system for dividend taxation, house tax, land increment tax, financial and fiscal policy, transportation and housing policy, land policy, urban renewal plan, green building promotion and improvement of the transparency of transaction information, proposal of third-party certificate responsibility, and many other regulation changes. The Company will focus more on the study of regulations to ensure the rights and interests of all shareholders.
3. Overall business environment: starting from the first quarter of 2019, the global economic layout was influenced by the coronavirus, the economic outlook has become conservative. However, looking at the fundamental aspect, low capital cost attracts enterprises to make investments in Taiwan. Also, the returning of Taiwanese businessman has increased investments and driven economic and employment opportunities, enhancement in income, increasing internal demands of first purchase (4,700 thousand people under the age of 34), rising construction costs (wages, construction materials), global trend of negative interest on excess reserves, etc. As a result, this shows that the construction industry has a strong development momentum in the future. In conclusion, the Company is optimistic about the future of the housing market. For house buyers, this year will be a good time to conduct owner-occupation and investment in the property market. In particular, the profits of commercial office investment are stable, which is worth grasping.

In the end, I, only on behalf of the Company, would like to show my thanks to ladies and gentlemen for your encouragement and support, and wish you

All the best and family peace

Chairman: Zheng Zhilong



Manager: Fan Huajun Accountant



Officer: Li Xiutai



## Report Item II

Proposal: Final Statement Report of Audit Committee reviewing the Company in 2019 shall be submitted to the Board of Directors and Shareholders.

Explanation: (I) Final Statement Report of the Company and its consolidated subsidiaries in 2019 was certified by the Audit Committee, and the inspection report was issued.

(II) Earnestly invite the Audit Committee convener to read out the review report.

### **Highwealth Construction Corporation Inspection Report of Audit Committee**

The Board of Directors made 2019 financial statements of the Company and its consolidated subsidiaries, which was certified by the accountants who are Chien Tinuan and Tseng Kuoyang of KPMG Certified Public Accountant Office. The business report and appropriation of earnings are approved by the Audit Committee, and it is considered that there is no disagreement, and in accordance with Article 14.4 of the Securities and Exchange Act and Article of 219 of the Company Act made a report, please review it.

To

2020 Annual Shareholder's Meeting of Highwealth Construction Corporation

Audit Committee Convener: Hong Xiyao



March 20, 2020

### **Report Item III**

Proposal: Report on the Compensation Distribution for Employees and Directors of 2019 shall be submitted to the Board of Directors and Shareholders.

- Explanation: (I) In accordance with Article 29 of Articles of Incorporation, comprehensively considering the shareholders' equity, and referring to peer level and the overall economic environment, the Company had promoted 36,000,000 NT dollars for employee remuneration and 8,400,000 NT dollars for the director remuneration in 2019, all of which were paid in cash.
- (II) The amount of distribution was proposed based on the estimated amount in the financial statement of the Company, and there was no difference from the estimated amount of the recognized expenses for 2019.
- (III) The amount of employee and director remuneration promoted in the distribution and the payment method had been discussed and approved by the Salary and Remuneration Committee.

## Report Item IV

Proposal: Report on the Distribution of Cash Dividends from Retained Earnings of 2019 shall be submitted to the Board of Directors and Shareholders.

- Explanation: (I) In accordance with Articles 29-1 of Articles of Incorporation, the Company granted the authority to the Board to determine a part or all of the bonus may be distributed by cash with a resolution and report to the shareholders' meeting.
- (II) The Company has set aside 10% of the 2019 earnings as the legal reserve and allocated 3,499,886,256 NT dollars of the earnings (where 2,333,257,504 NT dollars, accounted as the amount by resolution from distributed surplus earnings at the middle of 2019, was included) in accordance with the distribution ratio proposed in the Articles of Incorporation to distribute cash dividends 3 NT dollars per share in 2019 (that is, 3,000 NT dollars is distributed for every thousand shares, where 2,000 NT dollars was distributed for every thousand shares as the amount by resolution from distributed surplus earnings at the middle of 2019).
- (III) The cash dividends are calculated up to 1 NT dollar (decimal points are rounded down). The total uncounted shares in fractions of 1 NT dollar shall be listed as other income of the Company.
- (IV) In case of changes to laws and regulations or adjustments made by competent agencies or the buyback, cancellation, share exchange of corporate bonds, issuance of new stocks or other changing factors affecting the shares by the Company afterwards, resulting changes to current number of shares and pay-out ratio, full authorization shall be given to Board of Directors to make adjustments on these matters.



## Report Item V

Proposal: Report on Operating Condition of Endorsement and Guarantee of 2019 shall be submitted to the Board of Directors and Shareholders.

Explanation: The maximum amount of Endorsement and Guarantee of the Company was 60,792,588 NT dollars. By the end of December 31, 2019, the balance of Endorsement and Guarantee was 9,740,442 NT dollars. The table of objects of endorsement and guarantee is shown as follows:

Unit: 1,000 NT dollars

Endorser/ Guarantor	Endorsee/Guarantee		Endorsement and guarantee limit for single enterprise	The maximum balance of endorsement and guarantee for the current period	The balance of endorsement and guarantee at the end of the period	Actual expenditure amount	Endorsement and guarantee amount secured by property	Ratio of cumulative endorsement and guarantee amount to the net value of financial statements for the last period	Maximum limit of endorsement and guarantee	Guarantee provided by Parent Company	Guarantee provided by subsidiary	Guarantee provided to subsidiary in Mainland China
	Company name	Relationship										
The Company	Chiyuh Construction	Subsidiary of the Company	30,396,294	8,846,000	8,846,000	3,993,000	-	29.10%	60,792,588	Y	N	N
The Company	Boyuan Construction	Sub-subsidiary of the Company	30,396,294	2,827,490	714,442	514,442	-	2.35%	60,792,588	Y	N	N
The Company	Well Rich International	Sub-subsidiary of the Company	30,396,294	180,000	180,000	-	-	0.59%	60,792,588	Y	N	N
Teh Kee	the Company	Provided by subsidiary to parent company	30,396,294	1,922,700	1,907,700	1,907,700	1,907,700	6.28%	60,792,588	N	Y	N

Note 1: There are seven relationships between the endorsement guarantee and the object of the endorsement and guarantee shown as follows, of which it is sufficient to indicate the type:

- (1) Companies with business dealings.
- (2) Companies in which the Company directly and indirectly holds more than 50% of the voting shares.
- (3) Companies that directly and indirectly hold more than 50% of the voting shares in the Company.
- (4) Companies in which the Company directly or indirectly holds more than 90% of the voting shares.
- (5) Companies that conduct mutual insurance of the same industry or co-creator based on the requirements of contracting project in accordance with the contract provisions.
- (6) The object companies of endorsement and guarantee by all contributing shareholders in shareholding ratio for reasons of joint investment.
- (7) Inter-industry performance bonds for advance sale housing sales contracts in accordance with the regulations of consumer protection law

Note 2: The specified total liability of endorsement and guarantee responsibility and the endorsement and guarantee limit for single enterprise in the endorsement and guarantee operating method of the Company and its subsidiaries are shown as follows:

- (1) The total liability of external endorsement and guarantee shall not exceed 200% of the net value of the Company.
- (2) The amount of endorsement and guarantee for single enterprise shall not exceed 100% of the net value of the Company for the current period.

## **Report Item VI**

Proposal: Report on Offering and Issuance Status of Corporate Bonds shall be submitted to the Board of Directors and Shareholders.

Explanation: The offering and issuance status of corporate bonds of the Company:

- (I) The fifth domestic secured convertible corporate bonds were issued in the amount of 10,020,000,000 NT dollars approved by the Financial Supervisory Commission JGZFZ No.1060016434 Letter on May 22, 2017.
- (II) Please refer to the Meeting Agenda Page 46 (Attachment I) for the operating status of the corporate bonds mentioned above.

## **Report Item VII**

Proposal: Report on the Amendment to the Ethical Corporate Management Best Practice Principles shall be submitted to the Board of Directors and Shareholders.

Explanation: The Company revised parts of the articles in “Ethical Corporate Management Best Practice Principles” in accordance with letter Tai Cheng Chih Li Tzu No. 10800083781 from Taiwan Stock Exchange on May 23, 2019. Please refer to the Meeting Agenda Page 47 ~ Page 52 (Attachment II) for the comparison table to the amendments.

## **Report Item VIII**

**Proposal:** Report on the Establishment of the Procedures for Ethical Management and Guidelines for Conduct shall be submitted to the Board of Directors and Shareholders.

**Explanation:** To enhance corporate governance, the Company added “Procedures for Ethical Management and Guidelines for Conduct” in accordance with letter Tai Cheng Chih Li Tzu No. 1090002299 from Taiwan Stock Exchange on Feb 13, 2020. Please refer to the Meeting Agenda Page 53 ~ Page 62 (Attachment III) for the comparison table to the amendments.

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## **Proposals for Acceptance and Approval**

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### **Proposals for Acceptance and Approval**

proposed by the Board of Directors

#### **Proposal I**

Proposal: The Company's Business Report and Financial Statements of 2019 shall be proposed for acceptance and approval.

Explanation: (I) The Company's Financial Statements of 2019 have been prepared, in which the balance sheet, the statement of comprehensive income, statement of changes in equity, cash flow statement and consolidated financial statements with subsidiaries have been certified by the accountants who are Chien Tinuan and Tseng Kuoyang of KPMG Certified Public Accountant Office, and the audit report has been submitted together with the Business Report (please refer to Pages 4-11 of the Meeting Agenda), which have been put on record and audited by the Audit Committee.

(II) Please refer to the following financial statements.

Resolution:

## **Independent Auditors' Report**

To the Board of Directors of Highwealth Construction Corp.:

### **Opinion**

We have audited the accompanying parent company only financial statements of Highwealth Construction Corp. (“the Company”), which comprise the parent company only balance sheets as of December 31, 2019 and 2018, the parent company only statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the parent company only Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2019. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **1. Revenue recognition**

Please refer to note 4(n) and 6(v) of the parent company only financial statements for the account policies on revenue recognition and the details of revenue.

#### Description of key audit matter

The real estate industry, in which the Company is into, has a higher tendency of revenue fluctuation, therefore the management has set up relevant internal control procedures. The Company's sales revenue was \$20,299,461 thousands in 2019, whether revenue is presented fairly has a significant impact on financial statement. Therefore, the recognition of sales revenue is one of the most important evaluation in performing our audit procedures.

### Auditing procedures proformed

Our principal audit procedures included testing the effectiveness of the design and implementing the internal control system of sales revenue. Inspection of sales contracts, bank account transaction record and real estate ownership transfer document, etc. Performing analytical procedures to advance payment to analyze the completeness of accounting procedures. Testing the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue.

## 2. Inventory valuation

Please refer to note 4(g) and 6(e) of the parent company only financial statements for the accounting policies on measuring inventory, assumption used and uncertainties considered in determining the net realizable value and the details of inventory.

### Description of key audit matter

As of December 31, 2019, inventory of the Company valued \$75,215,692 thousands, constituting 69% of the total assets, which was presented with lower of cost or net realizable value method. The judgment of net realizable value of inventory relies on management since the Company focuses on real estate industry, which is not only deeply affected by politics, economics, and revolution of housing and land taxation, but also an industry involving a large portion of capital infusion and long-term payback. Thus, the valuation of inventory is one of the most important valuation in performing our audit procedures.

### Auditing procedures proformed

Our principal audit procedures included understanding the Company's operating and accounting procedures for inventory valuation. Obtain the Company management's data of inventory valuation, inspecting and recalculating the net realizable value of inventory whether adequate. The net realizable value can be assessed in both ways: through reviewing the recent selling price of the premises, or by inquiring the selling price of premises nearby from the "Actual Selling Price of Real Estate" website.

## **Responsibilities of Management and Those Charged with Governance for the Parent Company only Financial Statements**

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers. And for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only 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.

### **Auditor's Responsibilities for the Audit of the Parent Company only Financial Statements**

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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 parent company only financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
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 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 parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's 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 parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 parent company only financial statements for the year ended December 31, 2019 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ti-Nuan Chien and Kuo-Yang Tseng.

KPMG

Taipei, Taiwan (Republic of China)  
March 20, 2020

#### **Notes to Readers**

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP.**

**Parent Company only Balance Sheets**

**December 31, 2019 and 2018**

(Expressed in Thousands of New Taiwan Dollar)

		December 31, 2019		December 31, 2018				December 31, 2019		December 31, 2018	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (Note 6(a))	\$ 7,581,341	7	9,394,347	10	2100	Short-term borrowings (Note 6(l))	\$ 43,277,303	39	29,912,189	30
1110	Current financial assets at fair value through profit or loss (Notes 6(b) and 8)	287,726	-	304,728	-	2110	Short-term notes and bills payable (Note 6(m))	2,963,851	3	3,748,664	4
1150	Notes receivable, net (Note 6(d))	1,271,200	1	1,239,151	1	2130	Current contract liabilities (Notes 6(v), 7 and 9(a))	4,424,056	4	2,899,579	3
1170	Accounts receivable, net (Notes 6(d) and 7)	103,176	-	183,745	-	2150	Notes payable	7,535	-	19,813	-
130X	Inventories (Notes 6(e), 7 and 8)	75,215,692	69	66,297,202	68	2170	Accounts payable	601,524	1	645,259	1
1410	Prepayments	332,607	-	245,988	-	2180	Accounts payable to related parties (Note 7)	1,303,836	1	643,798	1
1476	Other current financial assets (Notes 6(k), (y), 7,8 and 9(b))	4,177,236	4	3,174,073	3	2200	Other payables (Note 7)	2,887,678	3	1,603,992	2
1479	Other current assets, others	20,988	-	28,656	-	2230	Current tax liabilities	37,435	-	16,629	-
1480	Current assets recognised as incremental costs to obtain contract with customers (Note 6(k))	1,307,988	1	700,286	1	2280	Lease liabilities (Note 6(p))	10,200	-	-	-
		90,297,954	82	81,568,176	83	2305	Other current financial liabilities (Note 7)	231,712	-	116,648	-
						2322	Long-term borrowings, current portion (Note 6(n))	107,373	-	94,398	-
<b>Non-current assets:</b>						2399	Other current liabilities, others	73,623	-	200,054	-
1517	Non-current financial assets at fair value through other comprehensive income (Note 6(c))	550,364	1	528,381	1			55,926,126	51	39,901,023	41
1550	Investments accounted for using equity method, net (Notes 6(f), (g), and 8)	5,923,202	5	3,497,665	4	<b>Non-Current liabilities:</b>					
1600	Property, plant and equipment (Notes 6(h) and 8)	899,210	1	859,716	1	2530	Bonds payable (Note 6(o))	19,738,699	18	19,615,093	20
1755	Right-of-use assets (Notes 6(i))	10,093	-	-	-	2540	Long-term borrowings (Note 6(n))	3,478,065	3	3,270,112	3
1760	Investment property, net (Notes 6(j) and 8)	4,017,978	4	3,798,692	4	2570	Deferred tax liabilities (Note 6(s))	340	-	340	-
1780	Intangible assets	3,190	-	4,816	-	2640	Net defined benefit liability, non-current (Note 6(r))	35,352	-	35,084	-
1840	Deferred tax assets (Notes 6(s))	14,544	-	14,544	-			23,252,456	21	22,920,629	23
1980	Other non-current financial assets (Notes 6(k) and 8)	7,858,341	7	6,729,809	7	<b>Total liabilities</b>		79,178,582	72	62,821,652	64
		19,276,922	18	15,433,623	17	<b>Equity attributable to owners of parent:</b>					
						3100	Common stock (Note 6(t))	11,666,288	11	11,666,266	12
						3200	Capital surplus (Note 6(t))	424,474	-	304,459	-
						<b>Retained earnings:</b>					
						3310	Legal reserve	7,227,303	7	6,307,154	7
						3350	Unappropriated retained earnings	10,629,412	10	15,458,602	16
						3400	Other equity interest (Note 6(t))	532,627	-	510,427	1
						3500	Treasury stock (Note 6(t))	(83,810)	-	(66,761)	-
						<b>Total equity</b>		30,396,294	28	34,180,147	36
<b>Total assets</b>		<b>\$ 109,574,876</b>	<b>100</b>	<b>97,001,799</b>	<b>100</b>	<b>Total liabilities and equity</b>		<b>\$ 109,574,876</b>	<b>100</b>	<b>97,001,799</b>	<b>100</b>

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP.**

**Parent Company only Statements of Comprehensive Income**

**For the years ended December 31, 2019 and 2018**

(Expressed in Thousands of New Taiwan Dollar , Except for Earnings Per Common Share)

	2019		2018	
	Amount	%	Amount	%
4000 <b>Operating revenue (Note 6(v))</b>	\$20,373,762	100	30,717,971	100
5000 <b>Operating costs (Note 6(e))</b>	14,683,003	72	21,848,707	71
<b>Gross profit from operations</b>	5,690,759	28	8,869,264	29
5910 Less: Unrealized profit (loss) from sales	184	-	20,483	-
<b>Gross profit from operations</b>	5,690,575	28	8,848,781	29
<b>Operating expenses:</b>				
6100 Selling expenses	1,175,942	6	1,646,635	5
6200 Administrative expenses	886,483	4	667,708	2
	2,062,425	10	2,314,343	7
<b>Net operating income</b>	3,628,150	18	6,534,438	22
<b>Non-operating income and expenses:</b>				
7010 Other income (Note 6(x) and 7)	136,343	1	419,768	1
7020 Other gains and losses, net (Note 6(x))	14,199	-	216,664	1
7050 Finance costs, net (Note 6(x))	(682,798)	(3)	(588,498)	(2)
7070 Share of profit of associates and joint ventures accounted for using equity method, net(Note 6(f))	224,993	1	586,465	2
<b>Total non-operating income and expenses</b>	(307,263)	(1)	634,399	2
<b>Profit from continuing operations before tax</b>	3,320,887	17	7,168,837	24
7950 Less: Income tax expenses(Note 6(s))	291,098	1	312,693	1
<b>Profit</b>	3,029,789	16	6,856,144	23
8300 <b>Other comprehensive income:</b>				
8310 <b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8311 Gains on remeasurements of defined benefit plans(Note 6(r))	167	-	2,401	-
8316 Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	22,474	-	45,478	-
8330 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	(489)	-	(260)	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
Components of other comprehensive income that will not be reclassified to profit or loss	22,152	-	47,619	-
8360 <b>Components of other comprehensive income that will be reclassified to profit or loss</b>				
8361 Exchange differences on translation of foreign financial statements	(149)	-	(92)	-
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Components of other comprehensive income that will be reclassified to profit or loss	(149)	-	(92)	-
8300 <b>Other comprehensive income</b>	22,003	-	47,527	-
<b>Total comprehensive income</b>	<u>\$ 3,051,792</u>	<u>16</u>	<u>6,903,671</u>	<u>23</u>
<b>Earnings per share (Note 6(u))</b>				
Basic earnings per share	<u>\$ 2.66</u>		<u>6.01</u>	
Diluted earnings per share	<u>\$ 2.27</u>		<u>5.28</u>	

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP.**  
**Parent Company only Statements of Changes in Equity**  
**For the years ended December 31, 2019 and 2018**  
(Expressed in Thousands of New Taiwan Dollar)

	Share capital		Retained earnings			Total other equity interest					Total equity
	Common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unrealized gains (losses) on available-for-sale financial assets	Total other equity interest	Treasury stock	
<b>Balance on January 1, 2018</b>	\$ 11,666,266	2,572,169	6,114,228	10,404,144	16,518,372	436	-	4,958	5,394	(69,429)	30,692,772
Effects of retrospective application	-	-	-	325,579	325,579	-	471,689	(4,958)	466,731	-	792,310
Equity at beginning of period after adjustments	11,666,266	2,572,169	6,114,228	10,729,723	16,843,951	436	471,689	-	472,125	(69,429)	31,485,082
Profit (loss)	-	-	-	6,856,144	6,856,144	-	-	-	-	-	6,856,144
Other comprehensive income	-	-	-	2,141	2,141	(92)	45,478	-	45,386	-	47,527
Total comprehensive income	-	-	-	6,858,285	6,858,285	(92)	45,478	-	45,386	-	6,903,671
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	192,926	(192,926)	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(1,740,607)	(1,740,607)	-	-	-	-	-	(1,740,607)
Cash dividends from capital surplus	-	(2,342,586)	-	-	-	-	-	-	-	-	(2,342,586)
Due to donated assets received	-	3,396	-	-	-	-	-	-	-	-	3,396
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	93,282	-	-	-	-	-	-	-	-	93,282
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(202,957)	(202,957)	-	-	-	-	-	(202,957)
Changes in ownership interests in subsidiaries	-	(21,802)	-	-	-	-	-	-	-	2,668	(19,134)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	7,084	7,084	-	(7,084)	-	(7,084)	-	-
Balance on December 31, 2018	11,666,266	304,459	6,307,154	15,458,602	21,765,756	344	510,083	-	510,427	(66,761)	34,180,147
Effects of retrospective application	-	-	-	(14,959)	(14,959)	-	-	-	-	-	(14,959)
Equity at beginning of period after adjustments	11,666,266	304,459	6,307,154	15,443,643	21,750,797	344	510,083	-	510,427	(66,761)	34,165,188
Profit (loss)	-	-	-	3,029,789	3,029,789	-	-	-	-	-	3,029,789
Other comprehensive income	-	-	-	(322)	(322)	(149)	22,474	-	22,325	-	22,003
Total comprehensive income	-	-	-	3,029,467	3,029,467	(149)	22,474	-	22,325	-	3,051,792
Appropriation and distribution of retained earnings in 2018:											
Legal reserve appropriated	-	-	685,614	(685,614)	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(4,083,194)	(4,083,194)	-	-	-	-	-	(4,083,194)
Appropriation and distribution of retained earnings for the period from January 1, 2019 to September 30, 2019											
Legal reserve appropriated	-	-	234,535	(234,535)	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(2,333,257)	(2,333,257)	-	-	-	-	-	(2,333,257)
Conversion of convertible bonds	22	81	-	-	-	-	-	-	-	-	103
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	119,934	-	-	-	-	-	-	-	-	119,934
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(507,223)	(507,223)	-	-	-	-	-	(507,223)
Changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	(17,049)	(17,049)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	125	125	-	(125)	-	(125)	-	-
<b>Balance on December 31, 2019</b>	<b>\$ 11,666,288</b>	<b>424,474</b>	<b>7,227,303</b>	<b>10,629,412</b>	<b>17,856,715</b>	<b>195</b>	<b>532,432</b>	<b>-</b>	<b>532,627</b>	<b>(83,810)</b>	<b>30,396,294</b>

Note 1 : Appropriation and distribution of retained earnings in the second and third quarters of 2019: The appropriated legal reserve amounted to \$209,999 thousands and \$24,536 thousands, respectively; and the issued cash dividends amounted to \$1,166,628 thousands and \$1,166,629 thousands, respectively.

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP.**  
**Parent Company only Statements of Cash Flows**  
**For the years ended December 31, 2019 and 2018**  
**(Expressed in Thousands of New Taiwan Dollar)**

	<u>2019</u>	<u>2018</u>
<b>Cash flows from (used in) operating activities:</b>		
<b>Profit before tax</b>	\$ 3,320,887	7,168,837
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit (loss):</b>		
Depreciation expense	69,652	38,826
Amortization expense	3,929	3,819
Expected credit loss / Provision (reversal of provision) for bad debt expense	1,819	-
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(23,559)	69,826
Interest expense	682,798	588,498
Interest income	(14,482)	(14,156)
Dividend income	(4,778)	(44,603)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(224,993)	(586,465)
Loss on disposal of property, plant and equipment	-	12
Gain on disposal of investment properties	-	(288,513)
Unrealized profit from sales	184	20,483
Other revenue, overdue dividends and compensation of board and directors	-	3,396
<b>Total adjustments to reconcile profit (loss)</b>	<u>490,570</u>	<u>(208,877)</u>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Net loss (gain) on financial assets or liabilities at fair value through profit or loss, mandatorily measured at fair value	40,561	(26,278)
Increase in notes receivable	(32,049)	(759,845)
Decrease (increase) in accounts receivable	78,750	(126,376)
Increase in inventories	(8,589,200)	(1,175,012)
Decrease (increase) in prepayments	(76,910)	145,253
Decrease in other current assets	7,668	52,441
Decrease (increase) in other financial assets	(1,003,174)	61,548
Decrease (increase) in incremental costs to obtaining a contract	(607,702)	365,621
<b>Total changes in operating assets</b>	<u>(10,182,056)</u>	<u>(1,462,648)</u>
<b>Changes in operating liabilities:</b>		
Decrease (increase) in contract liabilities	1,524,477	(3,348,861)
Increase (decrease) in notes payable	(12,278)	7,581
Increase (decrease) in accounts payable	616,303	(162,517)
Increase in other payable	95,918	422,981
Increase (decrease) in other financial liabilities	115,064	57,705
Increase in other current liabilities	(126,431)	4,215
Increase in net defined benefit liability	435	388
<b>Total changes in operating liabilities</b>	<u>2,213,488</u>	<u>(3,018,508)</u>
<b>Total changes in operating assets and liabilities</b>	<u>(7,968,568)</u>	<u>(4,481,156)</u>
<b>Total adjustments</b>	<u>(7,477,998)</u>	<u>(4,690,033)</u>
Cash inflow (outflow) generated from operations	(4,157,111)	2,478,804
Income taxes paid	(274,035)	(255,716)
<b>Net cash flows from (used in) operating activities</b>	<u>(4,431,146)</u>	<u>2,223,088</u>

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP.**

**Parent Company only Statements of Cash Flows (CONT' D)**

**For the years ended December 31, 2019 and 2018**

(Expressed in Thousands of New Taiwan Dollar)

	<u>2019</u>	<u>2018</u>
<b>Cash flows from (used in) investing activities:</b>		
Proceeds from disposal of financial assets at fair value through other comprehensive income	491	-
Proceeds from disposal of financial assets designated at fair value through profit or loss	-	59,169
Acquisition of investments accounted for using equity method	(2,752,981)	(269,780)
Proceeds from disposal of investments accounted for using equity method	-	518,300
Acquisition of property, plant and equipment	(36,451)	(355,236)
Acquisition of intangible assets	(2,303)	(3,228)
Acquisition of investment properties	-	(531,548)
Proceeds from disposal of investment properties	-	446,454
Interest received	14,504	14,456
Dividends received	137,357	378,548
<b>Net cash flows from (used in) investing activities</b>	<u>(2,639,383)</u>	<u>257,135</u>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term loans	22,696,834	18,061,505
Decrease in short-term loans	(9,324,413)	(13,386,069)
Decrease (increase) in short-term notes and bills payable	(784,813)	1,059,264
Proceeds from issuing bonds	-	2,497,500
Proceeds from long-term debt	316,400	1,703,511
Repayments of long-term debt	(95,472)	(71,026)
Payment of lease liabilities	(9,517)	-
Increase in other financial liabilities	(1,128,532)	(4,214,154)
Cash dividends paid	(5,249,822)	(4,083,193)
Interest paid	(1,163,142)	(943,704)
<b>Net cash flows from financing activities</b>	<u>5,257,523</u>	<u>623,634</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	(1,813,006)	3,103,857
<b>Cash and cash equivalents at beginning of the year</b>	<u>9,394,347</u>	<u>6,290,490</u>
<b>Cash and cash equivalents at end of the year</b>	<u><b>\$ 7,581,341</b></u>	<u><b>9,394,347</b></u>

See accompanying notes to parent company only financial statements.

## Independent Auditors' Report

To the Board of Directors of Highwealth Construction Corp.:

### Opinion

We have audited the consolidated financial statements of Highwealth Construction Corp. and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, and the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the year ended December 31, 2019 of the Group. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### 1. Revenue recognition

Please refer to note 4(q) and 6(y) of the consolidated financial statements for the accounting policy on revenue recognition and the details of revenue.

#### Description of key audit matter

The real estate industry, in which the Group is into, has a higher tendency of revenue fluctuation, therefore the management has set up relevant internal control procedures. The

Group's sales revenue was \$23,213,650 thousands in 2019, whether revenue is presented fairly has a significant impact on financial statement. Therefore, the recognition of sales revenue is one of the most important evaluation in performing our audit procedures.

#### Auditing procedures performed

Our principal audit procedures included testing the effectiveness of the design and implementing the internal control system of sales revenue. Inspection of sales contracts, bank account transaction record and real estate ownership transfer document, etc. Performing analytical procedures to advance payment to analyze the completeness of accounting procedures. Testing the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue.

## 2. Inventory valuation

Please refer to note 4(h), Note 5, and 6(e) of the consolidated financial statements for the accounting policies on measuring inventory, assumption used and uncertainties considered in determining the net realizable value and the details of inventory.

#### Description of key audit matter

As of December 31, 2019, inventory of the Group valued \$105,967,814 thousands, constituting 72% of the consolidated total assets, which was presented with lower of cost or net realizable value method. The judgment of net realizable value of inventory relies on management since the Group focuses on real estate industry, which is not only deeply affected by politics, economics, and revolution of housing and land taxation, but also an industry involving a large portion of capital infusion and long-term payback. Thus, the valuation of inventory is one of the most important evaluation in performing our audit procedures.

#### Auditing procedures performed

Our principal audit procedures included understanding the Group's operating and accounting procedures for inventory valuation. Obtain the Group management's data of inventory valuation, inspecting and recalculating the net realizable value of inventory to ensure if it is adequate. The net realizable value can be assessed in both ways: through reviewing the recent selling price of the premises, or by inquiring the selling price of premises nearby from the "Actual Selling Price of Real Estate" website.

## **Other Matter**

Highwealth Construction Corp. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2019 and 2018, on which we have issued an unmodified opinion.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, interpretation as well as related guidance endorsed by the Financial Supervisory Commission of the Republic of China, and for such



internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group 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 Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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 consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
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 Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures 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 Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 consolidated financial statements for the year ended December 31, 2019 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ti-Nuan Chien and Kuo Yang Tseng.

KPMG

Taipei, Taiwan (Republic of China)

March 20, 2020

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES**

**Consolidated Balance Sheets**

**December 31, 2019 and 2018**

(Expressed in Thousands of New Taiwan Dollar)

Assets	December 31, 2019		December 31, 2018			Liabilities and Equity	December 31, 2019		December 31, 2018	
	Amount	%	Amount	%			Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>				
1100 Cash and cash equivalents (Note 6(a))	\$ 12,227,545	9	15,052,306	12	2100	Short-term borrowings (Note 6(n))	\$ 56,817,836	38	42,621,570	32
1110 Financial assets at fair value through profit or loss – current (Notes 6(b) and 8)	629,443	-	630,174	1	2110	short-term transaction instrument payables (Note 6(o))	4,225,151	3	4,347,933	3
1140 Current contract assets (Note 6(y))	50,303	-	41,924	-	2130	Current contract liabilities (Note 6(y))	6,203,159	5	3,356,938	3
1150 Notes receivable, net (Notes 6(d) and 8)	1,484,144	1	1,478,259	1	2150	Notes payable	7,657	-	20,012	-
1170 Accounts receivable, net (Note 6(d))	423,220	-	290,507	-	2170	Accounts payable (Note 7)	6,050,414	5	6,107,062	5
130X Inventory (Notes 6(e) and 8)	105,967,814	72	91,742,520	70	2200	Other payables	2,258,099	2	2,056,472	2
1410 Prepayment(note)	616,740	-	420,992	-	2216	Dividends payable (Note 6(w))	1,167,169	-	285	-
1476 Other financial assets-current (Notes 6(m) · (ab) · 8 and 9(b))	5,487,384	4	4,410,835	3	2230	Current tax liabilities	74,239	-	363,099	-
1479 Other current assets, others	230,516	-	155,772	-	2250	Provisions—Current (Notes 6(s) and (u))	137,991	-	218,970	-
1480 Current assets recognised as incremental costs to obtain contract with customers (Note 6(m))	<u>1,558,403</u>	<u>1</u>	<u>771,251</u>	<u>1</u>	2280	Lease liabilities, current (Note 6(r))	65,209	-	-	-
					2305	Other financial liability-current	99,047	-	21,892	-
	<u>128,675,512</u>	<u>87</u>	<u>114,994,540</u>	<u>88</u>	2321	Current Portion of puttable bonds (Note 6(q))	-	-	1,999,919	2
<b>Non-current assets:</b>					2322	Current portion of long-term borrowings (Note 6(p))	257,788	-	211,718	-
1517 Non-current financial assets at fair value through other comprehensive income (Note 6(c))	550,364	-	528,381	-	2399	Other current liabilities, others	<u>194,597</u>	<u>-</u>	<u>333,494</u>	<u>-</u>
1550 Investments accounted for using equity method, net (Note 6(g))	91,584	-	96,190	-		<u>77,558,356</u>	<u>53</u>	<u>61,659,364</u>	<u>47</u>	
1600 Property, plant and equipment (Notes 6(j) and 8)	3,039,648	2	3,288,941	3	2530	<b>Non-Current liabilities:</b>				
1755 Right-of-use assets (Note 6(k))	492,209	-	-	-	2540	Bonds payable(Note 6(q))	29,074,991	20	23,083,924	18
1760 Investment property (Notes 6(l) and 8)	4,563,599	3	4,337,723	3	2570	Long-term borrowings (Note 6(p))	6,013,239	4	5,766,522	4
1780 Intangible assets	24,718	-	25,054	-	2580	Deferred tax liabilities (Note 6(v))	191,553	-	248,056	-
1840 Deferred tax assets(Note 6(v))	41,209	-	56,196	-	2640	Lease liabilities, non-current (Note 6(r))	500,586	-	-	-
1980 Other non-current financial assets (Note 6(m))	10,224,220	8	7,486,961	6		Net defined benefit liability, non-current (Note 6(u))	<u>41,638</u>	<u>-</u>	<u>41,077</u>	<u>-</u>
1990 Other non-current assets, others	<u>120,482</u>	<u>-</u>	<u>87,105</u>	<u>-</u>		<u>35,822,007</u>	<u>24</u>	<u>29,139,579</u>	<u>22</u>	
	<u>19,148,033</u>	<u>13</u>	<u>15,906,551</u>	<u>12</u>		<u>113,380,363</u>	<u>77</u>	<u>90,798,943</u>	<u>69</u>	
						<b>Total liabilities</b>				
					3100	<b>Equity attributable to owners of parent:</b>				
					3200	Common stock (Note 6(w))	11,666,288	8	11,666,266	9
						Capital surplus (Note 6(w))	424,474	-	304,459	-
					3310	<b>Retained earnings:</b>				
					3350	Legal reserve	7,227,303	5	6,307,154	5
					3400	Unappropriated earnings	10,629,412	7	15,458,602	12
					3500	Other equity (Note 6(w))	532,627	-	510,427	-
						Treasury stock (Note 6(w))	<u>(83,810)</u>	<u>-</u>	<u>(66,761)</u>	<u>-</u>
						<b>Total equity attributable to owners of parent:</b>	<u>30,396,294</u>	<u>20</u>	<u>34,180,147</u>	<u>26</u>
					36XX	Non-controlling interests (Note 6(i))	<u>4,046,888</u>	<u>3</u>	<u>5,922,001</u>	<u>5</u>
						<b>Total equity</b>	<u>34,443,182</u>	<u>23</u>	<u>40,102,148</u>	<u>31</u>
<b>Total assets</b>	<b>\$ 147,823,545</b>	<b>100</b>	<b>130,901,091</b>	<b>100</b>		<b>Total liabilities and equity</b>	<b>\$ 147,823,545</b>	<b>100</b>	<b>130,901,091</b>	<b>100</b>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES**

**Consolidated Statements of Comprehensive Income**

**For the years ended December 31, 2019 and 2018**

(Expressed in Thousands of New Taiwan Dollar , Except for Earnings Per Common Share)

	2019		2018	
	Amount	%	Amount	%
4000 Operating revenue (Note 6(y))	\$23,798,201	100	44,204,971	100
5000 Operating cost (Note 6(e))	17,148,864	72	31,032,093	70
<b>Gross profit from operations</b>	<u>6,649,337</u>	<u>28</u>	<u>13,172,878</u>	<u>30</u>
<b>Operating expenses:</b>				
6100 Selling expenses	1,673,787	7	2,377,040	5
6200 Administrative expenses	1,469,558	6	1,292,476	3
	<u>3,143,345</u>	<u>13</u>	<u>3,669,516</u>	<u>8</u>
<b>Net operating income</b>	<u>3,505,992</u>	<u>15</u>	<u>9,503,362</u>	<u>22</u>
<b>Non-operating income and expenses:</b>				
7010 Other income (Notes 6(aa) and 7)	264,003	1	696,204	2
7020 Other gains and losses (Note 6(aa))	1,089,374	5	125,762	-
7050 Finance costs, net (Note 6(aa))	(902,991)	(4)	(872,646)	(2)
7070 Share of losses of associates and joint ventures accounted for using equity method, net (Note 6(g))	(4,606)	-	(1,810)	-
<b>Total non-operating income and expenses</b>	<u>445,780</u>	<u>2</u>	<u>(52,490)</u>	<u>-</u>
<b>Profit from continuing operations before tax</b>	<u>3,951,772</u>	<u>17</u>	<u>9,450,872</u>	<u>22</u>
7950 Less: Income tax expenses(Note 6(v))	462,755	2	712,541	2
<b>Profit</b>	<u>3,489,017</u>	<u>15</u>	<u>8,738,331</u>	<u>20</u>
8300 <b>Other comprehensive income:</b>				
8310 <b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8311 Gains (losses) on remeasurements of defined benefit plans	(322)	-	2,141	-
8316 Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	22,474	-	45,478	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	<u>22,152</u>	<u>-</u>	<u>47,619</u>	<u>-</u>
8360 <b>Components of other comprehensive income that will be reclassified to profit or loss</b>				
8361 Exchange differences on translation of foreign financial statements	(149)	-	(92)	-
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Components of other comprehensive income that will be reclassified to profit or loss	(149)	-	(92)	-
8300 <b>Other comprehensive income</b>	<u>22,003</u>	<u>-</u>	<u>47,527</u>	<u>-</u>
<b>Total comprehensive income</b>	<u>\$ 3,511,020</u>	<u>15</u>	<u>8,785,858</u>	<u>20</u>
<b>Profit, attributable to:</b>				
8610 Profit, attributable to owners of parent company	\$ 3,029,789	13	6,856,144	16
8620 Profit, attributable to non-controlling interests	459,228	2	1,882,187	4
	<u>\$ 3,489,017</u>	<u>15</u>	<u>8,738,331</u>	<u>20</u>
<b>Comprehensive income attributable to:</b>				
8710 Comprehensive income, attributable to owners of parent company	\$ 3,051,792	13	6,903,671	16
8720 Comprehensive income, attributable to non-controlling interests	459,228	2	1,882,187	4
	<u>\$ 3,511,020</u>	<u>15</u>	<u>8,785,858</u>	<u>20</u>
<b>Earnings per share (Note 6(x))</b>				
9750 Basic earnings per share	<u>\$ 2.66</u>		<u>6.01</u>	
9850 Diluted earnings per share	<u>\$ 2.27</u>		<u>5.28</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollar)

	Equity attributable to owners of parent												
	Share capital		Retained earnings			Total other equity interest					Total equity		
	Common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unrealized gains (losses) on available-for-sale financial assets	Total other equity interest	Treasury stock	owners of parent	Non-controlling interests	Total equity
<b>Balance on January 1, 2018</b>	\$ 11,666,266	2,572,169	6,114,228	10,404,144	16,518,372	436	-	4,958	5,394	(69,429)	30,692,772	3,618,298	34,311,070
Effects of retrospective application	-	-	-	325,579	325,579	-	471,689	(4,958)	466,731	-	792,310	43,550	835,860
Equity at beginning of period after adjustments	11,666,266	2,572,169	6,114,228	10,729,723	16,843,951	436	471,689	-	472,125	(69,429)	31,485,082	3,661,848	35,146,930
Profit (loss)	-	-	-	6,856,144	6,856,144	-	-	-	-	-	6,856,144	1,882,187	8,738,331
Other comprehensive income	-	-	-	2,141	2,141	(92)	45,478	-	45,386	-	47,527	-	47,527
Total comprehensive income	-	-	-	6,858,285	6,858,285	(92)	45,478	-	45,386	-	6,903,671	1,882,187	8,785,858
Appropriation and distribution of retained earnings:													
Legal reserve appropriated	-	-	192,926	(192,926)	-	-	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(1,740,607)	(1,740,607)	-	-	-	-	-	(1,740,607)	-	(1,740,607)
Cash dividends from capital surplus	-	(2,342,586)	-	-	-	-	-	-	-	-	(2,342,586)	-	(2,342,586)
Due to donated assets received	-	3,396	-	-	-	-	-	-	-	-	3,396	-	3,396
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	93,282	-	-	-	-	-	-	-	-	93,282	-	93,282
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(202,957)	(202,957)	-	-	-	-	-	(202,957)	-	(202,957)
Changes in ownership interests in subsidiaries	-	(21,802)	-	-	-	-	-	-	-	2,668	(19,134)	19,134	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	358,832	358,832
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	7,084	7,084	-	(7,084)	-	(7,084)	-	-	-	-
Balance on December 31, 2018	11,666,266	304,459	6,307,154	15,458,602	21,765,756	344	510,083	-	510,427	(66,761)	34,180,147	5,922,001	40,102,148
Effects of retrospective application	-	-	-	(14,959)	(14,959)	-	-	-	-	-	(14,959)	(140)	(15,099)
Equity at beginning of period after adjustments	11,666,266	304,459	6,307,154	15,443,643	21,750,797	344	510,083	-	510,427	(66,761)	34,165,188	5,921,861	40,087,049
Profit (loss)	-	-	-	3,029,789	3,029,789	-	-	-	-	-	3,029,789	459,228	3,489,017
Other comprehensive income	-	-	-	(322)	(322)	(149)	22,474	-	22,325	-	22,003	-	22,003
Total comprehensive income	-	-	-	3,029,467	3,029,467	(149)	22,474	-	22,325	-	3,051,792	459,228	3,511,020
Appropriation and distribution of retained earnings in 2018:													
Legal reserve appropriated	-	-	685,614	(685,614)	-	-	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(4,083,194)	(4,083,194)	-	-	-	-	-	(4,083,194)	-	(4,083,194)
Appropriation and distribution of retained earnings for the period from January 1, 2019 to September 30, 2019													
Legal reserve appropriated	-	-	234,535	(234,535)	-	-	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(2,333,257)	(2,333,257)	-	-	-	-	-	(2,333,257)	-	(2,333,257)
Conversion of convertible bonds	22	81	-	-	-	-	-	-	-	-	103	-	103
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	119,934	-	-	-	-	-	-	-	-	119,934	-	119,934
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(507,223)	(507,223)	-	-	-	-	-	(507,223)	-	(507,223)
Changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	(17,049)	(17,049)	17,049	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(2,351,250)	(2,351,250)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	125	125	-	(125)	-	(125)	-	-	-	-
<b>Balance at December 31, 2019</b>	<b>\$ 11,666,288</b>	<b>424,474</b>	<b>7,227,303</b>	<b>10,629,412</b>	<b>17,856,715</b>	<b>195</b>	<b>532,432</b>	<b>-</b>	<b>532,627</b>	<b>(83,810)</b>	<b>30,396,294</b>	<b>4,046,888</b>	<b>34,443,182</b>

Note 1 : Appropriation and distribution of retained earnings in the second and third quarters of 2019: The appropriated legal reserve amounted to \$209,999 thousands and \$24,536 thousands, respectively; and the issued cash dividends amounted to \$1,166,628 thousands and \$1,166,629 thousands, respectively.

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES**

**Consolidated Statements of Cash Flows**

**For the years ended December 31, 2019 and 2018**

**(Expressed in Thousands of New Taiwan Dollar)**

	<u>2019</u>	<u>2018</u>
<b>Cash flows from (used in) operating activities:</b>		
<b>Profit before tax</b>	\$ 3,951,772	9,450,872
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit (loss):</b>		
Depreciation expense	207,983	92,455
Amortization expense	10,682	10,307
Expected credit loss / Provision (reversal of provision) for bad debt expense	1,819	-
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(46,363)	149,629
Interest expense	902,991	872,646
Interest income	(33,660)	(28,774)
Dividend income	(10,564)	(95,739)
Share of loss of associates and joint ventures accounted for using equity method	4,606	1,810
Loss (gain) on disposal of property, plant and equipment	(1,091)	10,840
Gain on disposal of investment properties	(162,047)	(288,513)
Gain on lease modifications	(254)	-
Gain on disposal of non-current assets classified as held for sale	(886,639)	-
Impairment loss on non-financial assets	57,000	-
Other revenue, overdue dividends and compensation of board and directors	-	3,396
Gain to the rights transferred of the sale and leaseback	(62,116)	-
<b>Total adjustments to reconcile profit (loss)</b>	<u>(17,653)</u>	<u>728,057</u>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Net gain (loss) on financial assets or liabilities at fair value through profit or loss, mandatorily measured at fair value	47,094	(50,478)
Decrease (increase) in contract assets	(8,379)	240,472
Increase in notes receivable	(5,885)	(786,032)
Decrease (increase) in accounts receivable	(134,532)	996,131
Decrease (increase) in inventories	(13,959,363)	2,296,129
Decrease (increase) in prepayments	(230,282)	370,780
Decrease (increase) in other current and non-current assets	(97,131)	64,967
Decrease (increase) in other financial assets	(1,111,018)	800,467
Decrease (increase) in assets recognised as incremental costs to obtain contract with customers	(787,152)	697,828
<b>Total changes in operating assets</b>	<u>(16,286,648)</u>	<u>4,630,264</u>
<b>Changes in operating liabilities:</b>		
Decrease (increase) in contract liabilities	2,846,221	(4,888,890)
Decrease in notes payable	(12,355)	(14,682)
Decrease in accounts payable	(56,644)	(177,877)
Increase in other payables	216,454	71,140
Increase (decrease) in provisions	(80,979)	56,376
Increase in other financial liabilities	77,155	4,252
Decrease in other current liabilities	(138,897)	(137,163)
(Decrease) increase in net defined benefit liability	239	(1,548)
<b>Total changes in operating liabilities</b>	<u>2,851,194</u>	<u>(5,088,392)</u>
<b>Total changes in operating assets and liabilities</b>	<u>(13,435,454)</u>	<u>(458,128)</u>
<b>Total adjustments</b>	<u>(13,453,107)</u>	<u>269,929</u>
Cash inflow (outflow) generated from operations	(9,501,335)	9,720,801
Income taxes paid	(757,284)	(356,234)
<b>Net cash flows from (used in) operating activities</b>	<u>(10,258,619)</u>	<u>9,364,567</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES**

**Consolidated Statements of Cash Flows (CONT' D)**

**For the years ended December 31, 2019 and 2018**

**(Expressed in Thousands of New Taiwan Dollar)**

	<u>2019</u>	<u>2018</u>
<b>Cash flows from (used in) investing activities:</b>		
Proceeds from disposal of financial assets at fair value through other comprehensive income	491	59,169
Acquisition of investments accounted for using equity method	-	(98,000)
Proceeds from disposal of non-current assets classified as held for sale	1,286,739	-
Acquisition of property, plant and equipment	(455,847)	(719,085)
Proceeds from disposal of property, plant and equipment	231,682	-
Acquisition of intangible assets	(10,380)	(8,831)
Acquisition of investment properties	-	(531,548)
Proceeds from disposal of investment properties	518,330	446,454
Interest received	30,049	28,393
Dividends received	10,564	95,739
<b>Net cash flows from (used in) investing activities</b>	<u>1,611,628</u>	<u>(727,709)</u>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term loans	30,917,734	26,200,549
Decrease in short-term loans	(16,492,233)	(24,507,163)
Increase in short-term notes and bills payable	(122,782)	668,868
Proceeds from issuing bonds	5,900,000	2,497,500
Repayments of bonds	(2,000,000)	-
Proceeds from long-term debt	682,200	2,103,511
Repayments of long-term debt	(615,457)	(71,026)
Payment of lease liabilities	(50,132)	-
Increase in other financial assets	(2,737,259)	(4,432,244)
Cash dividends paid	(7,237,596)	(3,989,911)
Interest paid	(1,671,366)	(1,370,631)
Changes in non-controlling interests	(750,765)	(1,096,582)
<b>Net cash flows from (used in) financing activities</b>	<u>5,822,344</u>	<u>(3,997,129)</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	(114)	(67)
<b>Net increase (decrease) in cash and cash equivalents</b>	(2,824,761)	4,639,662
<b>Cash and cash equivalents at beginning of the year</b>	<u>15,052,306</u>	<u>10,412,644</u>
<b>Cash and cash equivalents at end of the year</b>	<u><b>\$ 12,227,545</b></u>	<u><b>15,052,306</b></u>

See accompanying notes to consolidated financial statements.

## **Proposals for Acceptance and Approval**

proposed by the Board of Directors

### **Proposal II**

Proposal: The Company's Appropriation of 2019 earnings shall be proposed for acceptance and approval.

Explanation: (I) The Company's undistributed surplus earnings at the beginning of 2019, 10,689,794,136 NT dollars, subtracts IFRS conversion adjustment amount 14,958,539 NT dollars, the net profit after tax for the current period 3,029,788,917 NT dollars, and the disposal measured by equity instrument of other comprehensive profits and losses at fair value 124,523 NT dollars, minus other comprehensive profits and losses transferred to retained earnings 322,206 NT dollars for the current period and the balance of actual acquired or disposal equity price of the subsidiaries and book value, 507,222,735 NT dollars, the assignable amount equals to 13,197,204,096 NT dollars in total.

(II) Please refer to the Distribution of earnings.

Resolution:



**Highwealth Construction Corporation**  
**Distribution of 2019 earnings**



Unit: NT dollars

Item	Amount	
	Subtotal	Total
<b>Beginning retained earnings</b>		10,689,794,136
Minus: IFRS conversion adjustment net amount	(14,958,539)	
<b>Beginning balance after conversion to IFRS</b>		10,674,835,597
Add: Current net profit after tax	3,029,788,917	
Dispose measured by equity instrument of other comprehensive profits and losses at fair value	124,523	
Minus: Balance of actual acquired or disposal equity price of the subsidiaries and book value	(507,222,735)	
Other comprehensive profits and losses	(322,206)	
<b>Assignable surplus earnings</b>		13,197,204,096
Minus: 10% legal reserve		
Cumulative appropriation from the first three quarters of 2019	(234,534,557)	
Annual appropriation discrepancy	(68,444,335)	
Minus: Assign items		
Bonus to shareholders - cash		
Amount by resolution from distributed surplus earnings at the middle of 2019 (Note) (2 NT dollars /share)	(2,333,257,504)	
Annual earnings await distribution (1 NT dollar /share)	(1,166,628,752)	
Bonus to shareholders - stock (1 NT dollars/share)	(1,166,628,750)	
<b>Unappropriated retained earnings</b>		8,227,710,198

Note: Distributed surplus earnings at Q2 and Q3 of 2019: The Company has allocated legal surplus of 209,998,755 NT dollars and 24,535,802 NT dollars; cash dividends to be distributed by resolution are 1,166,628,752 NT dollars and 1,166,628,752 NT dollars. the distribution of earnings in Q2 and Q3 of 2019 belong to the fiscal year of 2018 and 2019.

Chairman: Zheng Zhilong



Manager: Fan Huajun Accountant



Officer: Li Xiutai



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## Discussion Items

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### Discussion Items

proposed by the Board of Directors

#### Item I

Proposal: 2019 Capital Increase from Retained Earnings and Issuance of New Stocks shall be proposed for resolution.

Explanation: (I) To supplement operating capitals, the Company proposed to allocate bonus to shareholders 1,166,628,750 NT dollars from 2019 distributable earnings to transfer as capital increase by issuance of new stock in total 116,662,875 shares with the face value of 10 NT dollars per share.

(II) Distribution Criteria:

- (1) The bonus to shareholders transferred as capital increase by issuance of new stock will be issued to shareholders based on the shareholding ratio recorded on the shareholders' register by the record date of capital increase (bonus shares) with 100 bonus shares per thousand shares.
- (2) Issued shares in fractions of 1 shall be distributed in cash according to the face value. Shareholders can fit the stocks for ex-rights within 5 days as of the date on which transfer of shares is suspended by the stock agency of the Company; if fittings were not handled by the shareholders themselves, the chairman will contact specific person to purchase the remaining shares in fractions of 1 by its face value. For the shareholders engaging in the issuance of stocks by book-entry, the shares in fractions of 1 shall be served as the payout on the expenses for handling the book-entries.
- (3) Regarding the new stock issued for capital increase, the rights and obligations are the same as the originally issued common stock.
- (4) Regarding the issuance of new stock for capital increase, after this proposal has been approved by shareholders' meeting and submitted for approval by competent agencies, authorization is given to the Board to establish relevant matters for the record date of capital increase (bonus shares).
- (5) In case of changes to laws and regulations or adjustments made by competent agencies or the buyback, cancellation, share exchange of corporate bonds, issuance of new stocks or other changing factors affecting the shares by the Company afterwards, resulting changes to current number of shares and pay-out ratio, full authorization shall be given to Board of Directors during shareholders' meeting to make adjustments on this matter.

Resolution:

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## **Discussion Items**

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### **Discussion Items**

proposed by the Board of Directors

#### **Item II**

Proposal: Amendment of partial articles of the Company's Articles of Incorporation shall be proposed for resolution.

Explanation: In accordance with actual business demands, the Company has amended partial articles of Articles of Incorporation. Please refer to Page 63 to 64 of the Meeting Agenda for the Comparison Table of Amendments (Attachment IV).

Resolution:

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## **Discussion Items**

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### **Discussion Items**

proposed by the Board of Directors

#### **Item III**

Proposal: Amendment of partial articles of the Company's Rules of Procedure for Shareholders Meetings shall be proposed for resolution.

Explanation: According to Taiwan Stock Exchange Tai Cheng Chih Li Tzu Letter No. 1080024221 of Jan. 02, 2020, the Company has amended partial articles of Rules of Procedure for Shareholders Meetings. Please refer to pages 65 to 68 of the Meeting Agenda for the Comparison Table of Amendments (Attachment V).

Resolution:

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## **Election Matters**

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### **Election Matters**

proposed by the Board of Directors

Proposal: Re-election of all the Directors of the Company shall be conducted.

Explanation: (I) The term of office of the Board will end on June 12, 2020. Hence, re-election shall be conducted in accordance with the Company Act and Articles of Incorporation.

(II) In accordance with Article 16 of Articles of Incorporation, the Company shall elect 7 directors (including 3 independent directors). The newly elected directors shall take office after the completion of the re-election. The term of office will begin on June 10, 2020 to June 09, 2023, for a total of 3 years.

(III) A candidate nomination system shall be adopted for the election of directors. The shareholders shall elect from the list of candidates of shareholders. Please refer to Page 69 (Attachment VI) of the Meeting Agenda for the academic background, experiences and other relevant information of the candidates.

Election Results:

## Other Proposals

### Other Proposals

proposed by the Board of Directors

Proposal: The Release on Prohibition of Newly Elected Directors and their Representatives Working in Competing Companies shall be proposed for resolution.

Explanation: In respond to business demands, in case the re-elected directors and their representatives may be concurrently directors or managers of other companies within the same business scope of the Company, the Company proposed to approve the release on prohibition of newly elected directors and their representatives' working in competing companies in accordance with Article 209 of the Company Act.

Title of the Candidates	Name of the Candidates	Name and Positions in the Concurrent Companies
Director Representative	Run-Ying Investment Company Representative: Cheng Chihlung	Director of Xing-Ri-Sheng Investment Company Director of Rui-Yi Inc.
Director	Cheng Hsiuhui	Chairman of Xing-Ri-Sheng Investment Company Chairman of Run-Ying Investment Company Chairman of Feng-Rao Investment Company Director of Minrong Weaving Factory Inc. Director of Hotel Kingdom Inc.
Independent director	Li Wencheng	Independent director of Run-Long Construction Inc.

Resolution:

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## **Extemporany Motions**

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**Attachment I**

**Issuance Status of Corporate Bonds**

March 30, 2020

Type of Corporate Bonds	Domestic Fifth Secured Convertible Bonds (Code: 25425)	
Release Date	June 8, 2017	
Denomination	100,000 NT dollars	
Place of Issuance and Transaction	In Taiwan	
Issue Price	Issued at 100.2% of face amount	
Total	The total amount is 10,020,000,000 NT dollars	
Interest rate	0%	
Period	Five years, and maturity date: June 8, 2022	
Guarantee Organization	Taiwan Cooperative Bank Co., Ltd., Mega International Commercial Bank Co., Ltd., Agricultural Bank of Taiwan Co., Ltd., Chang Hwa Bank Co., Ltd., Taiwan Business Bank Co., Ltd., Jihsun International Commercial Bank Co., Ltd., Taichung Commercial Bank Co., Ltd., Bank of Kaohsiung Co., Ltd. and DBS (Taiwan) Commercial Bank Co., Ltd.	
Trustee	Land Bank of Taiwan Co., Ltd.	
Underwriting institution	Fubon Securities Co., Ltd	
Certified Lawyer	Lawyer Pang Yeeching of Handsome Attorneys-at-Law	
Certified Public Accountant	Accountant Chien Tinuan and Tseng Kuoyang of KPMG Certified Public Accountant Office	
Reimbursement Method	If the bondholder converts the bonds to the Company's ordinary shares in accordance with Article 10 of the Regulations on Issuance and Conversion of Convertible Corporate Bonds, and redeems them in advance by the Company and repurchases them from the business office of the securities firm according to Article 18, or the bondholder sells them back in advance according to Article 19, the bondholder shall be repaid in cash at maturity with interest compensation calculated in addition to the par value of the bonds.	
Outstanding Amount	9,999,900,000 NT dollars.	
Redemption and Advanced Redemption Provisions	Please refer to the conversion method.	
Restrictive Provisions	Please refer to the conversion method.	
Name of Credit Rating Agency, Rating Date, and Corporate Bond Rating Results	None.	
Other rights attached	Amount of Converted (Exchanged or Subscribed) Ordinary shares, Overseas Depository Receipts or Other Negotiable Securities	None.
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the conversion method.
Possible Equity Dilution Status and Impact on Existing Shareholders' Equity	Assuming that the directors of the convertible bonds request to convert them to ordinary shares of the Company at the conversion price of 42.1 NT dollars, and the estimated maximum number of convertible shares is 237,527,000, it will have a maximum dilution effect of 16.92% on the original shareholders' equity.	
Name of the Custodian Institution for Underlying Exchange	Not applicable.	



## Attachment II

### Comparison Table of Amendments to the Ethical Corporate Management Best Practice Principles

Before Amendment	After Amendment	Reasons for Amendments
<p>Article 5</p> <p>TWSE/GTSM listed companies shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.</p>	<p>Article 5</p> <p>TWSE/GTSM listed companies shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith <u>and obtain approval from the board of directors</u>, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.</p>	<p>Revise the content of the text to make it clearer.</p>
<p>Article 7</p> <p>When establishing the prevention programs, the Company shall analyze which business activities within their business scope which are possibly at a higher risk of being involved in an unethical conduct and strengthen the preventive measures.</p> <p>The prevention programs adopted by the Company shall at least include preventive measures against the following:</p> <ol style="list-style-type: none"> <li>1. Offering and acceptance of bribes.</li> <li>2. Illegal political donations.</li> <li>3. Improper charitable donations or sponsorship.</li> <li>4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.</li> <li>5. Misappropriation of trade secrets and infringement of trademark rights,</li> </ol>	<p>Article 7</p> <p>The Company shall <u>establish a risk assessment mechanism against unethical conduct</u>, analyze <u>and assess on regular basis business activities</u> within their business scope which are at a higher risk of being involved in unethical conduct, and <u>establish</u> prevention programs <u>accordingly and review their adequacy and effectiveness on a regular basis</u>.</p> <p>The prevention programs adopted by the Company shall at least include preventive measures against the following:</p> <ol style="list-style-type: none"> <li>1. Offering and acceptance of bribes.</li> <li>2. Illegal political donations.</li> <li>3. Improper charitable donations or sponsorship.</li> <li>4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.</li> <li>5. Misappropriation of trade secrets and infringement of trademark rights,</li> </ol>	<p>Revise the content of the text to make it clearer.</p>

Before Amendment	After Amendment	Reasons for Amendments
<p>patent rights, copyrights, and other intellectual property rights.</p> <p>6. Engaging in unfair competitive practices.</p> <p>7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.</p>	<p>patent rights, copyrights, and other intellectual property rights.</p> <p>6. Engaging in unfair competitive practices.</p> <p>7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.</p>	
<p>Article 8</p> <p>The Company and its respective business group shall clearly specify in their rules and external documents the ethical corporate management policies and the commitment by the board of directors and management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.</p>	<p>Article 8</p> <p><u>The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.</u></p> <p>The Company and its respective business group shall clearly specify in their rules <u>and</u> external documents <u>and on the company website</u> the ethical corporate management policies and the commitment by the board of directors and <u>senior</u> management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.</p> <p><u>The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.</u></p>	<p>Revise the content of the text to make it clearer.</p>

Before Amendment	After Amendment	Reasons for Amendments
<p>Article 17</p> <p>The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, <u>human resource office of the Company</u> shall be responsible for <u>handling the amendment to the ethical management principles and prevention programs. In accordance with the requirements from the Ethical Corporate Management Best Practice Principles, it shall also organize the implementation of ethical corporate management by each relevant unit of the Company</u> and shall report to the board of directors on a regular basis.</p>	<p>Article 17</p> <p>The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, <u>management dept.</u> of the company shall be responsible for <u>establishing and supervising the implementation</u> of the ethical corporate management <u>policies and prevention programs and shall be in charge of the following matters</u>, and shall report to the board of directors on a regular basis (at least once a year):</p> <ol style="list-style-type: none"> <li>1. Assisting in incorporating ethics and moral values into the company’s business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.</li> <li>2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company’s operations and business.</li> <li>3. Planning the internal organization, structure, and allocation of</li> </ol>	<p>Revise the content of the text to make it clearer.</p>

Before Amendment	After Amendment	Reasons for Amendments
	<p>responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.</p> <p>4. Promoting and coordinating awareness and educational activities with respect to ethics policy.</p> <p>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p>	
<p>Article 20 The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results. The internal audit unit of the Company shall <u>periodically</u> examine the company's compliance with <u>the foregoing systems and prepare audit reports and submit the same to the board of directors.</u> The internal audit unit may engage a certified public accountant to carry out the audit and may engage professionals to assist if necessary.</p>	<p>Article 20 The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results. The internal audit unit of the Company shall, <u>based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc.,</u> and examine <u>accordingly</u> the compliance with <u>the prevention programs.</u> The internal audit unit may engage a</p>	<p>Revise the content of the text to make it clearer.</p>

Before Amendment	After Amendment	Reasons for Amendments
	<p>certified public accountant to carry out the audit and may engage professionals to assist if necessary.</p> <p><u>The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.</u></p>	
<p>Article 23</p> <p>The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> <li>1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.</li> <li>2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior manager shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.</li> <li>3. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</li> </ol>	<p>Article 23</p> <p>The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> <li>1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.</li> <li>2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.</li> <li>3. <u>Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</u></li> </ol>	<p>Revise the content of the text to make it clearer.</p>

Before Amendment	After Amendment	Reasons for Amendments
<p><u>4.</u> Confidentiality of the identity of whistle-blowers and the content of reported cases.</p> <p><u>5.</u> Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistleblowing.</p> <p>When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.</p>	<p><u>4.</u> Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p><u>5.</u> Confidentiality of the identity of whistle-blowers and the content of reported cases, <u>and an undertaking regarding anonymous reporting.</u></p> <p><u>6.</u> Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistleblowing.</p> <p><u>7. Whistle-blowing incentive measures.</u></p> <p>When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.</p>	
<p>Article 28</p> <p>The Principles were made on March 24, 2006.</p> <p>The first amendment was made on August 11, 2017.</p>	<p>Article 28</p> <p>The Principles were made on March 24, 2006.</p> <p>The first amendment was made on August 11, 2017.</p> <p><u>The second amendment was made on March 20, 2020.</u></p>	<p>Add the date of revision.</p>

## **Attachment III**

### **Highwealth Construction Corporation.**

#### **Procedures for Ethical Management and Guidelines for Conduct**

Article 1: (Purpose of adoption and scope of application)

This Corporation engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the applicable laws and regulations of the places where this Corporation and its business groups and organizations operate, with a view to providing all personnel of this Corporation with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of this Corporation, any incorporated foundation in which this Corporation's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by this Corporation.

Article 2: (Applicable subjects)

For the purposes of these Procedures and Guidelines, the term "personnel of this Corporation" refers to any director, supervisor, managerial officer, employee, mandatary or person having substantial control, of this Corporation or its group enterprises and organizations.

Any provision, promise, request, or acceptance of improper benefits by any personnel of this Corporation through a third party will be presumed to be an act by the personnel of this Corporation.

Article 3: (Unethical conduct)

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of this Corporation, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4: (Types of benefits)

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5: (Responsible unit)

This Corporation shall designate the Management Dept. as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors:

1. Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating and preparing reports on the regular assessment of compliance with ethical management in operating procedures.
7. Compile and retained relevant documented information on the ethical management policy, statement, commitment and implementation properly.

Article 6: (Prohibition against providing or accepting improper benefits)

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of this Corporation shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:



1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. The conduct has its basis in ordinary social activities that are attended, or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Property received due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative shall be handled in accordance with laws and regulations, Articles of Incorporation and the regulations stipulated by Welfare Committee.
7. Other conduct that complies with the rules of this Corporation.

Article 7: (Procedures for handling the acceptance of improper benefits)

Except under any of the circumstances set forth in the preceding article, when any personnel of this Corporation are provided with or are promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.

2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of this Corporation shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved.

Article 8: (Prohibition of and handling procedure for facilitating payments)

This Corporation shall neither provide nor promise any facilitating payment.

If any personnel of this Corporation provide or promise a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9: (Procedures for handling political contributions)

Political contributions by this Corporation shall be made in accordance with the following provisions, reported to the supervisor in charge for approval, and a notification given to the responsible unit, and when the amount of a contribution is 50,000,000 NT dollars or more, it shall be made only after being reported to and approved by the board of directors:

1. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.
2. A written record of the decision-making process shall be kept.
3. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.
4. In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of this Corporation with the related government agencies shall be avoided.

Article 10: (Procedures for handling charitable donations or sponsorships)

Charitable donations or sponsorships by this Corporation shall be provided in accordance with the following provisions and reported to the supervisor in charge for approval, and a notification shall be given to the responsible unit. When the

amount is 50,000,000 NT dollars or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where this Corporation is doing business.
2. A written record of the decision-making process shall be kept.
3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Corporation's commercial dealings or a party with which any personnel of this Corporation has a relationship of interest.
5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

#### Article 11: (Recusal)

When a Company director , supervisor, officer or other stakeholder attending or present at a board meeting, or the juristic person represented thereby, has a stake in a proposal at the meeting , that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves and may not support each other in an inappropriate manner.

If in the course of conducting company business, any personnel of this Corporation discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of this Corporation may use company resources on commercial activities other than those of this Corporation, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Corporation.

#### Article 12: (Special unit in charge of confidentiality regime and its responsibilities)

The management dept. of this Corporation shall be the special unit charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of this Corporation's trade secrets, trademarks, patents, works and other intellectual properties and it shall also conduct periodical

reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of this Corporation shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of this Corporation of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of this Corporation unrelated to their individual duties.

Article 13: (Prohibition against disclosure of confidential information)

This Corporation shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 14: (Prohibition against insider trading)

This Corporation shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of this Corporation to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.

This Corporation shall adopt and publish on its website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are media reports, or sufficient facts to determine, that this Corporation's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, this Corporation shall immediately recall those products or suspend the services, verify the facts and present a review and improvement plan.

The responsible unit of this Corporation shall report the event as in the preceding paragraph, actions taken, and subsequent reviews and corrective measures taken to the board of directors.

Article 15: (Non-disclosure agreement)

All Company personnel shall adhere to the provisions of the Securities and Exchange Act and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.

Any organization or person outside of this Corporation that is involved in any merger, demerger, acquisition and share transfer, major memorandum of

understanding, strategic alliance, other business partnership plan, or the signing of a major contract by this Corporation shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of this Corporation acquired as a result, and that they may not use such information without the prior consent of this Corporation.

Article 16: (Announcement of policy of ethical management to outside parties)

This Corporation shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17: (Ethical management evaluation prior to development of commercial relationships)

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, this Corporation shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When this Corporation carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

1. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. Whether enterprise's business operations are located in a country with a high risk of corruption.
4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18: (Statement of ethical management policy to counterparties in commercial dealings)

Any personnel of this Corporation, when engaging in commercial activities, shall make a statement to the trading counterparty about this Corporation's ethical

management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

Article 19: (Avoidance of commercial dealings with unethical operators)

All personnel of this Corporation shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement this Corporation's ethical management policy.

Article 20: (Stipulation of terms of ethical management in contracts)

Before entering into a contract with another party, this Corporation shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of this Corporation part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party for the damages and may also deduct the full amount of the damages from the contract price payable.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21: (Handling of unethical conduct by personnel of this Corporation)

As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, this Corporation will grant a reward of not more than 500,000 NT dollars depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material. This Corporation shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for Company insiders and outsiders to submit reports. A whistleblower shall at least furnish the following information:

1. the whistleblower's name and I.D. number, and an address, telephone number and e-mail address where it can be reached.
2. the informed party's name or other information sufficient to distinguish its identifying features.
3. specific facts available for investigation.

Company personnel handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The responsible unit of this Corporation shall observe the following procedure:

1. An information shall be reported to the department head if involving the rank and file and to an independent director or supervisor if involving a director or a senior executive.
2. The responsible unit of this Corporation and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.
3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or this Corporation's policy and regulations of ethical management, this Corporation shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, this Corporation will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
5. With respect to a confirmed information, this Corporation shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
6. The responsible unit of this Corporation shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.

Article 22: (Actions upon event of unethical conduct by others towards this Corporation)

If any personnel of this Corporation discovers that another party has engaged in unethical conduct towards this Corporation, and such unethical conduct involves alleged illegality, this Corporation shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, this Corporation shall additionally notify the governmental anti-corruption agency.

Article 23: (Establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)

The responsible unit of this Corporation shall organize 1 awareness session each year and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries. This Corporation shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of this Corporation seriously violate ethical conduct, this Corporation shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Corporation.

This Corporation shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article 24: (Enforcement)

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting.

When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.



**Attachment IV**

**Comparison Table of Amendments to the Articles of Incorporation**

Before Amendment	After Amendment	Reasons for Amendments
<p>Article 28: At the end of each fiscal year, the Board of Directors shall prepare the following statements, which shall be submitted to the annual shareholders' meeting for acceptance and approval according to the law:</p> <p>(I) Business report. (II) Financial statements. (III) Proposals for profit or loss appropriation.</p> <p><u>The Company's appropriation of profit or loss shall be conducted after the end of each quarter.</u></p>	<p>Article 28: At the end of each fiscal year, the Board of Directors shall prepare the following statements, which shall be submitted to the annual shareholders' meeting for acceptance and approval according to the law:</p> <p>(I) Business report. (II) Financial statements. (III) Proposals for profit or loss appropriation.</p>	<p>Revise the article in accordance with actual business demands.</p>
<p>Article 29-1 <u>The Company's appropriation of profit or loss shall be conducted after the end of each quarter.</u> If there is surplus in the <u>quarterly</u> final accounts, the Company shall <u>estimate and reserve the taxable contributions</u>, cover <u>the accumulated deficit (including adjusting amount of undistributed surplus)</u>, <u>estimate and reserve the employees' remuneration</u>, and then allocate 10% as statutory surplus reserve, unless the statutory surplus reserve has reached the paid-in capital amount. In addition, the special surplus reserve shall be allocated or reversed in accordance with laws and regulations or regulations of Competent Authority. <u>If there is still any surplus</u>, add the remaining balance with the <u>accumulated undistributed surplus in previous quarter</u> to form <u>shareholders' dividends</u>. <u>And the Board of Directors shall prepare the proposal for distribution. When the</u></p>	<p>Article 29-1 If there is surplus in the <u>annual</u> final accounts, <u>in addition to paying the taxable contributions</u>, the Company shall cover deficit, and then allocate 10% as statutory surplus reserve, unless the statutory surplus reserve has reached the paid-in capital amount <u>of the Company</u>. In addition, the special surplus reserve shall be allocated or reversed in accordance with laws and regulations or regulations of Competent Authority. <u>And then add the beginning undistributed surplus with the balance to get the accumulated distributable surplus. The aforementioned cumulative distributable surplus shall be allocated not less than 20% for shareholders' bonus.</u> The Board of Directors shall prepare the proposal for distribution, <u>and it shall be submitted to the shareholders' meeting for resolution and distributed. When distributing earnings, the cash part of shareholders'</u></p>	<p>Revise the article in accordance with actual business demands.</p>

Before Amendment	After Amendment	Reasons for Amendments
<p><u>method of issuing new shares is taken</u>, it shall be submitted to the shareholders' meeting for resolution and <u>then</u> distributed. When distributing earnings, the cash part of shareholders' dividends shall not be less than 10% of the amount distributed to shareholders.</p> <p>If the Company distributes all or part of the dividends or statutory surplus reserves and capital reserves by means of cash disbursement, it shall authorize the Board of Directors with over two-thirds of the directors attending the meeting and conduct after approval of a majority of the directors attending the meeting, which shall be reported to the shareholders' meeting.</p>	<p>dividends shall not be less than 10% of the amount distributed to shareholders.</p> <p>If the Company distributes all or part of the dividends or statutory surplus reserves and capital reserves by means of cash disbursement, it shall authorize the Board of Directors with over two-thirds of the directors attending the meeting and conduct after approval of a majority of the directors attending the meeting, which shall be reported to the shareholders' meeting.</p>	
<p>Article 34 The first amendment was made on November 17, 1980. (Omitted below) The thirty-fifth amendment was made on June 13, 2017. The thirty-sixth amendment will be made on June 10, 2019.</p>	<p>Article 34 The first amendment was made on November 17, 1980. (Omitted below) The thirty-fifth amendment was made on June 13, 2017. The thirty-sixth amendment was made on June 10, 2019. <u>The thirty-seventh amendment will be made on June 10, 2020.</u></p>	<p>Add the date of revision.</p>

Attachment V

**Comparison Table of Amendments to the Rules of Procedure for Shareholders Meetings**

Before Amendment	After Amendment	Reasons for Amendments
<p>Article 3 (Paragraph 1 and 2 are omitted) Appointment or dismissal of directors, change of articles, dissolution, merger or division of corporation, paragraphs Item 1 of Article 185 of Company Act, Article 26-1 and Article 43-6 of Securities Exchange Act, matters of Article 56-1 and Article 60-2 of Criteria Governing the Offering and Issuance of Securities by Issuers shall be listed in the reasons for convening a meeting and shall not be proposed for incidental motion.</p> <p>Shareholders holding more than 1% of the total number of issued shares shall propose resolutions to the Company <u>in writing</u> at ordinary meetings of shareholders. If the number of proposals is more than one, the proposals shall not be</p>	<p>Article 3 (Paragraph 1 and 2 are omitted) Appointment or dismissal of directors, change of articles, <u>reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares,</u> dissolution, merger or division of corporation, paragraphs Item 1 of Article 185 of Company Act shall be listed <u>and the essential contents thereof shall be explained</u> in the notice of the reasons for convening the shareholders meeting and shall not be proposed for incidental motion; <u>the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.</u> <u>If re-election of the Board and the date of appointment thereof are both stated clearly on the reasons for convening a shareholders' meeting, then the date of appointment shall not be changed by extempore motion or other means during the same meeting after the re-election of the Board is completed.</u></p> <p>Shareholders holding more than 1% of the total number of issued shares shall propose resolutions to the Company at ordinary meetings of shareholders. If the number of proposals is more than one, the proposals shall not be included in the</p>	<p>In accordance with regulations, revise the content of the text to make it clearer.</p>

Before Amendment	After Amendment	Reasons for Amendments
<p>included in the resolution. Where a shareholder proposes a resolution under any of the circumstances specified in Paragraph 4 of Article 172-1 of the Company Act, the Board of Directors shall not include it as a resolution.</p> <p>The Company shall announce the shareholders' proposals, acceptance domicile and acceptance period prior to the date of suspension of share transfer prior to the convening of the ordinary shareholders' meeting. The acceptance period shall not be less than 10 days.</p> <p>A resolution proposed by a shareholder shall be limited to 300 words, and shall not be included in the resolution if it exceeds 300 words; The proposing shareholder shall attend the ordinary meeting of shareholders in person or by proxy and participate in the discussion of the proposal.</p> <p>The Company shall notify the proposing shareholders of the outcome of the shareholders' meeting prior to the date of the notice of convening the shareholders' meeting and shall list the resolutions in accordance with the provisions of the Article in the notice of the meeting. For shareholders' proposals that are not included in the resolution, the Board of Directors shall state the reasons for the exclusion at the shareholders' meeting.</p>	<p>resolution. <u>A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors.</u> Where a shareholder proposes a resolution under any of the circumstances specified in Paragraph 4 of Article 172-1 of the Company Act, the Board of Directors shall not include it as a resolution.</p> <p>The Company shall announce the shareholders' proposals, <u>by correspondence or electronic means,</u> acceptance domicile and acceptance period prior to the date of suspension of share transfer prior to the convening of the ordinary shareholders' meeting. The acceptance period shall not be less than 10 days.</p> <p>A resolution proposed by a shareholder shall be limited to 300 words, and shall not be included in the resolution if it exceeds 300 words; The proposing shareholder shall attend the ordinary meeting of shareholders in person or by proxy and participate in the discussion of the proposal.</p> <p>The Company shall notify the proposing shareholders of the outcome of the shareholders' meeting prior to the date of the notice of convening the shareholders' meeting and shall list the resolutions in accordance with the provisions of the Article in the notice of the meeting. For shareholders' proposals that are not included in the resolution, the Board of Directors shall state the reasons for the exclusion at the shareholders' meeting.</p>	

Before Amendment	After Amendment	Reasons for Amendments
<p>Article 10 If a shareholders' meeting is convened by the Board of Directors, its agenda shall be prescribed by the Board of Directors, and the meeting shall be held in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.</p> <p>(Paragraph 2 and 3 are omitted)</p> <p>The chairman shall give full explanation and opportunity to discuss the motion and the amendment or provisional motion proposed by the shareholders, and shall declare the discussion to be closed and put to the vote when he/she considers that the motion has reached the level of voting.</p>	<p>Article 10 If a shareholders' meeting is convened by the Board of Directors, its agenda shall be prescribed by the Board of Directors. <u>Relevant proposals (including extempore motion and the amendment to original agenda) shall be passed on a one agenda by one agenda basis.</u> The meeting shall be held in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.</p> <p>(Paragraph 2 and 3 are omitted)</p> <p>The chairman shall give full explanation and opportunity to discuss the motion and the amendment or provisional motion proposed by the shareholders, and shall declare the discussion to be closed and put to the vote when he/she considers that the motion has reached the level of voting, <u>where appropriate voting time shall be arranged.</u></p>	<p>In accordance with the fully adoption of electronic voting by TWSE/GTS M Listed Companies and implementin g the spirit of voting agenda by agenda, revise the content of the text to make it clearer.</p>
<p>Article 14 (Paragraph 1 is omitted) <u>The Company shall exercise its voting rights in writing or electronically when convening a shareholders' meeting (for companies that shall exercise electronic voting in accordance with the proviso to Paragraph 1 of Article 177-1 of the Company Act:</u> When convening a shareholders' meeting, the Company shall exercise its voting rights electronically and in writing); When the voting right is exercised in writing or electronically, the method of exercising the voting right shall be specified in the notice of convening the shareholders' meeting. Shareholders exercising their voting rights in writing or electronically shall be deemed to have</p>	<p>Article 14 (Paragraph 1 is omitted) When convening a shareholders' meeting, the Company shall exercise its voting rights electronically and in writing); When the voting right is exercised in writing or electronically, the method of exercising the voting right shall be specified in the notice of convening the shareholders' meeting. Shareholders exercising their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, amendments to the interim motion and the original motion at such shareholders' meeting shall be deemed to have been abstained from voting. Therefore, it is advisable for the Company to refrain from</p>	<p>In accordance with the full adoption of electronic voting by TWSE/GTS M Listed Companies, revise the content of the text to make it clearer.</p>

Before Amendment	After Amendment	Reasons for Amendments
<p>attended the shareholders' meeting in person. However, amendments to the interim motion and the original motion at such shareholders' meeting shall be deemed to have been abstained from voting. Therefore, it is advisable for the Company to refrain from proposing interim motions and amendments to the original motion. (Omitted hereunder)</p>	<p>proposing interim motions and amendments to the original motion.  (Omitted hereunder)</p>	
<p>Article 17 (Paragraph 1 and 2 are omitted) The minutes shall be kept permanently for the duration of the Company in accordance with the records of the meeting, including the date, month, and place of the meeting, the name of the chairman, the method of resolution, the gist of the proceedings, and the outcome thereof.</p>	<p>Article 17 (Paragraph 1 and 2 are omitted) The minutes shall be kept permanently for the duration of the Company in accordance with the records of the meeting, including the date, month, and place of the meeting, the name of the chairman, the method of resolution, the gist of the proceedings, and the outcome <u>of voting (including the statistical tallies of the numbers of votes), and tallies of the numbers of votes for each candidate of director if an election is held.</u></p>	<p>To implement the spirit of voting agenda by agenda, revise the content of the text to make it clearer.</p>
<p>Article 21 The Rules were promulgated on May 20, 1996. The first amendment was made on May 8, 1998. The second amendment was made on June 20, 2002. The third amendment was made on June 13, 2008. The fourth amendment was made on June 12, 2012. The fifth amendment was made on June 11, 2015. The sixth amendment was made on June 13, 2017.</p>	<p>Article 21 The Rules were promulgated on May 20, 1996. The first amendment was made on May 8, 1998. The second amendment was made on June 20, 2002. The third amendment was made on June 13, 2008. The fourth amendment was made on June 12, 2012. The fifth amendment was made on June 11, 2015. The sixth amendment was made on June 13, 2017. <u>The seventh amendment was made on June 10, 2020.</u></p>	<p>Add the date of revision.</p>

## Attachment VI

### List of Candidates of Directors (Including Independent Directors)

Types of Candidates	Name of Candidates	Academic Background	Experiences	Current Position	Shareholdings
Director	Zheng Qintian	Civil Engineering, Cheng-Shiu Junior College of technology	Chairman of Highwealth Construction Corporation.	President of Highwealth Construction Corporation.	26,611,304 shares
Director	Zheng Xiuhui	Civil Engineering, Kaohsiung Junior College of technology	Vice General Manager of Highwealth Construction Corporation.	Executive Assistant of Highwealth Construction Corporation.	8,151,512 shares
Director	Jun Ying Investment Inc. Representative: Cheng Chihlung	Affiliated institution for advanced studies in interior design, China University of Technology	General Manager of Highwealth Construction Corporation.	Chairman of Highwealth Construction Corporation.	25,612,992 shares
Director	Jun Ying Investment Inc. Representative: Fan Huajun	Dept. of Electrical Engineering, Kun Shan University	CEO of Highwealth Construction Corporation.	General Manager of Highwealth Construction Corporation.	25,612,992 shares
Independent director	Hong Xiyao	Honored PhD in Business, Barrington University Master's in Business Administration, Newport University	Chairman of Taiyen Biotech Co., Ltd. CEO of National Development Fund	None	0 shares
Independent director	Li Wencheng	Central Police University	President of Taiwan High Court President of Hualien Local Court President of Taitung Local Court President of Penghu Local Court	Independent director of Jun-Lung Construction Inc.	0 shares
Independent director	Chen Tachun	Master's in political sciences, Chinese Culture University	Associate Professor of National Taichung University of Science and Technology	Associate Professor of National Taichung University of Science and Technology	20,000 shares

## Appendix I

# Highwealth Construction Corporation. Article of Incorporation

### Chapter I General Rules

- Article 1: The company shall be organized in accordance with the provisions of the Company Act as Highwealth Construction Corporation, and the English name shall be Highwealth Construction Corp.
- Article 2: The Company engages in the left businesses:
- I. Leasing and sale of commercial buildings and national residential buildings commissioned by construction companies.
  - II. Design and construction of interior decoration.
  - III. Trading, import and export of building materials, decoration materials and construction machinery.
  - IV. Introduction to the rental and sale of houses and cadastral surveying business.
  - V. Real estate business information consultant and credit data collection, analysis and printing business.
  - VI. Development, lease, sale and management of the industrial zone commissioned by the competent government's industrial authority (except building industry).
  - VII. Design of swimming pools, runways, bridges, airports, harbors and MRT systems (except architect industry).
  - VIII. Civil engineering design and planning consultancy.
  - IX. Operation of general merchandise sales, hotels, supermarkets, three-dimensional parking lots and natural scenic spots.
  - X. Operation of restaurants.
  - XI. Consultants for analysis and diagnosis of enterprise management and financial management (excluding CPA services) (excluding securities investment consulting services).
  - XII. Computer information consultant.
  - XIII. Development, rental and sale of H701020 industrial factory building.
  - XIV. H701040 Development industry of specific professional zone.
  - XV. H701050 Public construction industry of investment.
  - XVI. H701060 Development industry of new town and new community.
  - XVII. H703010 Rental industry of plant.
  - XVIII. H703020 Rental industry of warehouse.
  - XIX. H703030 Rental industry of office building.
  - XX. ZZ99999 Except for permitted businesses, businesses not prohibited or restricted by laws and regulations can be operated.
- Article 3: The Company is headquartered in Taipei City, and shall, if necessary, establish branches at home and abroad by resolution of the Board of Directors in accordance with law.



Article 4: The announcement methods of the Company shall be handled in accordance with Article 28 of Company Act.

## **Chapter II Shares**

Article 5: The capital of the Company is NTD 20 billion, divided into two hundred million shares at NTD 10 per share, and the Board of Directors shall be authorized to issue the shares in installments. 20 million shares, warrant bonds and exercise of preferred shares with warrants shall be reserved from the above capital sum. The Board of Directors shall be authorized for issuing in batch. The Company may, with the consent of the shareholders' meeting attended by a majority of the total number of issued shares and at least two-thirds of the voting rights of the shareholders present, transfer the shares to employees at a price lower than the average price of the actual repurchased shares, or issue employee warrants at a price lower than the market price.

Article 5-1: The issuance or transfer objects shall include employees of subsidiaries who match certain conditions for the Company issuing employee subscription certificate, issuing new stocks with restricted employee rights, issuing new stocks to employees, or repurchasing stocks and transferring to employees in accordance with the law.

The above conditions and acquisition methods shall be submitted to the Board of Directors for decision.

Article 6: Shares of the Company shall be registered, signed or sealed by directors on behalf of the Company, and shall be issued after certification in accordance with the law. Shares shall be printed in combination with the total number of new shares issued, or exempted from printing. However, a centralized securities depository enterprise shall be contracted for registration or custody.

Article 7: Unless otherwise provided for in laws, regulations and securities regulations, the Company's handling of stock affairs shall be governed by the "Regulations on Handling of Stock Affairs by Companies with Public Issue of Shares" promulgated by the Competent Authority.

Article 8: Where necessary, the Company shall, by resolution of the Board of Directors, entrust stock affairs to a stock affairs agency approved by the Competent Authority. If a company entrusts a stock affairs agency to handle the stock affairs, the shareholders shall negotiate with the entrusted stock affairs agency to handle the stock affairs. Taiwan Securities Central Depository Co., Ltd. may request the Company to merge and issue large denomination securities if the shares issued by the Company are entrusted to Taiwan Securities Central Depository Co., Ltd. for custody.

Article 9: The transfer of shares shall be suspended within 60 days prior to the meeting of each ordinary shareholders' meeting, within 30 days prior to the extraordinary meeting, or within 5 days prior to the date on which the Company decides to distribute dividends, bonuses or other benefits.

### **Chapter III Shareholders' Meeting**

Article 10: Shareholders' meetings are divided into regular meeting and temporary meeting, which shall be convened by the Board of Directors within six months after the end of each fiscal year. The temporary meetings shall be convened in accordance with the law when necessary.

Article 11: If a shareholder is unable to attend the shareholders' meeting for any reason, a power of attorney issued by the Company specifying the scope of authorization and signature or seal shall be issued, and an agent shall be entrusted to attend. The use of the power of attorney shall be handled in accordance with Article 177 of the Company Act and Articles 25-1 of the Securities Exchange Act-"Openly Issuing the Rules on the Use of Power of Attorney by Shareholders Attending the Company's Shareholder Meeting" promulgated by the Competent Authority.

Article 11-1: The convening of ordinary and extraordinary shareholders' meetings shall be notified to each shareholder of the date, place, and reasons for convening the meeting prior to the time limit prescribed by the Company Act and relevant laws and regulations. The shareholders holding less than 1,000 shares shall be noticed through an announcement. When the Company convenes a general meeting, the authorized shareholders may propose resolutions to the Company in writing, and the relevant operations shall be handled in accordance with the Company Act and relevant provisions.

Article 12: When a shareholders' meeting is held, the chairman of the Board of Directors shall be the chairman. If the chairman of the Board of Directors asks for leave of absence or is unable to exercise his/her functions and powers for any reason, his/her agency shall be handled in accordance with Article 208 of the Company Act.

Article 13: Shareholders of the Company shall have one vote per share, but not have the right to vote if it is restricted or under the circumstances specified in Paragraph 2 of Article 179 of the Company Act.

Article 14: Unless otherwise provided by relevant laws and regulations, a resolution of a shareholders' meeting shall be attended by the shareholders, who are present on behalf of a majority of the shareholders of the total number of issued shares. Shareholders of the Company may also exercise their voting rights electronically. Shareholders exercising their voting rights electronically shall be deemed to be present in person and relevant matters shall be handled in accordance with the relevant laws and regulations.

Article 15: The resolutions of the shareholders' meeting shall be signed or sealed by the chairman, and the minutes shall be distributed to all shareholders within 20 days after the meeting.

The minutes referred to in the preceding paragraph shall be distributed by way of public announcement. The minutes of the meeting shall record the year, month and day of the meeting, the place where the meeting was held, the name of the chairman, and the method of resolution. The minutes shall also record the gist of the proceedings and the results thereof. The minutes shall be kept permanently

during the existence of the Company. The register of shareholders present and the proxy letter for attending the meeting shall be kept for one year.

#### **Chapter IV Directors and Audit Committee**

- Article 16: The Company shall have seven to nine directors, of whom the number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directors. The election of all directors shall be conducted through a candidate nomination system in accordance with Article 192-1 of the Company Act. The term of office of each director shall be three years, and he/she may be re-elected. The aggregate shareholding ratio of all directors shall be handled in accordance with the regulations of the securities regulatory authority. The Company shall establish an audit committee, composed of all independent directors, in accordance with Article 14-4 of the Securities Exchange Act, to carry out the functions and powers required to be exercised by supervisors under the Company Act, the Securities Exchange Act and other laws and regulations.
- Article 17: In the event that one-third of the directors are absent or the independent directors are dismissed, the Board of Directors shall convene an extraordinary directors' meeting within 60 days to elect a replacement director for a term limited to the term of office for which the replacement director was previously appointed.
- Article 18: If the term of office of a director expires but the director is not re-elected, the director shall be extended to perform his/her duties until the re-elected director assumes office. However, the Competent Authority shall order the Company to re-elect within a time limit in accordance with its authority, and if the Company still fails to re-elect within the time limit, the Competent Authority shall of course dismiss the Company upon expiration of the time limit.
- Article 19: The directors shall organize the Board of Directors to elect a chairman from the directors with the consent of more than two-thirds of the directors present and more than half of the directors present, and may elect a vice-chairman from the directors in the same manner to carry out all affairs of the Company in accordance with laws, regulations, articles of association, resolutions of the shareholders' meeting and the Board of Directors.
- Article 20: The management policy and other important matters of the Company shall be decided by the Board of Directors. Except for the first shareholders' meeting convened in accordance with Article 203 of the Company Act, the chairman of the Board of Directors shall convene and serve as the chairman. The chairman shall represent the Company. If the chairman of the Board of Directors requests leave of absence or is unable to exercise his/her functions and powers for any reason, the vice chairman of the Board of Directors shall act as the chairman of the Board of Directors. If the vice chairman is absent or is unable to exercise his/her functions and powers for any reason, the chairman shall appoint one person to act as his/her deputy; if no agent is appointed, the directors shall elect one person to act as their deputy.

The convening of the directors' meeting referred to in the preceding paragraph shall state the reasons and notify all directors seven days in advance. However, in case of emergency, it may be convened at any time. Notice of convening shall be given in writing, by e-mail or by fax.

Article 21: Except as otherwise provided for in the Company Act, a majority of the directors shall be present at the meeting, which shall be held with the consent of a majority of the directors present. If a director is unable to attend the meeting for any reason, he/she shall issue a power of attorney stating the scope of authorization for convening the meeting and authorizing other directors to attend the meeting on his/her behalf, but one director shall not be entrusted by multiple directors to attend the meeting. If the Board of Directors holds a directors' meeting through videoconference, the directors shall be deemed to be personally present if they participate in the meeting by videoconference.

Article 22: Minutes of the Board of Directors shall be prepared and signed or sealed by the chairman and circulated to all directors within 20 days after the meeting. The minutes shall record the proceedings and the results thereof. The minutes shall be kept in the Company together with the register of directors present and the power of attorney for attending the meeting.

Article 23: Delete.

Article 24: The Board of Directors shall be authorized to determine the remuneration of the chairman and directors in accordance with the extent of their participation in and the value of their contributions to the operations of the Company and in the light of the normal level of the industry. The Company shall purchase liability insurance for the directors.

#### **Chapter V Managers and Staff**

Article 25: The Company shall appoint general manager and several managers, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Article 26: The Company shall, by resolution of the Board of Directors in accordance with Article 21 of the Articles of Association, engage consultants and important staff.

Article 27: The general manager of the Company shall apply to the Board of Directors for the appointment of the first-level directors, and the general manager shall appoint the other employees in accordance with the personnel management regulations.

#### **Chapter VI Accounting**

Article 28: At the end of each fiscal year, the Board of Directors shall prepare the following statements, which shall be submitted to the annual shareholders' meeting for acceptance and approval according to the law:

(I) Business report. (II) Financial statements. (III) Proposals for profit or loss appropriation.

The Company's appropriation of profit or loss shall be conducted after the end of each quarter.

Article 29: If the Company makes profits for the year, of which the employee remuneration shall not be less than 0.1% of the pre-tax benefits and the director remuneration shall not be more than 1% of the pre-tax benefits, the remuneration shall be distributed after the resolution of the Board of Directors and reported to the Board of Directors. However, if the Company still has accumulated losses, the compensation amount shall be reserved in advance. The allotment objects of remuneration shall include employees of subsidiaries who meet certain conditions, which shall be authorized to the Board of Directors for decision.

The Company shall grasp the changing characteristics of the operating economic environment in order to achieve sustainable operation and long-term development. The Board of Directors shall pay attention to the stability and growth of dividends when formulating the appropriation of earnings, and shall decide on the most appropriate method for dividend policy payment depending on the operating conditions and considering the capital budget planning.

Article 29-1: The Company's appropriation of profit or loss shall be conducted after the end of each quarter. If there is surplus in the quarterly final accounts, the Company shall estimate and reserve the taxable contributions, cover the accumulated deficit (including adjusting amount of undistributed surplus), estimate and reserve the employees' remuneration, and then allocate 10% as statutory surplus reserve, unless the statutory surplus reserve has reached the paid-in capital amount. In addition, the special surplus reserve shall be allocated or reversed in accordance with laws and regulations or regulations of Competent Authority. If there is still any surplus, add the remaining balance with the accumulated undistributed surplus in previous quarter to form shareholders' dividends. And the Board of Directors shall prepare the proposal for distribution. When the method of issuing new shares is taken, it shall be submitted to the shareholders' meeting for resolution and then distributed. When distributing earnings, the cash part of shareholders' dividends shall not be less than 10% of the amount distributed to shareholders.

If the Company distributes all or part of the dividends or statutory surplus reserves and capital reserves by means of cash disbursement, it shall authorize the Board of Directors with over two-thirds of the directors attending the meeting and conduct after approval of a majority of the directors attending the meeting, which shall be reported to the shareholders' meeting.

#### **Chapter VII Supplementary Provisions**

Article 30: The Company shall authorize the Board of Directors to execute its reinvestment in excess of 40% of the paid-in capital.

Article 31: External guarantees shall be required by the Company for its business.

Article 32: The organization rules and handling details of the Company shall be separately prescribed by the Board of Directors.

Article 33: All matters not provided for in the Articles shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 34: The Articles of Association were made on January 12, 1980.  
The first amendment was made on November 17, 1980.  
(Omitted below)

The twenty-eighth amendment was made on June 15, 2007.  
The twenty-ninth amendment was made on June 13, 2008.  
The thirtieth amendment was made on June 10, 2009.  
The thirty-first amendment was made on June 12, 2012.  
The thirty-second amendment was made on June 11, 2014.  
The thirty-third amendment was made on June 11, 2015.  
The thirty-fourth amendment was made on June 13, 2016.  
The thirty-fifth amendment was made on June 13, 2017.  
The thirty-sixth amendment will be made on June 10, 2019.

## Appendix II

### **Highwealth Construction Corporation. Rules of Procedures for Shareholders' Meetings**

Article 1: The Rules are formulated in accordance with Article 5 of the Code of Practice on Governance of Listed and OTC Companies for the purpose of establishing a good governance system for shareholders' meetings of the Company, improving its supervisory functions and strengthening its management functions.

Article 2: Unless otherwise provided in laws, regulations or articles of association, the rules of procedure for shareholders' meetings of the Company shall be governed by the Rules.

Article 3: The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.

Thirty days prior to the ordinary meeting of shareholders or fifteen days prior to the extraordinary meeting of shareholders, the Company shall prepare an electronic file for transmission to the Public Information Observatory containing the notice of the meeting of shareholders, the power of attorney, the reasons for the various resolutions related to the recognition, discussion, appointment or dismissal of directors and the explanatory data. The handbook and supplementary meeting data of the shareholders' meeting shall be compiled and transmitted to the Open Information Observatory by electronic archives twenty-one days prior to the ordinary meeting or fifteen days prior to extraordinary meeting of shareholders. Fifteen days prior to the meeting, the handbook of shareholders' meetings and supplementary information for the meeting shall be prepared and made available to the shareholders at any time and shall be displayed to the Company and the professional stock agents appointed by the Company and shall be distributed at the scene of the shareholders' meeting. The notice and announcement shall state the reasons for convening the meeting; If the notice is approved by the other party, the notice shall be made electronically.

Appointment or dismissal of directors, change of articles, dissolution, merger or division of corporation, paragraphs Item 1 of Article 185 of Company Act, Article 26-1 and Article 43-6 of Securities Exchange Act, matters of Article 56-1 and Article 60-2 of Criteria Governing the Offering and Issuance of Securities by Issuers shall be listed in the reasons for convening a meeting and shall not be proposed for incidental motion.

Shareholders holding more than 1% of the total number of issued shares shall propose resolutions to the Company in writing at ordinary meetings of shareholders. If the number of proposals is more than one, the proposals shall not be included in the resolution. Where a shareholder proposes a resolution under any of the circumstances specified in Paragraph 4 of Article 172-1 of the Company Act, the Board of Directors shall not include it as a resolution.

The Company shall announce the shareholders' proposals, acceptance domicile and acceptance period prior to the date of suspension of share transfer prior to the convening of the ordinary shareholders' meeting. The acceptance period shall not be less than 10 days.

A resolution proposed by a shareholder shall be limited to 300 words, and shall not be included in the resolution if it exceeds 300 words; The proposing shareholder shall attend the ordinary meeting of shareholders in person or by proxy and participate in the discussion of the proposal.

The Company shall notify the proposing shareholders of the outcome of the shareholders' meeting prior to the date of the notice of convening the shareholders' meeting and shall list the resolutions in accordance with the provisions of the Article in the notice of the meeting. For shareholders' proposals that are not included in the resolution, the Board of Directors shall state the reasons for the exclusion at the shareholders' meeting.

Article 4: A shareholder may, at each shareholders' meeting, issue a power of attorney issued by the Company specifying the scope of authorization and authorizing a proxy to attend the shareholders' meeting.

A shareholder shall issue a power of attorney limited to one person and shall deliver it five days prior to the meeting of shareholders. In the event of duplication of the power of attorney, the first one to be served shall prevail. However, the entrustment before the revocation of the declaration shall not be limited.

If a shareholder wishes to attend a shareholders' meeting in person or to exercise his/her voting rights in writing or electronic form after the proxy has been sent to the Company, he/she shall notify the Company in writing of the revocation of the proxy two days prior to the shareholders' meeting; The voting right exercised by the proxy shall prevail in the event of revocation after the expiration of the prescribed time limit.

Article 5: A shareholders' meeting shall be held at the place where the Company is located or where shareholders are conveniently present, and it is appropriate to convene a shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. The meeting shall be held at a place and time where the views of the independent directors shall be fully considered.

Article 6: The Company shall specify in the notice of meeting the time for accepting the shareholders' register, the place of registration and other matters needing attention.

The aforesaid time for accepting shareholders' register shall be at least 30 minutes prior to the commencement of the meeting. The registration desk shall be clearly marked and shall be handled by adequate and competent personnel. Shareholders themselves or their proxies (hereinafter referred to as shareholders) shall attend the shareholders' meeting by presenting their attendance cards or other certificates of attendance. The Company shall request shareholders to provide any other supporting documents for shareholders' attendance at the meeting. A requester with a power of attorney shall bring along identity documents for verification.



The Company shall set up an autograph book for the attending shareholders to sign in, or the attending shareholders shall submit a sign-in card to sign in.

The Company shall deliver the Meeting Handbook, Annual Report, Certificate of Attendance, Speech Notes, Voting Votes and other meeting data to the shareholders attending the shareholders' meeting; Where there is an election of directors, a separate election vote shall be submitted.

When the government or legal person is a shareholder, the representatives attending the shareholders' meeting shall not be limited to one person. When a legal person is entrusted to attend a shareholders' meeting, only one representative shall be appointed to attend.

Article 7: If the shareholders' meeting is convened by the Board of Directors, the chairman shall act as the chairman. If the chairman of the Board of Directors asks for leave of absence or is unable to exercise his/her functions and powers for any reason, the chairman shall appoint a director to act as his/her deputy. Where the chairman of the Board of Directors does not appoint an agent, the directors shall elect one person from the directors to act as the agent.

For shareholders' meetings convened by the Board of Directors, the chairman should preside in person, and a majority of the directors of the Board of Directors should attend in person, and at least one representative of each functional committee members shall attend, and the attendance shall be recorded in the minutes of the shareholders' meeting.

If a shareholders' meeting is convened by a convener other than the Board of Directors, the convener shall act as the chairman of the shareholders' meeting. If there are more than two conveners, they shall elect one convener to act the chairman. The Company shall appoint attorneys, accountants or related persons to attend shareholders' meetings to answer relevant questions while the agenda is in progress.

Article 8: The Company shall record or videotape the whole process of the shareholders' meeting and keep it for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action.

Article 9: Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares present shall be calculated on the basis of the signature book or the signed-in card submitted, plus the number of shares in which voting rights are exercised in writing or electronically.

At the expiration of the meeting time, the chairman shall immediately announce the opening of the meeting. If the shareholders representing half of issued shares are not present, the chairman shall announce an adjournment of the meeting for a maximum of two times, which shall not exceed a total of one hour. The chairman shall announce the adjournment of the meeting if the shareholders representing one-third or more of the total number of issued shares are not present twice after the adjournment.

If the number of shareholders is still not sufficient after the above adjournment for twice and shareholders representing more than one-third of the total number of issued shares are present, a false resolution shall be made in accordance with Paragraph 1 of Article 175 of the Company Act, and each shareholder shall be notified of the false resolution to convene a shareholders' meeting within one month.

Before the conclusion of the meeting, the number of shares represented by the shareholders present at the meeting reaches a majority of the total number of issued shares, the chairman shall, in accordance with Article 174 of the Company Act, make a false resolution and submit it to the shareholders' meeting for voting.

Article 10: If a shareholders' meeting is convened by the Board of Directors, its agenda shall be prescribed by the Board of Directors, and the meeting shall be held in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.

If a shareholders' meeting is held by conveners' rights to convene the meeting other than those of the Board of Directors, the aforesaid provisions can be used.

The chairman shall not adjourn the meeting until the adjournment of the proceedings (including provisional motions) referred to in the preceding two paragraphs has been decided. If the chairman announces the adjournment of the meeting in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the shareholders present at the meeting in the procedure prescribed by law and elect a chairman by a majority vote of the shareholders present at the meeting to continue the meeting.

The chairman shall give full explanation and opportunity to discuss the motion and the amendment or provisional motion proposed by the shareholders, and shall declare the discussion to be closed and put to the vote when he/she considers that the motion has reached the level of voting.

Article 11: Before the attending shareholders' speeches, a speech note shall be filled in, stating the tenor of the speeches, the shareholders' account number (or attendance certificate number) and the name of the account, and the chairman shall determine the order of their speeches.

If a shareholder attending the meeting only raises a speech note but does not speak, he/she shall be deemed not to have spoken. In case of any discrepancy between the content of the speech and the speech note, the content of the speech shall prevail. When an attending shareholder gives a speech, other shareholders shall not interfere with their speeches except with the consent of the chairman and the speakers. Violators shall be stopped by the chairman.

Article 12: Each shareholder speaking on the same resolution shall not speak for more than two times and the speech shall not exceed five minutes without the consent of the chairman. The chairman shall prohibit the shareholder from speaking in violation of the provisions of the preceding paragraph or beyond the scope of the discussion. When a legal person shareholder appoints two or more representatives to attend a

shareholders' meeting, only one person is allowed to be elected to speak on the same resolution.

After an attending shareholder gives a speech, the chairman shall reply in person or by designating relevant persons.

Article 13: Resolution at a shareholders' meeting shall be calculated on the basis of shares.

The number of shares of non-voting shareholders as resolved at a shareholders' meeting shall not be included in the total number of issued shares.

Shareholders shall not participate in voting or exercise their voting rights on behalf of other shareholders when their own interests may cause harm to the interests of the Company in relation to the matters at the meeting.

The number of shares not permitted to exercise their voting rights as referred to in the preceding paragraph shall not be included in the number of voting rights of shareholders present.

Except in the case of a trust enterprise or a stock agency approved by the Competent Authority for Securities Affairs, if one person is consigned by more than two shareholders at the same time, the proxy's voting rights shall not exceed 3% of the total voting rights of the issued shares. If the proxy's voting rights exceed the total voting rights of the issued shares, the exceeding part shall not be included.

Article 14: Shareholders shall have one vote per share; However, the restriction shall not apply to those who are restricted or have no voting rights as listed in Paragraph 2 of Article 179 of the Company Act.

The Company shall exercise its voting rights in writing or electronically when convening a shareholders' meeting (for companies that shall exercise electronic voting in accordance with the proviso to Paragraph 1 of Article 177-1 of the Company Act: When convening a shareholders' meeting, the Company shall exercise its voting rights electronically and in writing); When the voting right is exercised in writing or electronically, the method of exercising the voting right shall be specified in the notice of convening the shareholders' meeting. Shareholders exercising their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, amendments to the interim motion and the original motion at such shareholders' meeting shall be deemed to have been abstained from voting. Therefore, it is advisable for the Company to refrain from proposing interim motions and amendments to the original motion.

Where the voting rights referred to in the preceding paragraph are exercised in writing or electronically, the declaration of intention shall be served on the Company two days before the meeting of shareholders. In case of duplication of intention, the first one shall prevail. However, the restriction shall not apply to declaration of intention made prior to the revocation of a declaration.

If a shareholder wishes to attend a shareholders' meeting in person after exercising his/her voting rights in writing or electronically, he/she shall revoke his/her declaration of intention to exercise the voting rights referred to in the preceding

paragraph in the same manner two days before the meeting. The voting right exercised in writing or electronically shall prevail in the event of late revocation. If the voting right is exercised in writing or electronically and the proxy is entrusted to attend the shareholders' meeting, the voting right exercised by the proxy shall prevail.

Except as otherwise provided in the Company Act and the Articles of Association, the resolution shall be passed by a majority vote of the shareholders present at the meeting. At the time of voting, the chairman or his/her nominee shall announce the total number of voting rights of the shareholders present on a case-by-case basis, and the shareholders shall vote by poll on a case-by-case basis. On the day after the convening of the shareholders' meeting, the results of the shareholders' approval, opposition or abstention shall be entered into the Public Information Observatory.

If there are amendments or substitutions to the same motion, the chairman shall decide on the order of voting with the original motion. If one of the motions is passed, the other motions shall be deemed to be negative and no further vote shall be required.

The scrutineers and tellers of the votes cast on the motion shall be appointed by the chairman, but the scrutineers shall be shareholders.

The counting of votes for voting or electing resolutions at shareholders' meetings shall be conducted in a public place within the venue of the shareholders' meeting, and after the counting of votes is completed, the voting result shall be announced on the spot, including the weighting of statistics and recording.

Article 15: In the event of election of directors at a shareholders' meeting, the election shall be conducted in accordance with the relevant election regulations formulated by the Company, and the election results shall be announced at site, including the list of elected directors and the number of elected directors.

Electoral votes referred to in the preceding Paragraph shall be sealed and signed by the scrutinizer and kept in good custody for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action.

Article 16: When directors are to be elected at a shareholders' meeting, the election shall be conducted in accordance with the relevant election regulations formulated by the Company, and the election results shall be announced at site, including the list of elected directors and the number of elected directors.

Electoral votes referred to in the preceding Paragraph shall be sealed and signed by the scrutinizer and kept in good custody for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action.

Article 17: The resolutions of the shareholders' meeting shall be signed or sealed by the chairman, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The minutes shall be produced and distributed electronically.

The minutes referred to in the preceding Paragraph shall be distributed by way of an announcement entered by the Company into the Public Information Observatory. The minutes shall be kept permanently for the duration of the Company in accordance with the records of the meeting, including the date, month, and place of the meeting, the name of the chairman, the method of resolution, the gist of the proceedings, and the outcome thereof.

Article 18: The number of shares solicited by the solicitor and the number of shares represented by the trustee agent shall be clearly disclosed in the statistical tables compiled by the Company in the prescribed format on the day of the shareholders' meeting.

If any matters resolved at the shareholders' meeting are subject to the provisions of laws and regulations and material information as prescribed by the Taiwan Stock Exchange Corporation (Juridical Person-Gretai Securities Market of Republic of China), the Company shall transmit the contents to the Public Information Observatory within the prescribed time limit.

Article 19: The persons handling the affairs of the shareholders' meeting shall wear identification certificates or armbands.

The chairman shall direct the picketer (or security guard) to assist in maintaining order at the meeting. When a picketer (or security guard) is present to assist in maintaining order, he/she shall wear an armband bearing the word "picketer". If the meeting venue is equipped with amplification equipment, the chairman shall stop others from speaking with equipment of the Company than shareholders. If a shareholder violates the rules of procedure by disobeying the chairman's correction and obstructs the proceedings of the meeting, and if the shareholder does not obey, the chairman shall direct the picketer (or security guard) to ask him/her to leave the meeting.

Article 20: The promulgation and amendment of the Rules shall come into force after being passed by the shareholders' meeting. Any matters not provided for herein shall be handled in accordance with the Company Act, the Articles of Association and other relevant laws and regulations.

Article 21: The Rules were promulgated on May 20, 1996.

The first amendment was made on May 8, 1998.

The second amendment was made on June 20, 2002.

The third amendment was made on June 13, 2008.

The fourth amendment was made on June 12, 2012.

The fifth amendment was made on June 11, 2015.

The sixth amendment was made on June 13, 2017.

## Appendix III

### **Highwealth Construction Corporation. Regulations for Election of Directors**

- Article 1: The Regulations were stipulated in accordance with the provisions in the Company Act and Articles of Incorporation. Elections of directors shall be conducted in accordance with these Regulations.
- Article 2: The election of directors of the Company during the shareholders' meeting shall be conducted in accordance with the candidates' nomination system stipulated in Article 192-1 of the Company Act.
- Article 3: The election of directors of the Company adopted single-name cumulative voting method. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 4: For the election of the directors of this Corporation, each share will have voting rights in number equal to the directors to be elected. The board of directors shall prepare ballots for directors in numbers corresponding to the directors to be elected, which shall then be distributed to the attending shareholders at the shareholders meeting. The ballots may be cast for a single candidate or split among multiple candidates.
- Article 5: For the election of director of this Corporation, shareholders shall elect from the list of candidates for directors. The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. 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.  
The number of voting rights in the preceding paragraph shall be calculated by the number of voting rights casted on the site of the shareholders' meeting plus the number of voting rights form electronic voting.
- Article 6: When the board of directors are preparing the ballots, the number of voting rights associated with each ballot shall be specified on the ballots in accordance with shareholder account number or attendance card number.
- Article 7: When the election starts, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel. However, the persons performing the duties of vote monitoring personnel shall have shareholder status.
- Article 8: The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 9: A voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; or if a candidate is not a shareholder, the voter shall enter the candidate's tax ID number (identity card number) and cast the vote in the ballot box. However, when the candidate is a governmental organization

or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder and the tax ID number 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.

Article 10: A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the board of directors.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The person who was not a candidate nominated by Article 2 of the Regulation was written.
5. Other words or marks are entered in addition to the candidate's name, shareholder account number and tax ID number (identity card number).
6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or tax ID number (identity card number) is provided in the ballot to identify such individual.
7. 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.

Article 11: For the election of directors, persons performing the duties of vote monitoring shall open the ballot box after voting.

Article 12: 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 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, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 12-1: If a person is unacquainted with Article 26-3, Paragraph 3, Subparagraph 4 of Securities and Exchange Act, then his or her election as a director shall become invalid.

Article 13: The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 14: These Regulations, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

The Rules were promulgated on May 20, 1996.

The first amendment was made on June 20, 2002.

The second amendment was made on June 13, 2008.

The third amendment was made on June 13, 2007.

## Appendix IV

### Information on Directors' Shareholding

Number of shares held by individual directors and all directors recorded in the register of shareholders as of the date of cessation of transfer on April 12, 2020:

1. The paid-in capital of the Company as at April 12, 2020 was 11, 666,287,520 NT dollars (1,166,628,752 shares).
2. Minimum legal number of shares to be held by all directors: 32,000,000 Shares.
3. Shares held by all directors:

April 12, 2020

Title	Name	Election Date	Term of office	Shares held during election		List of Shareholders Stopping Transfer Recorded shareholding	
				Number of shares	Shareholding ratio	Number of shares (Note)	Shareholding ratio
Chairman Directors	Lishuo Investment (Stock) Company Representative: Zheng Zhilong Representative: Fan Huajun	June 13, 2017	Three years	54,244,429	4.65%	29,244,429	2.51%
Directors	Zheng Qintian	June 13, 2017	Three years	26,611,304	2.28%	26,611,304	2.28%
Directors	Zheng Xiuhui	June 13, 2017	Three years	8,151,512 (Note 1)	0.70%	8,151,512	0.70%
Independence Directors	Hong Xiyao	June 13, 2017	Three years	0	0%	0	0%
Independence Directors	Li Wencheng	June 13, 2017	Three years	0	0%	0	0%
Independence Directors	Yan Yunqi	June 13, 2017	Three years	0	0%	0	0%
Total directors						64,007,245	5.49%

Note 1: The number of shares listed above includes "Number of trust shares reserved for exercise of discretion".

Note 2: In accordance with Article 2 of the "Percentage of Shares of Directors and Supervisors of Public Companies and the Implementation Rules for Audit", if two or more independent directors are elected, the percentage of shares held by all directors other than independent directors shall be reduced to 80% on a ratio basis.



## Appendix V

# The Impact of Issuance of Bonus Shares Proposed in this Shareholders' Meeting on the Company's Business Performances and Earnings per Share

Unit: 1,000 NT dollars

Item	Year	2020 (estimation)
Paid-in capital at the beginning		11,666,288
Dividend and stock dividend this year	Cash dividend per share (NT dollars)	(note)
	Stock dividend from retained earnings transferred to capital increase (shares)	
	Stock dividend from capital reserve transferred to capital increase (shares)	
Changes to operating performances	Operating profit	
	Increasing (decreasing) percentage of operating profit compared with the same period last year	
	Net income after tax	
	Increasing (decreasing) percentage of net income after tax compared with the same period last year	
	Earnings per share	
	Increasing (decreasing) percentage of earnings per share compared with the same period last year	
Proforma earnings per share and price-earnings ratio	If all the retained earnings transferred to capital increase were distributed by cash dividend	Proforma earnings per share (NT dollars)
		Proforma annual average rate on investment
	If capital reserve transferred to capital increase was not conducted	Proforma earnings per share (NT dollars)
		Proforma annual average rate on investment
	If capital reserve transferred to capital increase and all the retained earnings transferred to capital increase distributed by cash dividend were not conducted	Proforma earnings per share (NT dollars)
		Proforma annual average rate on investment

Note: The Company did not officially announce 2020 financial estimation. Hence, this item is not applicable.

Chairman: Zheng Zhilong



Manager: Fan Huajun Accountant



Officer: Li Xiutai

