

Stock Code : 2542



Highwealth Construction Corporation

2025 General Shareholders
Meeting
Meeting Handbook

Date of shareholders' meeting: June 17, 2025
Place of shareholders' meeting: No.8 Zhifu Rd,
Zhongshan District, Taipei City
(Luma Lounge, Dazhi Denwell Hotel)

Contents

Meeting Procedures	1
Meeting Agenda	2
Report Items	3
Proposals for Acceptance and Approval	23
Discussion Items.....	44
Extemporaneous Motions.....	47
Attachments	
I. Comparison Table of Amendments to the Articles of Incorporation	48
Appendix	
I. Articles of Incorporation	49
II. Rules of Procedures for Shareholders' Meeting.....	57
III. Information on Directors' Shareholding.....	72
IV. The Impact of Issuance of Bonus Shares Proposed in this Shareholders' Meeting on the Company's Business Performance and Earnings per Share.....	73

Highwealth Construction Corporation

Procedures of the 2025 Annual Shareholders' Meeting

I. Call Meeting to Order

II. Chairperson's Address

III. Report Items

IV. Proposals for Acceptance and Approval

V. Discussion Items

VI. Extemporaneous Motions

VII. Adjournment

Highwealth Construction Corporation

Procedures of the 2025 Annual Shareholders' Meeting

Method for convening the meeting: A physical shareholders' meeting

Time: June 17, 2025 (Tuesday) at 9:00 a.m.

Venue: No. 8, Zhifu Rd., Zhongshan District, Taipei City
(Luma Lounge, Dazhi Denwell Hotel)

I. Call Meeting to Order

II. Chairperson's Address

III. Report Items

1. The Company's Business Report for 2024.
2. Audit Committee's Review Report on 2024 Audited Financial Statements.
3. Report on the Distribution of Employees' Compensation and Remuneration to Directors for 2024.
4. Report on the Distribution of Cash Dividends from the Company's Retained Earnings for 2024.
5. Report on the Provision of Endorsements and Guarantees for 2024.

IV. Proposals for Acceptance and Approval

1. Business Report and Financial Report for 2024.
2. Distribution of Earnings of the Company for 2024.

V. Discussion Items

1. Issuance of New Shares by Capital Increase through Capitalization of 2024 Earnings.
2. Amendment of partial articles of Articles of Incorporation.

VI. Extemporaneous Motions

VII. Adjournment

Report Items

Report Item I

Proposal: The Company's Business Report for 2024, please review.

Explanation: The Company's Business Report for 2024 and Business Prospect for 2025, please review.

Please refer to the Business Report

Highwealth Construction Corporation

Business Report



Hello, ladies and gentlemen:

We sincerely thank all shareholders for your continued support and trust in Highwealth Construction Corporation. We are pleased to present a report on our business performance over the past year and share our plans for future development.

Over the past year, several major domestic and international economic events have shaped the market landscape. In September 2024, Taiwan's central bank implemented the seventh round of selective credit controls—hailed as the most stringent measures in Taiwan's history—in an effort to cool down the housing market. More recently, in April 2025, U.S. President Trump announced a “reciprocal tariff” policy, sending shockwaves across the global economy.

Nevertheless, across all key indicators, Taiwan is currently experiencing its most favorable economic conditions in the past decade. The business environment remains robust, unemployment has hit a record low, wages are growing rapidly and reaching new highs, and both corporate and individual deposit balances have soared to unprecedented levels. From every angle, the public remains optimistic about Taiwan's economic outlook, a sentiment clearly reflected in wage increases and growing confidence in the future. In recent years, Taiwan's inflation rate has remained above 2%, providing natural momentum for real estate price growth.

However, the imposition of tariffs and ongoing global political uncertainties have dampened domestic investment sentiment. According to the Directorate-General of Budget, Accounting and Statistics (DGBAS), Taiwan's excess savings are projected to reach NT\$4.58 trillion in 2025, with an excess savings rate exceeding 17%,

with both figures representing historical highs. This abundant capital continues to flow into the stock market, foreign exchange market, and real estate sector, creating strong financial support across asset classes.

DGBAS data indicates that the rental index saw a 2.45% annual increase last year, the highest in 28 years. In January this year, the index climbed further to a record 107.79, up 2.48% YoY. The Taiwan Institute of Economic Research noted that although the real estate market has cooled, this is primarily reflected in reduced transaction volumes rather than significant price declines. Factors such as rising land costs, shortages in construction materials and labor, and the forthcoming carbon fee policy have compelled sellers to adopt a cautious stance on price reductions. Because housing prices remain firm, landlords have continued to raise rents, making this the main driver of sustained rental increases.

In 2025, Highwealth continues to target rigid real estate demand by advancing on two fronts: residential and commercial property development. On the residential side, every parent aspires for their child's success. In line with this universal desire, the Group has launched compact two- to three-bedroom "school district housing" in prime areas such as Tamsui, Taichung's 7th Redevelopment Zone, Tainan, and Kaohsiung. These projects have attracted strong interest from parents looking to invest early in their children's education and have been well received in the market.

In the commercial property sector, President Lai stated in his National Day address that the government will continue to strengthen Taiwan by promoting cross-sector economic development and expanding global reach, while also supporting the transformation of small and micro enterprises to market themselves internationally. In addition, recent policy adjustments have eased the minimum required rate of return for insurance companies' real estate investments to 2.545%. This change has helped inject liquidity into the commercial

property market and fueled a surge in transactions. According to data from the Ministry of the Interior's Actual Price Registration system, Highwealth has reported strong sales across its commercial office projects throughout Taiwan. These include Taipei's Taipei One, Highwealth T1 in Neihu Technology Park, World Business Center No.1, and Municipal Vision Square in Taichung's 7th Redevelopment Zone. Cumulative commercial office sales continue to climb, with Taipei One achieving the highest presale unit price for office projects in the city. In Taichung, Highwealth's compact "micro-office" products at World Business Center No.1, and Municipal Vision Square have significantly lowered the barrier for young entrepreneurs seeking to own office space. These offerings also appeal to business owners looking for real assets to hedge against inflation.

As a developer, our role is to provide clients with the best possible office environments, which serve as ideal representations of corporate identity and premier choices for multinational enterprises. At the same time, Highwealth has partnered with three of the world's leading hotel brands, securing premium locations in central business districts (CBDs) to establish comprehensive commercial facilities that attract global travelers and introduce them to Taiwan. By building office spaces and hotels in the heart of our cities, we are creating international business hubs that generate significant economic value. This reflects our sense of corporate mission and responsibility.

In 2024, although we continued to be affected by deferred completions and handovers, revenue was bolstered by projects recognized from our subsidiaries. Our annual revenue reached NT\$36.9 billion, once again earning us the top spot among listed companies in the building materials and construction sector in terms of revenue. Key revenue-contributing projects included Highwealth T1 project in Neihu and the Zhan Qian Xinyue project in QIngpu. In Taichung, partial revenue was recognized from projects such as Wenshin Aiyue and

Holiwon Castle, etc. In southern Taiwan, recognized revenue was contributed by projects such as Huarenhui, Kaohsiung CBD, and Aichungho Left Bank in Kaohsiung City. Additional revenue contributions came from the Group's subsidiary Chyi Yuh Construction Co., Ltd., as well as from Run Long Construction Co., Ltd. through recognized income from developments including Dream Castle in Keelung, Juke Run Long in Hsinchu, Taichung Dibao, and National Central City. These cumulative figures enabled the Company to achieve earnings per share (EPS) of NT\$3.13 in 2024.

In terms of promoting corporate sustainability, and in response to the Financial Supervisory Commission's announcement of the "Corporate Governance 3.0 – Sustainable Development Roadmap," the Company established a "Sustainability Promotion Task Force" under the Board's "Sustainable Development Committee" in 2025. This task force has formulated phased action plans focused on four major ESG initiatives: implementation of IFRS S1 and S2 sustainability disclosure standards, compilation of the ESG Sustainability Report, execution of greenhouse gas inventories, and management of sustainable supply chain risk. This year, Highwealth is aligning its efforts with IFRS objectives by integrating and advancing related operations for sustainability reporting and GHG inventory. Following the ISO 20400 framework, Highwealth is enhancing its sustainable procurement practices and supply chain management mechanisms to strengthen ESG risk control. Looking ahead, the Company plans to adopt a digital sustainability management platform, enabling smarter and more precise implementation of sustainable supply chain strategies. As a member of the construction industry, Highwealth is committed to sustainable innovation, urban prosperity, deepening its roots in Taiwan, and aligning with global standards, actively contributing to Taiwan's sustainable development.

I would like to extend my sincere gratitude to all shareholders who

are present today. Thank you for your continued support and trust.
Thank you!!

I. Operating Conditions in 2024

(I) Operating results

The Company's consolidated net operating revenue for 2024 amounted to NT\$36,928,280 thousand, representing a decrease of NT\$7,138,913 thousand compared to NT\$44,067,193 thousand in 2023.

The Company's consolidated pre-tax net income for 2024 amounted to NT\$9,724,958 thousand, representing a decrease of NT\$1,027,566 thousand compared to NT\$10,752,524 thousand in 2023.

This decrease was primarily due to a reduction in completed construction projects by the consolidated subsidiary Run Long Construction Co., Ltd., as well as ongoing labor and material shortages that have yet to be resolved. These factors resulted in project delays and, consequently, lower operating revenue and operating profit compared to the previous year.

(II) Budget implementation status

In accordance with the Regulations Governing the Publication of Financial Forecasts of Public Companies, the Company is not required to prepare financial forecasts for 2024.

(III) Financial income and expenses

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

Unit: NT\$ thousand

Item	2024	2023
Net operating income	9,416,098	11,712,132
Non-operating income and expenses	308,860	(959,608)
Pre-tax net profit	9,724,958	10,752,524
Net profit	8,173,933	8,834,939
Total comprehensive income	8,178,714	8,840,652

(IV) Profitability capacity analysis

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

Item	2024	2023
Return on Assets (%)	3.69	4.33
Return on Equity (%)	13.46	16.61
Pre-tax net profit to paid-in capital ratio (%)	46.96	57.07
Net profit rate (%)	22.13	20.05
Earnings per share(NT\$)	3.13	1.33

(V) Status of research and development

1. In terms of architectural planning and design, the Company adheres to three core principles: functionality, durability, and aesthetics. Each project is carefully planned to align with the unique characteristics of its location and surrounding environment, with the goal of delivering the most suitable products that meet the needs and expectations of consumers.
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, the Company always keep track the real estate market information, collect the land and housing market data in every area, discuss and analyze these information in order to provide the basis for product positioning and marketing strategy, and to create high sales rate as the goal.

II. Prospects of 2025

In 2025, Highwealth Group will continue to acquire land and launch new projects across seven key regions, including Keelung, Taipei, New Taipei, Taoyuan, Taichung, Tainan, and Kaohsiung. The Group also plans to expand into new ventures such as the hotel industry, aiming to achieve record-high performance through diversified operations.

The objectives for the coming years are declared as follows:

(I) Operating Policy

The Highwealth Group's core values are “integrity”, “sustainable management”, and “contributing to the society”. We are working towards the goal of doubling the market value of the Company to make profits for both employees and shareholders. With the Group's diversified business strategies, our operating policies are as follows:

1. Development: Integrate the advantages of construction, hotel and distribution business to provide customers with more complete life solutions. At the same time, we will share with world-class partners and learn from diverse experiences, so that consumers can enjoy world-class high-

quality products in Taiwan. We have partnered with the world's largest hotel chains, Marriott International, InterContinental Hotels Group (IHG), and Hyatt Hotels Corporation, to open star-rated hotels and implement diversified operations. Our product development is expanding towards professionalism, diversifying risks, and stringent control of construction quality and progress. By vertically integrating upstream, midstream, and downstream suppliers, the Group seeks to optimize operational efficiency and enhance overall competitiveness.

2. Development: In the past, the company's land development projects were planned and implemented after acquiring plain land. In response to the government's policy, especially the bank's restriction on land construction financing, the Company has already planned ahead to address the situation. We have adopted a new strategy of increasing the proportion of joint construction and urban renewal projects and diversifying land acquisition methods to reduce capital expenditure and to spread operating risks to ensure that our project sources will not be interrupted.
3. Planning: ESG sustainability is being promoted around the world, and it has become a trend for the construction industry to advance green buildings, use resource-recycling green building materials, reduce carbon emissions, and reduce waste. The Company learns the characteristics of the design and planning of real estate buildings in various countries extensively, attaches importance to the fire prevention labels, green buildings, building materials labels, intelligent building labels and earthquake-resistant building labels in public areas, and

adds the concepts of energy conservation, water conservation, ecology and environmental protection to enhance the improvement of building quality. Depending on the market demand differences and regional differences, structural changes in population and family composition, the Company plans and designs high-quality products to accommodate its customer's needs, and provides perfect after-sales service to further enhance customer trust in the brand of Highwealth.

4. In terms of management system: We provide opportunities to train talents and insist on the ethical sharing and humanistic respect to enhance business performance and sustainable development. In response to the Company's expanding scale of operations, efforts have been made not only to strengthen internal controls, budget management, and corporate governance practices, but also to reinforce a culture of accountability. The Company is committed to advancing digitalization across all operations to enhance efficiency, while also improving both vertical and horizontal communication and coordination. These initiatives aim to solidify internal control systems and ensure that, even amidst significant business growth, operational and management efficiency continues to improve. Talents are the key to Group's sustainable development. We continuously provide opportunities to cultivate the talents required for the Company's business, follow "Integrity" and "Sustainable Management" concepts, and continue to enhance our business performance and sustainable development with the spirit of "Innovation, Quality, and Service". At the same time, in response to the growing emphasis on ESG (Environmental,

Social, and Governance) and DEI (Diversity, Equity, and Inclusion), as well as the increasing global focus on corporate responsibility in talent development, Highwealth Group has taken a significant step at this pivotal moment by joining the “2024 TALENT, in Taiwan - Taiwan Talent Sustainability Action Alliance”!

5. In terms of finances: Ensure that the Company achieves its operating performance targets, strengthens the financial operating capability, maintains the appropriate equity ratio to cater to the fluctuation of market interest rates, and raises the long and short-term funding requirements, so as to enhance the competitiveness of the Company.
6. Resources: We implement the sustainable development policy, actively train the manpower needs for future development, enhance the company's competitiveness to provide better services, and protect and implement various benefits and the rights for our employees, so that the interests of employees and the company can be integrated and create common prosperity and coexistence.

(II) Major 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) Establish appropriate pricing, sales channels and advertisement strategy pertinent to the characteristics of the products, supervise target meeting of each sales

scheme and closely monitor the market trend to allow flexible adjustments for facilitating project development and maximizing profitability.

- (3) To implement diversified business strategies, the Company will increase the proportion of commercial real estate, enter into the hotel business, and improve the operating performance for its investment business.
- (4) In respond to labor shortage currently, the Company will continue to develop BIM Architectural Information Center, precast method, aluminum mold, robot application, enhance engineering techniques, quality, efficiency and environmental friendly, and promote renovation to construction technology in Taiwan comprehensively.
- (5) The product positioning and construction planning of projects that are yet to be developed must be responsive to the demands of the housing market and the changes in the economic environment. The Company shall seek to meet its targets for improving its products, services, safety and active development.

2. Sales strategies:

- (1) Sales objective of zero-unsold completed units.
- (2) Conduct analysis of market demand and work well in product positioning.
- (3) Establish diversified marketing channels and apply big data technology.
- (4) Establish enterprise brand identification and “customer-oriented” service orientation.
- (5) Adopt the most appropriate construction method to

work well in quality control and cost control.

(6) Strengthen the discussion of relevant laws and decrease the possibility of house purchase disputes.

(III) Future development strategies of the Company

1. Focus on own business: We have effectively integrated the resources with our partners, strengthened the diversified development strategies in construction methods and building materials, and implemented the high-quality and rapid project development policy in order to steadily expand our business layout.
2. Develop the second core business: We utilize commercial real estate to develop businesses that generate a fixed income, and plan and develop business opportunities to support the stable dividend policy.
3. Digital transformation: As digital technology and tools become popular, the Building Information Modeling (BIM) Center has been established in Kaohsiung and Taichung. It not only improves design efficiency, reduces construction costs, improves construction quality and safety, but also extends to aluminum formwork. In the future, we plan to introduce transportation robots to implement our innovative mind.
4. Environmental protection and energy conservation: In line with global trends, future development projects will actively pursue internationally recognized green building certifications. These projects will incorporate energy-saving technologies and renewable energy applications to improve energy efficiency and enhance environmental sustainability in building design and construction.

5. International cooperation: Highwealth continues to expand its corporate scale and product competitiveness through partnerships with world-renowned enterprises. These include the world's largest hotel chains, Marriott International, InterContinental Hotels Group, and Hyatt Hotels Corporation, as well as internationally acclaimed architectural and design teams such as Aedas, G.A Design, and Pia.
6. Talent training: To address the serious labor shortage problem, the Company is strengthening its talent development efforts by establishing a comprehensive career development framework. This includes providing employees with enhanced training environments and career advancement opportunities, aiming to attract outstanding professionals and bolster the Company's core competitiveness.

III. Influences of external competitive environment, regulatory environment and the overall business environment

(I) External competition:

According to the latest data from the first quarter of 2025, there has been a clear decline in the number of building ownership transfers across Taiwan, indicating a cooling in real estate transaction activity. Statistics from Chaofu Real Estate Management show that in February 2025, there were 20,007 building ownership transfers nationwide, representing a 4.12% increase from 19,215 transfers in January. However, compared to 18,920 transfers in February 2024, the year-on-year growth was only a modest 5.75%. A similar trend in transaction volume was observed in Taiwan's six major metropolitan areas. From January to February 2025, the total

number of building ownership transfers in the six cities reached 29,824, a decline of 25.1% compared to the same period last year. The future trajectory of the housing market will depend on forthcoming policy changes and the pace of market confidence recovery.

(II) Legal Environment:

The seventh round of selective credit controls officially took effect on September 20, 2024, aiming to stabilize financial markets and promote the healthy development of the housing market. For homebuyers with genuine housing needs, particularly first-time buyers and upgraders, it is essential to pay close attention to changes in loan terms and make use of government support measures to mitigate the impact of these policies on home purchase plans.

(III) Overall business environment:

According to a market trend survey conducted by the Taiwan Institute of Economic Research in early 2025, the domestic real estate market is expected to enter a phase of moderation. However, this market cooling is projected to be orderly. While public infrastructure projects and investment in the technology sector continue to support the housing market, the lack of policy relaxation and the waning impact of the preferential mortgage scheme for young first-time buyers suggest that the property market is now firmly in a consolidation phase. A period of adjustment will be required before supply and demand reach a more balanced and healthy state. Conversely, Taiwan's commercial real estate sector is showing signs of steady growth, particularly driven by demand from the 5G AIoT and semiconductor industries. Office buildings, factories, and mixed-use industrial office

spaces remain highly sought after. Looking ahead, the real estate market is expected to develop in a more stable direction under the dual influence of policy control and market self-adjustment.

Chairman: Tsao, Yuanbo



CEO: Fan, Huachun



Chief Accounting Officer: Li, Xinhai



Report Item II

Proposal: Audit Committee's Review Report of the Company's Audited Financial Statements for 2024, please review.

Explanation: (I) The financial statements of the Company and its consolidated subsidiaries in 2024 have been reviewed and finalized by the Audit Committee, and a review report has been duly issued.

(II) The Audit Committee convener is invited to read out the review report.

Highwealth Construction Corporation Inspection Report of Audit Committee

The Board of Directors has submitted the 2024 financial statements of the Company and its consolidated subsidiaries, which have been audited by CPAs Han Yilien and Tim Tzang of KPMG Taiwan. The Audit Committee has reviewed the business report and earnings appropriation proposal, and finds no material misstatement. In accordance with the Securities and Exchange Act, Article 14-4 and the Company Act, Article 219, the Committee hereby submits the review report.

To

2025 Annual Shareholder's Meeting of Highwealth Construction Corporation



Audit Committee Convener: Li Wencheng

April 22, 2025

Report Item III

Proposal: Report on the Distribution of Employees' Compensation and Remuneration to Directors for 2024, please review.

- Explanation: (I) In accordance with Article 29 of the Articles of Incorporation, considering the overall shareholders' interest, and referring to the level of the industry and the overall economic environment, the Company has allocated NT\$48,000,000 as employee compensation and NT\$10,000,000 as director remuneration for 2024, all of which were distributed in cash.
- (II) The amount of appropriation was estimated and proposed based on the financial statements of the Company, and there was no difference from the estimated amount of the recognized expenses for 2024.
- (III) The amount of employee and director remuneration proposed for distribution and the payment method have been discussed and approved by the Salary and Remuneration Committee.

Report Item IV

Proposal: Report on the Distribution of Cash Dividends from the Company's Retained Earnings for 2024, please review.

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) For the earnings distribution for 2024, apart from the 10% appropriation to the legal reserve in accordance with the law, the distribution percentages were made in accordance with the Articles of Incorporation, whereby NT\$4,101,111,502 of the earnings was appropriated as cash dividend of NT\$2 per share (i.e., NT\$2,000 for every thousand shares) for 2024.

(III) The cash dividends are calculated up to NT\$1.0 (decimal points are rounded down). The total uncounted shares in fractions of NT\$1.0 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 the Provision of Endorsements and Guarantees for 2024, please review.

Explanation: The maximum endorsement and guarantee provided by the Company amounts to NT\$98,262,922 thousand. As of December 31, 2024, the outstanding balance of endorsements and guarantees amounted to NT\$18,114,000 thousand. The recipients of the endorsements and guarantees are as follows:

Unit: NT\$ thousand

Endorser/Guarantor	Endorsee/Guarantee		Endorsement and guarantee limit for single enterprise	The maximum balance of endorsements and guarantees 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	Maximum limit of endorsement and guarantee	Endorsement and guarantee provided by parent company to	Endorsement and guarantee provided by subsidiary to parent	Guarantee provided to subsidiary in Mainland China
	Company name	Relation										
The Company	Chiyuh Construction	Subsidiary of the Company	49,131,461	10,404,000	10,404,000	8,464,000	-	21.18%	98,262,922	Y	N	N
The Company	Boyuan Construction	Subsidiary of the Company	49,131,461	5,160,000	4,960,000	3,345,100	2,760,000	10.10%	98,262,922	Y	N	N
The Company	Well Rich International	Subsidiary of the Company	49,131,461	540,000	200,000	-	-	0.41%	98,262,922	Y	N	N
The Company	Pi Chiang Enterprise	Subsidiary of the Company	49,131,461	3,145,000	1,000,000	-	-	2.04%	98,262,922	Y	N	N
The Company	Highwealth Construction	Subsidiary of the Company	49,131,461	350,000	100,000	-	-	0.20%	98,262,922	Y	N	N
The Company	Hundred Million Mark Enterprise Co., Ltd.	Subsidiary of the Company	49,131,461	1,450,000	1,450,000	-	-	2.95%	98,262,922	Y	N	N

Proposals for Acceptance and Approval

Proposals for Acceptance and Approval proposed by the Board of Directors

Item I

Proposal: To approve the 2024 Business Report and Financial Report.

Explanation: (I) The Company's 2024 business report and financial report have been duly prepared; the 2024 parent company only and consolidated financial report have been audited by CPAs Han Yilien and Tim Tzang of KPMG Taiwan, and an audit report has been issued, together with the business report (please refer to pages 4 to 18 of this Handbook), which has been audited and completed by the Audit Committee.

(II) Please refer to the following financial statements.

Resolution:

Highwealth Construction Corporation 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, 2024 and 2023, 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, 2024 and 2023, 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 Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. 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, 2024. 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 on sales of properties and land

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

Since the Company operates in the real estate industry, in which its sales revenue is recognized upon the transfer of ownership of its real estate and the actual delivery of its housing unit to a large number of clients, the confirmation on the validity of the timing of the sales revenue recognition is crucial. Hence, the Company needs to thoroughly examine the transfer of its ownership and the data on the delivery of its housing units for its entire transactions to recognize the sales revenue, which usually involves tremendous amount of manual efforts. Therefore, sales revenue attribution period has been recognized as one of our key audit matters.

Auditing procedures performed

Our principal audit procedures included:

- Testing the design and implementing the internal control system of sales revenue.
- Performing substantive tests on randomly selected samples of sales contracts, and real estate ownership transfer documents; as well as checking the sales data and general ledger to ensure consistency.
- 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

Inventories, which play a significant role in the Company's business operation, account for 69% of the Company's total assets, wherein the evaluation has to comply with the International Accounting Standards Bulletin No. 2. Moreover, if the net realizable value of inventories is inaccurately assessed, it will result in a negative impact on the financial report. Therefore, inventory evaluation has been recognized as one of our key audit matters.

Auditing procedures performed

- Understanding the Company's operating and accounting procedures for I and held for the subsequent measurement of inventories Obtain the Company management's data of land held for construction sites and construction in progress valuation, inspecting and recalculating the net realizable value of I and held for construction sites and construction in progress 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 Standards on Auditing of 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 Standards on Auditing of the Republic of China, we exercise professional judgment and 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, 2024 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 Han, Yi-Lien and Tseng, Kuo-Yang.

KPMG

Taipei, Taiwan (Republic of China)

March 12, 2025

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.

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(a))	\$ 8,022,016	5	7,615,548	5	2100	Short-term borrowings (Note 6(l))	\$ 68,391,098	43	73,537,038	47
1110	Current financial assets at fair value through profit or loss (Notes 6(b) and 8)	-	-	327,895	-	2110	Short-term notes and bills payable (Note 6(m))	6,031,531	4	2,638,019	2
1150	Notes receivable, net (Notes 6(d) and 8)	620,341	-	1,389,448	1	2130	Current contract liabilities (Notes 6(v), 7 and 9(a))	10,488,233	7	8,829,452	6
1170	Accounts receivable, net (Notes 6(d) and 7)	65,310	-	14,798	-	2150	Notes payable	723	-	1,309	-
130X	Inventories (Notes 6(e), 7 and 8)	110,168,045	69	111,636,808	71	2170	Accounts payable	473,404	-	413,714	-
1410	Prepayments (Note 7)	824,948	1	621,498	-	2180	Accounts payable to related parties (Note 7)	1,515,864	1	1,822,337	1
1476	Other current financial assets (Notes 6(k), 7, 8 and 9(b))	10,087,974	6	8,655,432	6	2200	Other payables (Notes 6(r) and 7)	2,899,886	2	4,752,170	3
1479	Other current assets, others	17,591	-	47,327	-	2230	Current tax liabilities	797,363	-	153,927	-
1480	Current assets recognized as incremental costs to obtain contract with customers (Note 6(k))	<u>2,618,910</u>	<u>2</u>	<u>1,891,752</u>	<u>1</u>	2280	Lease liabilities-current (Note 6(p))	43,723	-	44,455	-
		<u>132,425,135</u>	<u>83</u>	<u>132,200,506</u>	<u>84</u>	2305	Other current financial liabilities (Note 7)	223,905	-	226,134	-
Non-current assets:						2321	Bonds payable, current portion (Note 6(o))	1,999,597	1	1,999,129	1
1517	Non-current financial assets at fair value through other comprehensive income (Notes 6(c) and 7)	5,000	-	5,000	-	2322	Long-term borrowings, current portion (Note 6(n))	409,021	-	2,298,119	1
1550	Investments accounted for using equity method, net (Notes 6(f), (g) and 8)	14,982,740	9	12,846,633	8	2399	Other current liabilities, others	<u>469,345</u>	<u>-</u>	<u>246,890</u>	<u>-</u>
1600	Property, plant and equipment (Notes 6(h) and 8)	399,414	-	444,454	-			<u>93,743,693</u>	<u>58</u>	<u>96,962,693</u>	<u>61</u>
1755	Right-of-use assets (Note 6(i))	23,105	-	36,708	-	Non-Current liabilities:					
1760	Investment property, net (Notes 6(j) and 8)	9,272,961	6	8,704,350	6	2530	Bonds payable (Note 6(o))	9,999,860	6	10,378,610	7
1780	Intangible assets	5,354	-	5,888	-	2540	Long-term borrowings (Note 6(n))	4,138,994	3	3,414,413	2
1840	Deferred tax assets (Note 6(s))	14,544	-	14,544	-	2570	Deferred tax liabilities (Note 6(s))	340	-	340	-
1980	Other non-current financial assets (Notes 6(k) and 8)	2,574,569	2	3,048,970	2	2580	Non-current lease liabilities (Note 6(p))	37,298	-	76,814	-
1990	Total other non-current assets, others	<u>601,091</u>	<u>-</u>	<u>118,836</u>	<u>-</u>	2640	Net defined benefit liability, non-current (Note 6(r))	<u>13,424</u>	<u>-</u>	<u>18,451</u>	<u>-</u>
		<u>27,878,778</u>	<u>17</u>	<u>25,225,383</u>	<u>16</u>			<u>14,189,916</u>	<u>9</u>	<u>13,888,628</u>	<u>9</u>
Total assets		\$ <u>160,303,913</u>	<u>100</u>	<u>157,425,889</u>	<u>100</u>	Total liabilities		<u>107,933,609</u>	<u>67</u>	<u>110,851,321</u>	<u>70</u>
						Stockholders' Equity:					
						3100	Common stock (Note 6(t))	20,705,557	13	18,841,415	12
						3200	Capital surplus (Note 6(t))	9,267,169	6	8,836,578	6
						Retained earnings (Note 6(t)):					
						3310	Legal reserve	9,014,064	6	8,773,652	6
						3350	Unappropriated retained earnings	14,350,076	9	11,094,585	7
						3400	Other equity interest (Note 6(t))	-	-	214	-
						3500	Treasury stock (Note 6(t))	<u>(966,562)</u>	<u>(1)</u>	<u>(971,876)</u>	<u>(1)</u>
						Total equity		<u>52,370,304</u>	<u>33</u>	<u>46,574,568</u>	<u>30</u>
						Total liabilities and equity		\$ <u>160,303,913</u>	<u>100</u>	<u>157,425,889</u>	<u>100</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.

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (Notes 6(q) and (v))	\$ 24,940,798	100	13,241,365	100
5000	Operating costs (Note 6(e))	17,945,985	72	9,595,988	72
	Gross profit from operations	6,994,813	28	3,645,377	28
5920	Add: Realized profit (loss) on from sales	39,416	-	39,533	-
		7,034,229	28	3,684,910	28
	Operating expenses (Note 7):				
6100	Selling expenses	937,379	4	592,902	5
6200	Administrative expenses	821,156	3	794,884	6
		1,758,535	7	1,387,786	11
	Net operating income	5,275,694	21	2,297,124	17
	Non-operating income and expenses:				
7100	Total interest income (Note 6(x))	110,612	1	105,926	1
7010	Other income (Notes (x) and 7)	56,886	-	96,654	1
7020	Other gains and losses, net (Note 6(x))	523,838	2	137,975	1
7050	Finance costs, net (Note 6(x))	(447,654)	(2)	(842,113)	(6)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method, net	1,751,033	7	842,311	6
	Total non-operating income and expenses	1,994,715	8	340,753	3
	Profit from continuing operations before tax	7,270,409	29	2,637,877	20
7950	Less: Income tax expenses (Note 6(s))	983,009	4	200,505	2
	Profit	6,287,400	25	2,437,372	18
8300	Other comprehensive income:				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Gains on remeasurements of defined benefit plans (Note 6(r))	4,538	-	5,294	-
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	178	-	473	-
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	4,716	-	5,767	-
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	65	-	(54)	-
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	65	-	(54)	-
8300	Other comprehensive income	4,781	-	5,713	-
	Total comprehensive income	\$ 6,292,181	25	2,443,085	18
	Earnings per share (Note 6(u))				
9750	Basic earnings per share	\$ 3.13		1.21	
9850	Diluted earnings per share	\$ 3.12		1.21	

See accompanying notes to parent company only financial statements.

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

HIGHWEALTH CONSTRUCTION CORP.

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	Share capital		Retained earnings			Total other equity interest		
	Common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Treasury stock	Total equity
Balance on January 1, 2023	<u>\$ 17,146,741</u>	<u>8,408,194</u>	<u>8,363,751</u>	<u>11,642,373</u>	<u>20,006,124</u>	<u>268</u>	<u>(977,220)</u>	<u>44,584,107</u>
Profit	-	-	-	2,437,372	2,437,372	-	-	2,437,372
Other comprehensive income	-	-	-	5,767	5,767	(54)	-	5,713
Total comprehensive income	-	-	-	2,443,139	2,443,139	(54)	-	2,443,085
Appropriation and distribution of retained earnings in 2022:								
Legal reserve appropriated	-	-	409,901	(409,901)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(847,337)	(847,337)	-	-	(847,337)
Stock dividends of ordinary share	1,694,674	-	-	(1,694,674)	(1,694,674)	-	-	-
Acquisition of company's share by subsidiaries recognized as treasury share	-	-	-	-	-	-	(942)	(942)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	10,070	-	-	-	-	-	10,070
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	419,416	-	(39,015)	(39,015)	-	-	380,401
Changes in ownership interests in subsidiaries	-	(1,102)	-	-	-	-	6,286	5,184
Balance on December 31, 2023	<u>18,841,415</u>	<u>8,836,578</u>	<u>8,773,652</u>	<u>11,094,585</u>	<u>19,868,237</u>	<u>214</u>	<u>(971,876)</u>	<u>46,574,568</u>
Profit	-	-	-	6,287,400	6,287,400	-	-	6,287,400
Other comprehensive income	-	-	-	4,716	4,716	65	-	4,781
Total comprehensive income	-	-	-	6,292,116	6,292,116	65	-	6,292,181
Appropriation and distribution of retained earnings in 2023:								
Legal reserve appropriated	-	-	240,412	(240,412)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(932,071)	(932,071)	-	-	(932,071)
Stock dividends of ordinary share	1,864,142	-	-	(1,864,142)	(1,864,142)	-	-	-
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	10,996	-	-	-	-	-	10,996
Disposal of Subsidiaries	-	-	-	-	-	(279)	-	(279)
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	418,093	-	-	-	-	-	418,093
Changes in ownership interests in subsidiaries	-	211	-	-	-	-	5,314	5,525
Other changes in capital surplus	-	1,291	-	-	-	-	-	1,291
Balance at December 31, 2024	<u><u>\$ 20,705,557</u></u>	<u><u>9,267,169</u></u>	<u><u>9,014,064</u></u>	<u><u>14,350,076</u></u>	<u><u>23,364,140</u></u>	<u><u>-</u></u>	<u><u>(966,562)</u></u>	<u><u>52,370,304</u></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.

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	<u>2024</u>	<u>2023</u>
Cash flows from (used in) operating activities:		
Profit before tax	\$ 7,270,409	2,637,877
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	147,916	112,303
Amortization expense	8,736	7,780
Expected credit gain	-	(1,672)
Net gain on financial assets or liabilities at fair value through profit or loss	(274,499)	(62,658)
Interest expense	447,654	842,113
Interest income	(110,612)	(105,926)
Dividend income	-	(9,961)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(1,751,033)	(842,311)
Gain on disposal of property, plant and equipment	(17,046)	-
Gain on disposal of investment properties	(245,961)	(77,992)
Gain on disposal of investments	(300)	-
Realized profit on from sales	(39,416)	(39,533)
Gain on lease modifications	(6)	-
Total adjustments to reconcile profit (loss)	<u>(1,834,567)</u>	<u>(177,857)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in notes receivable	769,107	642,378
(Increase) decrease in accounts receivable	(50,512)	20,953
Decrease (increase) in inventories	3,327,202	(3,318,054)
(Increase) decrease in other non-current assets	(482,255)	15,185
Increase in prepayments	(183,132)	(337,873)
Decrease (increase) in other current assets	28,136	(27,926)
Increase in other financial assets	(271,469)	(139,217)
Increase in incremental costs to obtaining a contract	(727,158)	(250,638)
Total changes in operating assets	<u>2,409,919</u>	<u>(3,395,192)</u>
Changes in operating liabilities:		
Increase in contract liabilities	1,658,781	1,805,746
Decrease in notes payable	(586)	(1,143)
(Decrease) increase in accounts payable (include related parties)	(246,783)	423,973
Increase (decrease) in other payable	1,149,782	(359,617)
Decrease in other financial liabilities	(2,229)	(157)
Increase in other current liabilities	222,455	20,416
Decrease in net defined benefit liability	(489)	(226)
Total changes in operating liabilities	<u>2,780,931</u>	<u>1,888,992</u>
Total changes in operating assets and liabilities	<u>5,190,850</u>	<u>(1,506,200)</u>
Total adjustments	<u>3,356,283</u>	<u>(1,684,057)</u>
Cash inflow generated from operations	10,626,692	953,820
Income taxes paid	(363,016)	(761,580)
Net cash flows from (used in) operating activities	<u>10,263,676</u>	<u>192,240</u>

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
HIGHWEALTH CONSTRUCTION CORP.

Statements of Cash Flows (CONT'D)

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	2024	2023
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets designated at fair value through profit or loss	602,394	-
Acquisition of investments accounted for using equity method	(838,028)	-
Proceeds from disposal of investments accounted for using equity method	-	282,734
Proceeds from capital reduction of investments accounted for using equity method	2,764	-
Acquisition of property, plant and equipment	(3,100)	(2,938)
Proceeds from disposal of property, plant and equipment	53,552	-
Acquisition of intangible assets	(8,202)	(8,620)
Acquisition of investment properties	(984,623)	(746,702)
Proceeds from disposal of investment properties	618,459	120,715
Increase in other non-current assets	-	(1,146)
Interest received	107,749	105,967
Dividends received	924,463	58,477
Net cash flows from (used in) investing activities	475,428	(191,513)
Cash flows from (used in) financing activities:		
Increase in short-term loans	13,608,099	11,209,330
Decrease in short-term loans	(18,685,314)	(10,944,269)
Increase (decrease) in short-term notes and bills payable	3,393,512	(372,170)
Proceeds from issuing bonds	1,600,000	1,450,000
Repayments of bonds	(5,000,000)	(2,500,000)
Proceeds from long-term debt	45,000	2,048,000
Repayments of long-term debt	(1,278,530)	(120,970)
Payment of lease liabilities	(44,212)	(41,229)
Cash dividends paid	(932,071)	(847,337)
Interest paid	(2,378,964)	(2,270,962)
Other financing activities	(660,156)	1,555,464
Net cash flows from (used in) financing activities	(10,332,636)	(834,143)
Net increase in cash and cash equivalents	406,468	(833,416)
Cash and cash equivalents at beginning of the year	7,615,548	8,448,964
Cash and cash equivalents at end of the year	\$ 8,022,016	7,615,548

See accompanying notes to parent company only financial statements.

Highwealth Construction Corporation

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 sheet as of December 31, 2024 and 2023, 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 at December 31, 2024 and 2023, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of 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 Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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, 2024 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 on sales of properties and land

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

Description of key audit matter

Since the Group operates in the real estate industry, in which its sales revenue is recognized upon the transfer of ownership of its real estate and the actual delivery of its housing unit to a large number of clients, the confirmation on the validity of the timing of the sales revenue recognition is crucial. Hence, the Group needs to thoroughly examine the transfer of its ownership and the data on the delivery of its housing units for its entire transactions to recognize the sales revenue, which usually involves tremendous amount of manual efforts. Therefore, the sales revenue recognition period is considered as one of our key audit matters.

Auditing procedures performed

Our principal audit procedures included:

- Testing the design and implementing the internal control system of sales revenue.
- Performing substantive tests on randomly selected samples of sales contracts, and real estate ownership transfer documents; as well as checking the sales data and general ledger to ensure consistency.
- 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 “Revenue” and 6(f) 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

Inventories, which play a significant role in the Group's business operation, account for 72% of the Group's total assets, wherein the evaluation has to comply with the International Accounting Standards Bulletin No. 2. Moreover, if the net realizable value of inventories is inaccurately assessed, it will result in a negative impact on the financial report. Therefore, inventory evaluation has been recognized as one of our key audit matters.

Auditing procedures performed

- Our principal audit procedures included the following: We understand the Group's operating and accounting procedures for inventory valuation; Obtain the Group management's data of inventory valuation; verify and inspect market value of the afore mentioned information. The net realizable value can be assessed in the following ways: through reviewing the recent selling price of the premises, by inquiring the selling price of premises nearby from the “Actual Selling Price of Real Estate” website, or by obtaining project investment analysis tables, inspecting and recalculating the net realizable value of inventory to ensure if it is adequate.

Other Matter

Highwealth Construction Corp. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, 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 Standards on Auditing of 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 the Standards on Auditing of the Republic of China, we exercise professional judgment and 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 and 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 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 consolidated financial statements for the year ended December 31, 2024 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 Han, Yi-Lien and Tseng, Kuo-Yang.

KPMG

Taipei, Taiwan (Republic of China)
March 12, 2025

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, 2024 and 2023

(Expressed in Thousand of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(a))	\$ 17,889,104	8	14,702,019	6	2100	Short-term borrowings (Note 6(o) and(ac))	\$ 109,339,983	45	98,684,698	44
1110	Financial assets at fair value through profit or loss—current (Notes 6(b) and 8)	-	-	327,895	-	2110	short-term transaction instrument payables (Note 6(p) and(ac))	9,698,878	4	8,267,808	4
1140	Current contract assets (Note 6(z))	107	-	27,475	-	2130	Current contract liabilities (Notes 6(z) and 7)	19,307,901	8	14,448,169	6
1150	Notes receivable, net (Notes 6(e) and 8)	978,054	-	2,019,389	1	2150	Notes payable (Note 6(ac))	1,841	-	8,043	-
1170	Accounts receivable, net (Notes 6(e) and 7)	287,591	-	146,930	-	2170	Accounts payable (Note 6(ac) and 7)	9,626,616	4	9,608,068	4
130X	Inventory (Notes 6(f) and 8)	176,704,976	72	165,501,944	73	2200	Other payables (Note 6(ac) and 7)	4,443,894	2	6,598,045	3
1410	Prepayment	1,932,141	1	1,342,244	1	2230	Current tax liabilities	928,200	-	1,576,285	1
1476	Other financial assets-current (Notes 6(n) 、7 、8 and 9(b))	19,248,749	8	20,508,024	9	2250	Provisions—Current (Notes 6(t) and (v))	344,952	-	286,133	-
1479	Other current assets, others	413,653	-	387,547	-	2280	Lease liabilities-current (Note 6(s) and(ac))	162,025	-	125,962	-
1480	Current assets recognised as incremental costs to obtain contract with customers (Note 6(n))	<u>5,849,337</u>	<u>2</u>	<u>4,039,075</u>	<u>2</u>	2305	Other financial liability-current (Note 6(ac))	85,622	-	88,921	-
		<u>223,303,712</u>	<u>91</u>	<u>209,002,542</u>	<u>92</u>	2321	Current Portion of reverse bonds (Note 6(r) and(ac))	1,999,597	1	7,870,725	4
						2322	Current portion of long-term borrowings (Note 6(q) and(ac))	435,430	-	2,846,057	1
						2399	Other current liabilities, others	<u>833,083</u>	<u>-</u>	<u>690,541</u>	<u>-</u>
								<u>157,208,022</u>	<u>64</u>	<u>151,099,455</u>	<u>67</u>
Non-current assets:						Non-Current liabilities:					
1517	Non-current financial assets at fair value through other comprehensive income (Note 6(c))	5,000	-	5,000	-	2530	Bonds payable (Note 6(r) and(ac))	19,492,284	8	14,375,478	6
1535	Non-current financial assets at amortised cost, net (Note 6(d))	30,000	-	30,000	-	2540	Long-term borrowings (Note 6(q) and(ac))	4,380,270	2	3,681,990	2
1550	Investments accounted for using equity method, net (Note 6(g))	131,271	-	114,034	-	2550	Provisions non-current (Note 9(b))	167,080	-	-	-
1600	Property, plant and equipment (Notes 6(k) and 8)	9,864,365	4	7,393,698	3	2570	Deferred tax liabilities (Note 6(w))	143,344	-	191,553	-
1755	Right-of-use assets (Note 6(l))	157,504	-	145,466	-	2580	Lease liabilities, non-current (Note 6(s) and(ac))	96,342	-	171,421	-
1760	Investment property (Notes 6(m) and 8)	5,064,302	2	5,554,332	3	2640	Net defined benefit liability, non-current (Note 6(v))	<u>13,885</u>	<u>-</u>	<u>19,483</u>	<u>-</u>
1780	Intangible assets	42,367	-	31,151	-			<u>24,293,205</u>	<u>10</u>	<u>18,439,925</u>	<u>8</u>
1840	Deferred tax assets (Note 6(w))	80,326	-	68,479	-			<u>181,501,227</u>	<u>74</u>	<u>169,539,380</u>	<u>75</u>
1980	Other non-current financial assets (Notes 6(n) and 8)	5,660,343	2	4,149,448	2		Total liabilities				
1990	Other non-current assets, others (Note 6(ac))	<u>1,228,677</u>	<u>1</u>	<u>380,591</u>	<u>-</u>		Equity attributable to owners of parent:				
		22,264,155	9	17,872,199	8	3100	Common stock (Note 6(x))	20,705,557	8	18,841,415	8
						3200	Capital surplus (Note 6(x))	9,267,169	4	8,836,578	4
							Retained earnings (Note 6(x))				
						3310	Legal reserve	9,014,064	3	8,773,652	4
						3350	Unappropriated earnings	14,350,076	6	11,094,585	5
						3400	Other equity (Note 6(x))	-	-	214	-
						3500	Treasury stock (Note 6(x))	<u>(966,562)</u>	<u>-</u>	<u>(971,876)</u>	<u>-</u>
							Total equity attributable to owners of parent:	52,370,304	21	46,574,568	21
						36XX	Non-controlling interests(Note 6(j))	<u>11,696,336</u>	<u>5</u>	<u>10,760,793</u>	<u>4</u>
							Total equity	<u>64,066,640</u>	<u>26</u>	<u>57,335,361</u>	<u>25</u>
Total assets		<u>\$ 245,567,867</u>	<u>100</u>	<u>226,874,741</u>	<u>100</u>	Total liabilities and equity		<u>\$ 245,567,867</u>	<u>100</u>	<u>226,874,741</u>	<u>100</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 Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousand of New Taiwan Dollars , Except for Earnings Per Common Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (Notes 6(u) 、(z) and 7)	\$ 36,928,280	100	44,067,193	100
5000	Operating cost (Note 6(f))	<u>23,940,862</u>	<u>65</u>	<u>28,647,295</u>	<u>65</u>
	Gross profit from operations	<u>12,987,418</u>	<u>35</u>	<u>15,419,898</u>	<u>35</u>
	Operating expenses:				
6100	Selling expenses (Note 6(n))	2,062,712	6	2,249,386	5
6200	Administrative expenses (Note 7)	<u>1,508,608</u>	<u>4</u>	<u>1,458,380</u>	<u>3</u>
		<u>3,571,320</u>	<u>10</u>	<u>3,707,766</u>	<u>8</u>
	Net operating income	<u>9,416,098</u>	<u>25</u>	<u>11,712,132</u>	<u>27</u>
	Non-operating income and expenses:				
7100	Total interest income (Note 6(ab))	228,769	1	178,089	-
7010	Other income (Notes 6(ab) and 7)	386,039	1	159,272	-
7020	Other gains and losses (Note 6(ab))	376,428	1	(109,174)	-
7050	Finance costs, net (Note 6(ab))	(699,613)	(2)	(1,192,702)	(3)
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method, net(Note 6(g))	<u>17,237</u>	<u>-</u>	<u>4,907</u>	<u>-</u>
	Total non-operating income and expenses	<u>308,860</u>	<u>1</u>	<u>(959,608)</u>	<u>(3)</u>
	Profit from continuing operations before tax	<u>9,724,958</u>	<u>26</u>	<u>10,752,524</u>	<u>24</u>
7950	Less: Income tax expenses (Note 6(w))	<u>1,551,025</u>	<u>4</u>	<u>1,917,585</u>	<u>4</u>
	Profit	<u>8,173,933</u>	<u>22</u>	<u>8,834,939</u>	<u>20</u>
8300	Other comprehensive income:				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Gains on remeasurements of defined benefit plans (Note 6(v))	4,716	-	5,767	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>4,716</u>	<u>-</u>	<u>5,767</u>	<u>-</u>
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	65	-	(54)	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will be reclassified to profit or loss	<u>65</u>	<u>-</u>	<u>(54)</u>	<u>-</u>
8300	Other comprehensive income	<u>4,781</u>	<u>-</u>	<u>5,713</u>	<u>-</u>
	Total comprehensive income	<u>\$ 8,178,714</u>	<u>22</u>	<u>8,840,652</u>	<u>20</u>
	Profit, attributable to:				
8610	Profit, attributable to owners of parent company	\$ 6,287,400	17	2,437,372	5
8620	Profit, attributable to non-controlling interests	<u>1,886,533</u>	<u>5</u>	<u>6,397,567</u>	<u>15</u>
		<u>\$ 8,173,933</u>	<u>22</u>	<u>8,834,939</u>	<u>20</u>
	Comprehensive income attributable to:				
8710	Comprehensive income, attributable to owners of parent company	\$ 6,292,181	17	2,443,085	5
8720	Comprehensive income, attributable to non-controlling interests	<u>1,886,533</u>	<u>5</u>	<u>6,397,567</u>	<u>15</u>
		<u>\$ 8,178,714</u>	<u>22</u>	<u>8,840,652</u>	<u>20</u>
	Earnings per share (Note 6(y))				
9750	Basic earnings per share	\$ <u>3.13</u>		<u>1.21</u>	
9850	Diluted earnings per share	\$ <u>3.12</u>		<u>1.21</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, 2024 and 2023

(Expressed in Thousand of New Taiwan Dollars)

	Equity attributable to owners of parent					Total other equity interest		Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Share capital		Retained earnings			Exchange differences on translation of foreign financial statements	Treasury stock			
	Common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings					
Balance on January 1, 2023	\$ 17,146,741	8,408,194	8,363,751	11,642,373	20,006,124	268	(977,220)	44,584,107	4,464,646	49,048,753
Profit (loss)	-	-	-	2,437,372	2,437,372	-	-	2,437,372	6,397,567	8,834,939
Other comprehensive income	-	-	-	5,767	5,767	(54)	-	5,713	-	5,713
Total comprehensive income	-	-	-	2,443,139	2,443,139	(54)	-	2,443,085	6,397,567	8,840,652
Appropriation and distribution of retained earnings in 2022:										
Legal reserve appropriated	-	-	409,901	(409,901)	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(847,337)	(847,337)	-	-	(847,337)	-	(847,337)
Stock dividends of ordinary share	1,694,674	-	-	(1,694,674)	(1,694,674)	-	-	-	-	-
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	10,070	-	-	-	-	-	10,070	-	10,070
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	419,416	-	(39,015)	(39,015)	-	-	380,401	-	380,401
Changes in ownership interests in subsidiaries	-	(1,102)	-	-	-	-	6,286	5,184	-	5,184
Acquisition of company's share by subsidiaries recognized at treasury share	-	-	-	-	-	-	(942)	(942)	(4,858)	(5,800)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	(96,562)	(96,562)
Balance on December 31, 2023	18,841,415	8,836,578	8,773,652	11,094,585	19,868,237	214	(971,876)	46,574,568	10,760,793	57,335,361
Profit (loss)	-	-	-	6,287,400	6,287,400	-	-	6,287,400	1,886,533	8,173,933
Other comprehensive income	-	-	-	4,716	4,716	65	-	4,781	-	4,781
Total comprehensive income	-	-	-	6,292,116	6,292,116	65	-	6,292,181	1,886,533	8,178,714
Appropriation and distribution of retained earnings in 2023:										
Legal reserve appropriated	-	-	240,412	(240,412)	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(932,071)	(932,071)	-	-	(932,071)	-	(932,071)
Stock dividends of ordinary share	1,864,142	-	-	(1,864,142)	(1,864,142)	-	-	-	-	-
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	10,996	-	-	-	-	-	10,996	-	10,996
Disposal of Subsidiaries	-	-	-	-	-	(279)	-	(279)	-	(279)
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	418,093	-	-	-	-	-	418,093	-	418,093
Changes in ownership interests in subsidiaries	-	211	-	-	-	-	5,314	5,525	-	5,525
Unclaimed Cash Dividends	-	1,291	-	-	-	-	-	1,291	-	1,291
Changes in non-controlling interests	-	-	-	-	-	-	-	-	(950,990)	(950,990)
Balance at December 31, 2024	\$ 20,705,557	9,267,169	9,014,064	14,350,076	23,364,140	-	(966,562)	52,370,304	11,696,336	64,066,640

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, 2024 and 2023

(Expressed in Thousand of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before tax	\$ 9,724,958	10,752,524
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	248,907	233,985
Amortization expense	101,428	37,757
Expected credit loss (gain)	487	(1,337)
Net gain on financial assets or liabilities at fair value through profit or loss	(274,499)	(62,658)
Interest expense	699,613	1,192,702
Interest income	(228,769)	(178,089)
Dividend income	-	(9,961)
Share of profit of associates and joint ventures accounted for using equity method	(17,237)	(4,907)
Gain on disposal of property, plan and equipment	(17,009)	(727)
Gain on disposal of investment properties	(280,263)	(77,992)
Gain on lease modifications	(22)	(3)
Gain on disposal of investments	(300)	-
Other income	(226,087)	-
Total adjustments to reconcile profit (loss)	6,249	1,128,770
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in contract assets	27,368	21,638
Decrease in notes receivable	1,041,335	216,257
(Increase) decrease in accounts receivable	(141,148)	1,063,397
(Increase) decrease in inventories	(8,496,888)	4,538,387
(Increase) decrease in prepayments	(590,086)	26,118
Increase in other current and non-current assets	(841,393)	(157,431)
Increase in other financial assets	(2,715,907)	(1,580,479)
Increase in assets recognised as incremental costs to obtain contract with customers	(1,810,262)	(267,547)
Total changes in operating assets	(13,526,981)	3,860,340
Changes in operating liabilities:		
Increase in contract liabilities	4,859,732	548,504
(Decrease) increase in notes payable	(6,202)	5,621
Increase in accounts payable	244,635	1,593,958
Increase in other payables	1,015,501	400,816
Increase in provisions	225,899	17,446
(Decrease) increase in other financial liabilities	(3,299)	980
Increase in other current liabilities	142,542	78,846
Decrease in net defined benefit liability	(882)	(2,464)
Total changes in operating liabilities	6,477,926	2,643,707
Total changes in operating assets and liabilities	(7,049,055)	6,504,047
Total adjustments	(7,042,806)	7,632,817
Cash inflow generated from operations	2,682,152	18,385,341
Income taxes paid	(2,284,956)	(1,208,239)
Net cash flows from (used in) operating activities	397,196	17,177,102

(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, 2024 and 2023

(Expressed in Thousand of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) investing activities:		
Acquisition of financial assets at amortised cost	-	(30,000)
Disposal of financial assets at fair value through profit or loss	602,394	-
Acquisition of property, plant and equipment	(2,484,511)	(1,457,971)
Proceeds from disposal of property, plant and equipment	53,557	2,188
Acquisition of intangible assets	(34,008)	(20,407)
Cash inflow from the merger	9,000	-
Proceeds from disposal of investment properties	788,048	120,715
Increase in other non-current assets	(111,435)	(62,202)
Interest received	224,618	176,637
Dividends received	-	9,961
Net cash flows from (used in) investing activities	(952,337)	(1,261,079)
Cash flows from (used in) financing activities:		
Increase in short-term loans	34,622,464	22,080,330
Decrease in short-term loans	(23,894,246)	(33,732,658)
Increase in short-term notes and bills payable	1,429,900	706,201
Proceeds from issuing bonds	7,120,000	1,450,000
Repayments of bonds	(10,900,000)	(2,500,000)
Proceeds from long-term debt	51,000	2,240,000
Repayments of long-term debt	(1,832,360)	(146,379)
Payment of lease liabilities	(127,088)	(114,307)
Increase in other financial liabilities	2,268,330	(1,294,695)
Cash dividends paid	(2,063,112)	(1,057,848)
Payments to acquire treasury shares	-	(5,800)
Interest paid	(3,537,531)	(3,506,096)
Changes in non-controlling interests	604,783	508,351
Net cash flows from (used in) financing activities	3,742,140	(15,372,901)
Effect of exchange rate changes on cash and cash equivalents	86	(57)
Net increase in cash and cash equivalents	3,187,085	543,065
Cash and cash equivalents at beginning of the year	14,702,019	14,158,954
Cash and cash equivalents at end of the year	\$ 17,889,104	14,702,019

See accompanying notes to consolidated financial statements.

Proposals for Acceptance and Approval proposed by the Board of Directors

Item II

Proposal: Distribution of Earnings of the Company for 2024.

Explanation: (I) The Company's undistributed earnings at the beginning of 2024 amounted to NT\$8,057,959,620. Adding the net income after tax for the year of NT\$6,287,400,000, the current period remeasurement of defined benefit plans amounting to NT\$4,538,463, and the share of other comprehensive income of subsidiaries, associates, and joint ventures accounted for under the equity method totaling NT\$178,256, the total amount available for distribution is NT\$14,350,076,339.

(II) Please refer to the Distribution of earnings.

Resolution:


 Highwealth Construction Corporation
 2024 Earnings Distribution Table

Unit: NT\$

Item	Amount	
	Subtotal	Total
Beginning balance of undistributed earnings		8,057,959,620
Add: Current net profit after tax	6,287,400,000	
Change of remeasurement value of the defined benefit plan for the current period	4,538,463	
Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	178,256	
Distributable earnings		14,350,076,339
Minus: 10% legal reserve	(629,211,672)	
Minus: Assign items		
Dividend to shareholders - cash (NT\$2 per share)	(4,101,111,502)	
Bonus to shareholders - stock (0.5 NT dollars/share)	(1,025,277,880)	
End balance of undistributed earnings		8,594,475,285

Note: The cash dividend distribution is resolved by the board of directors of the Company and is a matter to be reported at the shareholders' meeting.

Chairman: Tsao, Yuanbo



CEO: Fan, Huachun



Chief Accounting Officer: Li, Xian



Discussion Items

Discussion Items

proposed by the Board of Directors

Item I

Proposal: To resolve the 2024 Capital Increase from Retained Earnings and Issuance of New Stocks.

Explanation: (I) In order to increase working capital, the Company proposed to issue additional 102,527,788 shares with a par value of NT\$10 per share by transferring the shareholders' bonuses of NT\$1,025,277,880 from the 2024 distributable earnings.

(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 50 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:

Discussion Items

proposed by the Board of Directors

Item II

Proposal: To resolve the amendment of certain articles of the Company's Articles of Incorporation.

Explanation: In response to the amendment of Paragraph 6, Article 14 of the Securities and Exchange Act, the Company proposes to revise certain provisions of its Articles of Incorporation. For details of the amended provisions, please refer to page 48 of this Meeting Handbook (Attachment 1).

Resolution:

Extemporany Motions

Attachment 1

Comparison Table of Amendments to the Articles of Incorporation

Before Amendment	After Amendment	Reasons for Amendments
<p>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.</p> <p>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.</p>	<p>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.</p> <p><u>No less than ten percent of the total amount allocated for employee remuneration shall be distributed to non-executive employees.</u></p> <p>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.</p>	<p>In line with the amendment to Paragraph 6, Article 14 of the Securities and Exchange Act, the Articles of Incorporation shall specify the percentage of employee remuneration to be allocated to non-executive employees.</p>
<p>Article 34: The Articles of Association were made on January 12, 1980. (omitted) The fortieth amendment was made on June 13, 2024.</p>	<p>Article 34: The Articles of Association were made on January 12, 1980. (omitted) The fortieth amendment was made on June 13, 2024. <u>The forty-first amendment was made on June 17, 2025.</u></p>	<p>Addition of dates of revisions.</p>

Appendixes 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 following businesses:

1. D401010 Thermal Energy Supply.
2. D501010 Thermal Energy Supply.
3. E801010 Indoor Decoration.
4. F106010 Wholesale of Hardware.
5. F111090 Wholesale of Building Materials.
6. F199990 Other Wholesale Trade.
7. F211010 Other Wholesale Trade.
8. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures.
9. F301020 Supermarkets.
10. F301010 Department Stores.
11. F401010 International Trade.
12. F501060 Restaurants.
13. G202010 Parking area Operators.
14. H201010 Investment.
15. H701010 Housing and building development, lease, sale business.
16. H701020 Industrial Factory Development and Rental.
17. H701040 Specific Area Development.
18. H701050 Investment, Development and Construction in Public Construction.
19. H701060 New Towns, New Community Development.
20. H701070 Process Zone Expropriation and Urban Land Readjustment Agency.
21. H701080 Urban Renewal Reconstruction.
22. H701090 Urban Renewal Renovation or Maintenance.
23. H702010 Construction Manager.
24. H703090 Real Estate Business.
25. H703100 Real Estate Leasing.
26. H703110 Senior Citizen Residence.
27. I103060 Management Consulting.

- 28. I301010 Information Software Services.
- 29. I503010 Landscape and Interior Designing.
- 30. I199990 Other Consulting Service.
- 31. J701040 Recreational Activities Venue.
- 32. J799990 Other Recreational Services.
- 33. J901020 Regular Hotel.
- 34. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

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 Shareholdings

Article 5: The capital of the Company is NTD 30 billion, divided into three 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 11-2: The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority. When the Company's meeting held by means of visual

communication network, the Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance.

Article 12: When a shareholders' meeting is held, the chairperson of the Board of Directors shall be the chairperson. If the chairperson 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 chairperson, 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 chairperson, 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-third 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 chairperson 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-chairperson 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 chairperson of the Board of Directors shall convene and serve as the chairperson. The chairperson shall represent the Company. If the chairperson of the Board of Directors requests leave of absence or is unable to exercise his/her functions and powers for any reason, the vice chairperson of the Board of Directors shall act as the chairperson of the Board of Directors. If the vice chairperson is absent or is unable to exercise his/her functions and powers for any reason, the chairperson 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 chairperson 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 chairperson 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.

The Board of Directors shall determine the remuneration to the independent directors to be fixed remuneration in accordance with the principles set forth in the preceding paragraph, the independent directors shall not participate in the remuneration distribution to the directors and other bonuses.

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.

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 earnings concluded in a year are first subject to taxation and reimbursement of previous losses, followed by a 10% provision for the legal reserve. However, no further provision for the legal reserve is required if the Company has accumulated legal reserve of an amount equal to paid-in capital. In addition, the legal reserve shall be allocated or reversed in accordance with laws and regulations or regulations stipulated by the competent authority. The remaining balance and the beginning balance of the undistributed earnings constitute the accumulated distributable earnings. Of the aforementioned accumulated distributable earnings, not less than 20% shall be allocated as shareholders' bonus. The board of directors shall prepare the proposal for distribution and submit it to the shareholders' meeting for resolution. 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.
The thirty-seventh amendment will be made on June 10, 2020.
The thirty-eighth amendment was made on June 14, 2022.
The thirty-nine amendment was made on June 13, 2023.
The fortieth amendment was made on June 13, 2024.

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.

Unless otherwise provided in Regulations Governing the Administration of Shareholder Services of Public Companies, the Company convenes a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

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 Market Observation Post System 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 Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding

year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, 15 days prior to the shareholders meeting date, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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.

The essential content of the appointment or dismissal of directors, amendments to articles, reduction of capital, application for the approval of ceasing its status as a public company, approval of lifting of the non-competition restrictions on directors, capital increase by retained earnings, capital increase by capital reserve, dissolution, merger or division of the Company, or matters listed in Article 185, Paragraph 1 of the Company Act, matters listed in Article 26-1 and Article 43-6 of the Securities Exchange Act, and matters listed in Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuer shall be explained in the shareholders' meeting notice and shall not be proposed as extemporary motions.

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 extemporary motion or other means during the same meeting after the re-election of the Board is completed.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. Such proposals are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda.

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. If the shareholder's proposal concerns a recommendation advocating for the Company to promote public interest or fulfill social responsibilities, in accordance with Article 172-1 of the Company Act, such proposals are allowed but limited to one item only, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, the method of acceptance for written or electronic proposals, and the location and time period for their submission; the period for accepting the submission of shareholder proposals may 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.

If, after a proxy form is delivered to the Company, a shareholder wishes to

attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 6: The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the shareholders meeting in person. 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 furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting.

When a juristic person is appointed to attend as proxy, it shall designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1: The Company convenes a virtual shareholders meetings, the following particulars shall be included in the shareholders meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume
 - (II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (III) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - (IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.

Article 7: If the shareholders' meeting is convened by the Board of Directors, the chairperson shall act as the chairperson. If the chairperson of the Board of Directors asks for leave of absence or is unable to exercise his/her functions and powers for any reason, the chairperson shall appoint a director to act as his/her deputy. Where the chairperson 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 chairperson 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 chairperson of the shareholders' meeting. If there are more than two conveners, they shall elect one convener to act the chairperson. 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 make an uninterrupted audio and video recording for the whole proceedings of the shareholders meeting, and said video tape or audio tape shall be kept 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.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders meeting, the Company is advised to audio and

video record the back-end operation interface of the virtual meeting platform.

Article 9: Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairperson shall call the meeting to order at the scheduled meeting time. Also, the information of the shares with voting rights and without rights should be announced at the same time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, are made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

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. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

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 chairperson 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. Each proposal (including extemporaneous motions and amendments to the original agenda) shall be resolved one by one. 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 chairperson shall not adjourn the meeting until the adjournment of the proceedings (including extemporary motions) referred to in the preceding two paragraphs has been decided. If the chairperson 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 chairperson by a majority vote of the shareholders present at the meeting to continue the meeting.

The chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extemporary motions put forward by the shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote and arrange for sufficient time for the voting.

Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairperson.

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 chairperson and the speakers. Violators shall be stopped by the chairperson.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12: Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson may suspend the speech.

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 chairperson shall reply in person or by designating relevant persons.

Article 13: Voting at shareholders' meetings shall be calculated based on numbers 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: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Paragraph 2 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 extemporary 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 extemporary 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.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. 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 chairperson 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 submitted to the Public Information Observatory.

If there are amendments or substitutions to the same motion, the chairperson 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 chairperson, 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.

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting begin, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and

elections shall be announced immediately.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 15: The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes they received and the names of those not elected as directors and the numbers of votes they received.

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. 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 a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extemporary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 17: The resolutions of the shareholders' meeting shall be signed or sealed by the chairperson, 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 Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and venue of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including the voting outcome). If an election of directors is held, the minutes shall disclose the votes received by each candidate. The minutes shall be retained for the duration of the existence of the Company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

Article 18: On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the 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 submit the contents to the Market Observation Post System within the prescribed time limit.

Article 19: In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20: When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21: In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting begin, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under

the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 22: When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.

Article 23: Staff handling administrative affairs of a shareholders' meeting shall wear

identification cards or armbands.

The chairperson shall direct the proctors (or security personnel) to assist in maintaining order at the meeting. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor". If the meeting venue is equipped with amplification equipment, the chairperson shall stop others from speaking with equipment of the Company than shareholders. When a shareholder violates the Rules and Procedures and defies the chairperson's instruction, obstructing the proceedings and refusing to heed calls to stop, the

chairperson may direct the proctors (or security personnel) to escort the shareholder from the meeting.

Article 24: 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 Incorporation and other relevant laws and regulations.

Article 25: 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.

The seventh amendment was made on June 10, 2020.

The eighth amendment was made on August 13, 2021.

The ninth amendment was made on June 14, 2022.

The tenth amendment was made on June 13, 2024.

Appendix III

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 as of April 19, 2025:

1. The paid-in capital of the Company as of April 19, 2025 was NT\$20,705,557,510 (2,070,555,751 shares).
2. Minimum legal number of shares to be held by all directors: 49,693,338 shares. (Note)
3. Shares held by all directors:

April 19, 2025

Position	Name	Date elected	Term of office	Shares held during election		List of Shareholders Stopping Transfer Recorded shareholding	
				Shares	Shareholding Percentage	Shares	Shareholding Percentage
Chairperson	Run Ying Investment Co., Ltd. Representative: Cao Yuanbo Representative: Fan Huajun	2023.6.13	Three years	30,996,304	1.81%	37,505,527	1.81%
Director	Zheng Qintian	2023.6.13	Three years	32,249,659	1.88%	39,050,049	1.89%
Director	Zheng Xiuhui	2023.6.13	Three years	9,864,788	0.58%	11,936,392	0.58%
Independent director	Li Wencheng	2023.6.13	Three years	0	0%	0	0%
Independent director	Chen Tachun	2023.6.13	Three years	24,203	0%	29,285	0%
Independent director	Tsai-Feng Ho	2024.6.13	Three years	0	0%	0	0%
Total for all directors						88,521,253	4.28%

Note: 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 IV

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

Unit: NT\$ thousand

Item		Year	2025 (estimation)
Paid-in capital at the beginning			20,705,557
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		
	Annual average rate on investment (reciprocal of annual price-earnings ratio)		
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	Proforma earnings per share (NT dollars)	

	capital increase and all the retained earnings transferred to capital increase distributed by cash dividend were not conducted	Proforma annual average rate on investment	
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Note: The Company has not disclosed its financial forecast for 2025; therefore, this item is not applicable.